

# **Exhibit A**



## **Memorandum of Understanding**

**Effective Date:** September 30, 2025

This Memorandum of Understanding (the "MOU") is entered into by and between The Dr. P. Phillips Foundation, commonly known as Dr. Phillips Charities, and the School Board of Orange County, Florida (collectively, the "Parties").

### **Background**

Dr. Phillips Charities is currently in conversation with the School Board of Orange County to purchase the Hungerford Property located in the Town of Eatonville. The intent of Dr. Phillips Charities is to improve the property to serve the community in education, the arts, and healthcare, and to help preserve the legacy of Eatonville as one of the nation's oldest, continuously self-governing African American communities.

The Town of Eatonville has been conducting community listening sessions in collaboration with the Polis Institute, residents, and other stakeholders to identify community needs and aspirations. Additionally, the Town has engaged Baker Barrios to develop conceptual site plans that reflect the insights gathered during these sessions.

### **Intent and Use of Property**

Should Dr. Phillips Charities successfully acquire the Hungerford Property, it intends to use the Baker Barrios site plan concepts as a guiding framework for development. The organization does not seek to profit from this transaction. Instead, it will leverage its experience, resources, and relationships to identify and engage the most suitable place-makers to bring the vision to life.

In alignment with the Town's priorities, local small businesses will be given initial opportunities for contracts, and bidding during the development process, ensuring that economic benefits are felt directly within the community.

Any funds generated in excess of Dr. Phillips Charities' direct costs (with no markup) will be reinvested into the project in the form of grants to further enhance the community and support its long-term success.

The Parties agree to negotiate a fair purchase price for the Hungerford Property. Dr. Phillips Charities will pay one million dollars (\$1,000,000.00) of the agreed-upon price upfront to the School Board of Orange County. The School Board of Orange County will transfer the property via deed to Dr. Phillips Charities. The remaining balance will be forgiven upon the achievement of the following milestones:

1. **By the end of Year 2:**
  - Significant progress on infrastructure, including the development of extensive green space and a pavilion for community festivals.

- Upon completion of the significant progress on infrastructure, the portion of the land so improved will be donated to the Town of Eatonville with the consideration being the improvements to the property.
2. **By the end of Year 3:**
    - Completion of an Eatonville Early Learning Center. Enrollment priority will be given to residents of the Town of Eatonville and the children of teachers and support staff employed at Hungerford Elementary School.
  3. **By the end of Year 4:**
    - Establishment of a Community Hub/Healthcare facility (To be named with resident input)).
  4. **Town Center and History Center/Museum:**
    - Land will be set aside for the construction of a Town Center and History Center/Museum. The land will be donated to the Town of Eatonville once construction funding is secured. Consideration for the donation of the land is that students attending schools operated by the School Board of Orange County, Florida will be given free admission to the History Center/Museum owned and operated by the Town.
  5. **To Be Determined - Affordable, Deed-Restricted Single-Family Housing:**
    - When the Town develops a "Housing Strategy," this might be a potential use of the land.
    - Any affordable, deed restricted single family housing will have a preference for residents of the town of Eatonville, instructional and education support employees of the School Board of Orange County, and first responders employed by the Town of Eatonville.
    - For the affordable dwelling units, a percentage will be made available for seniors with modified annual fees.
    - Approximately 4-6 acres will be transferred via deed to Town of Eatonville for a Multi-Family Affordable Housing Project. Consideration for the donation is the setting aside of deed-restricted single-family housing for instructional and education support employees of the School Board of Orange County, Florida.

**For Dr. Phillips Charities**



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 Kenneth D. Robinson  
 President/CEO  
 The Dr. P. Phillips Foundation



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 Terry Prather  
 Board Chair  
 The Dr. P. Phillips Foundation

Date: 9-30-25

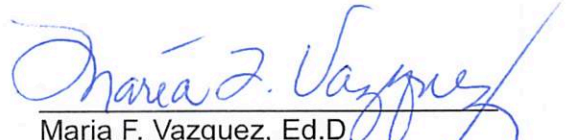
Date: 9-30-25

For The School Board of Orange County, Florida



Teresa Jacobs  
School Board Chair  
School Board of Orange County, Florida

Date: 9/30/25



Maria F. Vazquez, Ed.D.  
Superintendent  
Orange County School District

Date: 9-30-25

**Acknowledged By**

The undersigned acknowledges and supports the intent and terms outlined in this Memorandum of Understanding.



Angela Gardner  
Mayor of the Town of Eatonville

Date: 9-30-25

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