

**EXHIBIT B**

**BORROWER INDEMNIFICATION CERTIFICATE**

## INDEMNIFICATION CERTIFICATE OF THE BORROWER

The undersigned hereby certifies that he or she is authorized to execute and deliver this Indemnification Certificate of the Borrower and further represents, on behalf of City Church of Orlando, Inc., a Florida not-for-profit corporation, and/or one or more related and/or affiliated entities (collectively, the "Borrower"), the following (capitalized terms not otherwise defined herein shall have the meaning ascribed thereto in that certain resolution adopted by the Board of County Commissioners (the "Board") of Seminole County, Florida (the "County") on December 14, 2021 (the "County Resolution")):

At the request of the Borrower, the Seminole County Industrial Development Authority (the "Issuer") proposes to issue an aggregate principal amount not exceeding \$5,000,000 of its Educational Facilities Revenue Bonds (City Church of Orlando Project), Series 2021 (the "Bonds"), the proceeds of which will be loaned to the Borrower for the principal purposes of (i) financing, refinancing and reimbursing the costs of acquisition and construction of certain educational facilities and land located or to be located in Seminole County, (ii) funding capitalized interest and reserves on or for the Bonds, if any, and (iii) paying costs issuance in connection with the Bonds (collectively, the "Project");

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 County, (ii) will provide or preserve gainful employment within the County, (iii) will promote commerce within the State, and (iv) will serve a public purpose by providing additional educational facilities within the County;

The County will 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;

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") which the Authority did on November 16, 2021 after proper notice;

The Borrower has requested the Board to approve the issuance of the Bonds solely for the purposes of Section 147(f) of the Code; and


The County desires indemnification from the Borrower as a material inducement to granting the foregoing approval.

NOW THEREFORE, THE UNDERSIGNED, ON BEHALF OF THE BORROWER, 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 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 Code, the Securities Act of 1933, the Securities Exchange Act of 1934 or any applicable securities law of the State, including, without limitation, all costs and expenses of the County, including reasonable attorneys' fees, incurred in connection therewith.

By signing below, the undersigned represents and warrants to the County that the undersigned is duly authorized by the Borrower to execute and deliver this Indemnification Certificate.

IN WITNESS WHEREOF, the Borrower has executed this Indemnification Certificate of the Borrower this 14<sup>th</sup> of December 2021.

**CITY CHURCH OF ORLANDO, INC.**

By:   
Name: Eugene R. Smith  
Title: President