

MAY 14 2009

MEMORANDUM OF UNDERSTANDING
AMONG
ORANGE COUNTY, FLORIDA
AND
ORANGE COUNTY SHERIFF'S OFFICE
AND
INTERNATIONAL DRIVE MASTER TRANSIT AND IMPROVEMENT DISTRICT
[United States Department of Justice COPS Universal Hiring Program]

This MEMORANDUM OF UNDERSTANDING (herein referred to as the "MOU") is made and entered into as of this 07 day of April, 2009 by and among **ORANGE COUNTY, FLORIDA**, a chartered county and political subdivision of the State of Florida (herein referred to as the "County") and the **ORANGE COUNTY SHERIFF'S OFFICE**, an independently elected and serving constitutional officer (herein referred to as the "Sheriff") and **INTERNATIONAL DRIVE MASTER TRANSIT AND IMPROVEMENT DISTRICT** (the "District"), an independent special district created by Orange County Ordinance No. 92-37, as amended.

RECITALS:

WHEREAS, the County is currently experiencing increases in demand for all aspects of its public safety service which have resulted in significant increases in the Sheriff's workload despite increases in staffing levels; and

WHEREAS, with these increases in demand for service, the nature of calls for service has become more violent and threatening to both the Sheriff's deputies and the community; and

WHEREAS, the District was created for the purpose of planning, designing, acquiring, constructing, operating and maintaining public transit systems, facilities and services within the District, the boundaries of which include the International Drive tourist center; and

WHEREAS, on September 9, 2008, the Board of County Commissioners of the County (the "Board") expanded the role of the District by authorizing the District to implement public safety programs utilizing the additional property taxes authorized by the Board to be collected and deposited in the hereinafter defined I-Drive District Fund #1177; and

WHEREAS, the District is located in Orange County, Florida and the Sheriff currently provides the District with basic law enforcement service in accordance with applicable law; and

WHEREAS, violent crime now threatens the economic viability of the District which is a tourist oriented community and there is a limited ability of local government to fund law enforcement to meet the growing needs of the community;

WHEREAS, the perception of Orange County as a safe place are absolutely critical to the future prosperity of the community;

STATE OF FLORIDA, COUNTY OF ORANGE
I HEREBY CERTIFY that the above and foregoing
is a true copy of the original file in this office
JERRY L. DEMINGS, SHERIFF
JENNIFER ALBRECHT, Records Custodian
Dated May 14 2009
By J. Demings
Records Section

WHEREAS, the Sheriff has been responding to this by increasing the level of law enforcement to the International Drive tourist center, commercial areas and residential communities; and

WHEREAS, the Sheriff, through the County, has been awarded a grant from the United States Department of Justice COPS Office entitled "COPS 2008 Universal Hiring Program #2008ULWX0011," for the hiring of ten additional deputies with partial funding provided over a three year period for a total of \$750,000 (the "COPS Grant"); and

WHEREAS, the County, the Sheriff and the District have agreed to use the COPS Grant to provide dedicated enhanced law enforcement services and personnel to the District by establishing a "Professional Security Task Force" which will focus on crime issues affecting that portion of the area of the District which lies within the unincorporated area of Orange County (the "Coverage Area"); and

WHEREAS, the Professional Security Task Force will lead the way in developing anti-crime strategies that will have a positive affect on all the businesses within the District, thereby creating a synergistic effect on the prevention and reduction of crime in the District; and

WHEREAS, the businesses will then create and maintain an interactive internet portal and phone notification system to warn other area businesses when crime occurs (the "COPS Program");

NOW THEREFORE, as attested by the signatures below, the County, the Sheriff and the District hereby agree as follows with respect to the COPS Grant and the COPS Program:

1. The above recitals are true and correct and are hereby incorporated into and made a part of this MOU.

2. The Sheriff and the District hereby agree that the COPS Program will include, among other things, the following characteristics:

(a) There will be two specialized units to provide dedicated enhanced law enforcement services and personnel within the Coverage Area;

(b) Each unit will consist of one sergeant, one corporal and three deputies for a total of ten new personnel;

(c) The two dedicated units will be used to enhance and not supplant existing law enforcement coverage within the Coverage Area;

3. The County, the Sheriff and the District acknowledge and agree that the COPS Program will be funded partially by the COPS Grant, funds received by the International Drive Master Transit and Improvement District Municipal Service Taxing Unit (the "I-Drive District Fund #1177") and, to the extent necessary as described below, certain monies rebated to the general fund from the International Drive Community Redevelopment Area (the "I-Drive CRA") in accordance with the following terms and provisions:

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JENNIFER ALBRECHT, Records Custodian

Dated May 14, 2009
By J. Demings

(a) The COPS Grant is a three-year grant for each deputy and it begins when each position is filled. The grant also requires each deputy to be retained for a minimum of one year after the three year funding period ends; therefore, there is a four year funding commitment. Except as provided in Section 4 below, all approved personnel costs associated with the COPS Program is expected to be funded as follows: (i) for the first year, eighty-five percent (85%) from the COPS Grant and fifteen percent (15%) from the I-Drive District Fund #1177; (ii) for the second year, thirty-five percent (35%) from the COPS Grant and sixty-five percent (65%) from the I-Drive District Fund #1177; (iii) for the third year, eight and three quarter percent (8.75%) from the COPS Grant and ninety-one and one quarter percent (91.25%) from the I-Drive District Fund #1177; and (iv) for the fourth year, one-hundred percent (100%) from the I-Drive District Fund #1777.

(b) Except as provided in Section 4 below, all costs associated with the COPS Program which is not covered by the COPS Grant over the term of the COPS Grant is expected to be funded from the I-Drive District Fund #1177. These costs will include operating and capital costs, including the cost for vehicles.

4. In order to budget accordingly, the County will annually increase the funding for the Sheriff for the duration of this MOU for the costs of the COPS Program. In addition, during the term of this MOU in accordance with the budget submittal timetable, the Comptroller's Office of the Sheriff will provide the Orange County Office of Management and Budget ("OCOMB") and the District the annual costs of the COPS Program with a breakout of the cost not covered by the COPS Grant. OCOMB will annually invoice the District for the costs of the COPS Program that is not covered by the COPS Grant, which costs the District shall only be obligated to pay from the I-Drive District Fund #1177.

5. Because the I-Drive District Fund #1177 generates its funds from ad valorem taxes, it is possible that ad valorem taxes could decline by more than fifteen percent (15%) in any given year due to the current economic uncertainties and the many challenges facing property values. As a result, the District has taken certain fiscal precautions to prepare for some of these uncertainties such as establishing healthy contingency reserves.

The parties to this MOU understand and acknowledge the possibility that funds available to the District from the I-Drive District Fund #1177 may not be sufficient to meet the funding obligations of the COPS Grant. Consequently the parties to this MOU hereby agree that in the event: (i) total property values in the District fall by fifteen percent (15%) or more from the prior year's values and (ii) funds available to the District from the I-Drive District Fund #1177, are not sufficient, as determined by OCOMB, to fund the additional costs not covered by the COPS Grant, then the County agrees to provide supplemental funding support for the COPS Program to the extent of such shortfall. It is anticipated that such supplemental funding for the COPS Program from the County, if any, would be paid from the County general fund as a result of rebates to the general fund from in the I-Drive CRA. Prior to the expenditure of any general fund dollars for supplemental funding for the COPS Program, OCOMB will conduct an assessment of the funds available to the District from the I-Drive District Fund #1177 in order to validate the need for such supplemental funding.

STATE OF FLORIDA, COUNTY OF ORANGE
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JERRY L. DEMINGS, SHERIFF
JENNIFER ALBRECHT, Records Custodian

Dated May 14 2009
By J. L. Demings
Records Section

6. Any funds not used for the COPS Program will be returned by the Sheriff to the District or the County, as appropriate, at fiscal year end.

7. All notices, certificates or other communications relating to this MOU shall be sufficiently given and shall be deemed given when hand delivered or mailed by registered or certified mail, postage prepaid, to the parties at the following addresses:

As to the County: Orange County, Florida
201 South Rosalind Avenue
Orlando, Florida 32801
Attention: OMB Manager
Telecopy: 407/836-7390

As to OCSO: Orange County Sheriff's Office
2500 West Colonial Drive
Orlando, Florida 32804
Attention: Orange County Sheriff
Telecopy: 407/254-7017

With a copy to: Orange County Sheriff's Office
2500 West Colonial Drive
Orlando, Florida 32804
Attention: Orange County Legal Advisor
Telecopy: 407/254-7178

As to the District: International Drive Master Transit and
Improvement District
7081 Grand National Drive, Suite 105
Orlando, Florida 32819
Attention: Luann Brooks, Executive Director
Telecopy: 407/248-9594

With a copy to: Greenberg Traurig, P.A.
450 South Orange Avenue, Suite 650
Orlando, Florida 32801
Attention: Jean E. Wilson, Esquire
Telecopy: 407/420-5909

Any of the above parties may, by notice in writing given to the others, designate any further or different addresses to which subsequent notices, certificates or other communications shall be sent. Any notice shall be deemed given on the date such notice is delivered by hand or facsimile transmission or three days after the date mailed.

8. No amendment of any provision of this MOU shall become effective unless the same is in writing, executed by the County, OCSO and the District.

STATE OF FLORIDA, COUNTY OF ORANGE
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JERRY L. DEWINGS, SHERIFF
JENNIFER ALBRECHT, Records Custodian

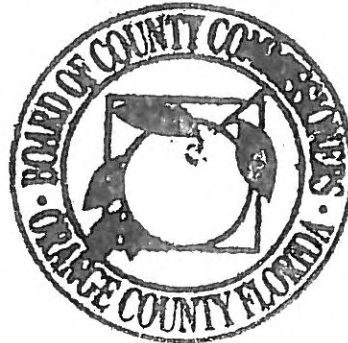
Dated May 14, 2009
By J. L. Dewings

9. This MOU may be simultaneously executed in several counterparts, each of which shall be an original and all of which shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties to this MOU have caused this MOU to be duly executed by their duly authorized representatives on the dates set forth below.

ORANGE COUNTY, FLORIDA
By: Board of County Commissioners

By: [Signature]
Richard T. Crotty
County Mayor



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

By: [Signature]
Deputy Clerk

ORANGE COUNTY SHERIFF'S OFFICE

APPROVED AS TO FORM AND LEGALITY
FOR THE RELIANCE OF THE SHERIFF
OF ORANGE COUNTY, FL, ONLY

[Signature]
DATE: 04/09/09

By: [Signature]
Jerry Demings
Orange County Sheriff
Date: 4/10/09

ATTEST:
By: [Signature]
Date: 4-23-2009

WITNESSES:
Sibilla Patch
Via Chau

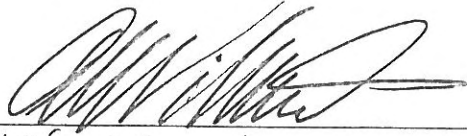
INTERNATIONAL DRIVE MASTER
TRANSIT AND IMPROVEMENT
DISTRICT

STATE OF FLORIDA, COUNTY OF ORANGE
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JENNIFER ALBRECHT, Records Custodian

Dated: May 14 2009
By: [Signature]
Records Section

COAD-D-01 4-7-09

By: _____



CHARLES PEARSON

(SEAL)

ORL 297,246,677v4 3-20-09 067972.010000

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JERRY L. DEMINGS, SHERIFF
JENNIFER ALBRECHT, Records Custodian

Dated May 14 2009

By Jennifer Albrecht
Records Section

00AD-D-01 4-7-09