

RESOLUTION 11-GFC 1

A RESOLUTION OF THE PORT ST. LUCIE GOVERNMENTAL FINANCE CORPORATION, AUTHORIZING THE SECRETARY TO TAKE ALL NECESSARY ACTION TO TERMINATE THE 2007 SWAP TRANSACTION AUTHORIZED PURSUANT TO RESOLUTION 07-GFC 2 OF THE CORPORATION, AS AMENDED BY RESOLUTION 08-GFC 2 OF THE CORPORATION AND RESOLUTION G10-GFC 1 OF THE CORPORATION; AUTHORIZING THE SECRETARY TO TAKE ALL NECESSARY ACTION TO TERMINATE THE 2008 SWAP TRANSACTION AUTHORIZED PURSUANT TO RESOLUTION 08-GFC 2 OF THE CORPORATION, BOTH OF WHICH ARE ALLOCATED TO THE CORPORATION'S REFUNDING CERTIFICATES OF PARTICIPATION, SERIES 2008 (MUNICIPAL COMPLEX PROJECT); AND PROVIDING FOR AN EFFECTIVE DATE.

BE IT RESOLVED BY THE PORT ST. LUCIE GOVERNMENTAL FINANCE CORPORATION:

Section 1. Authority for Resolution. This resolution is adopted pursuant to the provisions of the Articles of Incorporation of the Port St. Lucie Governmental Finance Corporation (the "Corporation"), Chapter 617, Florida Statutes, and Resolution 07-GFC 2 adopted by the Corporation on March 26, 2007 (the "Original 2007 Swap Resolution"), as amended by Resolution 08-GFC 2 adopted by the Corporation on August 25, 2008 (the "2008 Swap Resolution") and as further amended by Resolution 10-GFC 1 adopted by the Corporation on July __, 2010 (together with the Original 2007 Swap Resolution, as amended, the "2007 Swap Resolution").

Section 2. Termination of Swap Transactions.

(a) 2007 Swap Transaction. The Corporation entered into an interest rate swap transaction documented by an ISDA Master Agreement (the "ISDA Agreement"), a Schedule to the ISDA Agreement (the "Schedule") and a Confirmation, each dated as of March 27, 2007 (the "2007 Confirmation" and together with the ISDA Agreement and the Schedule, the "Original 2007 Swap Agreement") each with The Royal Bank of Canada (the "Counterparty") in the notional amount of \$44,560,000 and allocated to the Corporation's Certificates of Participation, Series 2007 (Municipal Complex Project) (the "2007 Certificates"). On October 1, 2008, the Corporation issued its Refunding Certificates of Participation, Series 2008 (Municipal Complex Project)(the "2008 Certificates"), which refunded the 2007 Certificates. The Corporation in connection with the issuance of the 2008 Certificates amended and restated the Schedule to the ISDA Master Agreement dated as of October 1, 2008 (the "Amended and Restated Schedule"), entered into a Credit Support Annex to the Amended and Restated Schedule dated as of October 1, 2008 (the "Credit Support Annex") and an Amendment to the 2007 Confirmation dated as of September 26, 2008, which was further amended by an Amendment to the 2007 Confirmation dated as of July 29, 2010 (collectively, the "Amended 2007 Confirmation" and, together with the ISDA Master Agreement, the Amended and Restated Schedule and the Credit Support Annex, the "Amended 2007 Swap Agreement"). The swap transaction under the Amended 2007 Swap Agreement became effective beginning September 1, 2010 (the "2007 Swap Transaction").

(b) 2008 Swap Transaction. The Corporation in connection with the issuance of the 2008 Certificates also entered into another interest rate swap transaction documented by a separate Confirmation dated as of September 26, 2008 (the "2008 Confirmation" and, together with the ISDA Master Agreement, the Amended and Restated Schedule and the Credit Support Annex, the "2008 Swap Agreement"). The swap transaction under the 2008 Swap Agreement became effective beginning October 1, 2010 (the "2008 Swap Transaction" and, together with the 2007 Swap Transaction, the "Swap Transactions").

(c) Termination of Swap Transactions. Due to the volatility of the current interest rate market, the Corporation determines that it is in the best interest of the Corporation to be in a position to terminate both the 2007 Swap Transaction and the 2008 Swap Transaction based on prevailing market conditions. The Secretary of the Corporation is hereby authorized to terminate both the 2007 Swap Transaction and the 2008 Swap Transaction and to take all action necessary in connection with such termination, including, without limitation, the execution and delivery of one or more confirmations or other termination agreements; provided, that the net market to market termination payment owed by the Corporation, between the 2007 Swap Transaction and the 2008 Swap Transaction is no greater than \$100,000 and, provided further that the Corporation obtains pricing verification reports and fairness opinions for each Swap Transaction from an independent municipal swap advisor.

Section 3. Severability. If any one or more of the provisions of this resolution should be held to be contrary to any express provision of law or to be contrary to the policy of express law, though not expressly prohibited, or to be against public policy, or should for any reason whatsoever be held invalid, then such provisions shall be null and void and shall be deemed separate from the remaining provisions of, and in no way affect the validity of, all the other provisions of this resolution.

Section 4. Effective Date. This Resolution shall take effect upon its adoption.

Passed and Approved by the Board of Directors of the Port St. Lucie Governmental Finance Corporation this ____ day of August 2011.

PORT ST. LUCIE GOVERNMENTAL
FINANCE CORPORATION

By: _____
JoAnn Faiella, President

ATTEST:

Jerry Bentrrott, Secretary

APPROVED AS TO FORM:

Roger G. Orr, Corporate Counsel