

**RESOLUTION 11-R94**

A RESOLUTION SUPPLEMENTING ORDINANCE 11-85 OF THE CITY OF PORT ST. LUCIE, FLORIDA, ENACTED ON NOVEMBER 28, 2011, WHICH AUTHORIZED THE REFUNDING OF ALL OR A PORTION OF THE CITY'S OUTSTANDING SALES TAX IMPROVEMENT REVENUE BONDS, SERIES 2003; PROVIDING FOR THE SALE AND ISSUANCE OF NOT EXCEEDING \$16,000,000 SALES TAX REFUNDING REVENUE BONDS, SERIES 2011, TO FINANCE THE COST THEREOF; PROVIDING FOR THE PAYMENT OF THE SERIES 2011 BONDS FROM CERTAIN PLEDGED REVENUES; AUTHORIZING THE CITY MANAGER TO DETERMINE THE DATE OF SALE OF AND THE DETAILS OF THE SERIES 2011 BONDS WITHIN CERTAIN PARAMETERS TO BE SET FORTH IN A BOND PURCHASE AGREEMENT; APPROVING THE FORM AND AUTHORIZING THE EXECUTION OF A BOND PURCHASE AGREEMENT WITH THE UNDERWRITER SUBJECT TO THE PARAMETERS AND LIMITATIONS SET FORTH HEREIN; AUTHORIZING A NEGOTIATED SALE OF THE SERIES 2011 BONDS AND PROVIDING FOR THE AWARD AND SALE OF THE SERIES 2011 BONDS TO THE UNDERWRITER SUBJECT TO THE PARAMETERS SET FORTH HEREIN; APPROVING THE FORM AND AUTHORIZING THE DISTRIBUTION OF A PRELIMINARY OFFICIAL STATEMENT AND THE EXECUTION AND DELIVERY OF AN OFFICIAL STATEMENT; AUTHORIZING THE ACQUISITION OF A MUNICIPAL BOND INSURANCE POLICY AND A RESERVE ACCOUNT CREDIT FACILITY, IF DETERMINED BY THE CITY MANAGER TO BE IN THE BEST INTERESTS OF THE CITY; APPROVING THE FORM AND AUTHORIZING THE EXECUTION AND DELIVERY OF AN ESCROW DEPOSIT AGREEMENT; APPOINTING AN ESCROW AGENT; AUTHORIZING THE OFFICERS AND OFFICIALS OF THE CITY TO EXECUTE AND DELIVER THE SERIES 2011 BONDS AND SUCH AGREEMENTS AND CERTIFICATES AS ARE NECESSARY AND DESIRABLE IN CONNECTION WITH THE SALE, ISSUANCE AND DELIVERY OF THE SERIES 2011 BONDS, INCLUDING A PAYING AGENT AND REGISTRAR AGREEMENT; MAKING CERTAIN COVENANTS AND AGREEMENTS IN CONNECTION THEREWITH; AND PROVIDING AN EFFECTIVE DATE.

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF PORT ST. LUCIE, FLORIDA:

**ARTICLE I**

**AUTHORITY, DEFINITIONS AND FINDINGS**

**Section 1.01 Authority for this Series 2011 Bond Resolution.** This Series 2011 Bond Resolution is adopted pursuant to the provisions of the Act, the Original Ordinance, and the Series 2011 Bond Ordinance, all as defined herein.

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**Section 1.02 Definitions.** Unless the context otherwise requires, capitalized terms used in this Series 2011 Bond Resolution shall have the meanings specified in this Section. Terms not otherwise defined in this Section shall have the meanings specified in the Original Ordinance or the Series 2011 Bond Ordinance. Words importing singular number shall include the plural number in each case and vice versa, and words importing persons shall include firms and corporations.

“Award Certificate” means a certificate of the City Manager executed in connection with the execution of the Bond Purchase Agreement and evidencing compliance with the conditions set forth in Section 5.01 hereof.

“Bond Insurer” means, with respect to the Series 2011 Bonds, the Credit Facility Issuer with respect to a Credit Facility issued for the Series 2011 Bonds, or any successor thereto.

“Bond Ordinance” means, collectively, the Original Ordinance, the Series 2011 Bond Ordinance and this Series 2011 Bond Resolution.

“Bond Registrar and Paying Agent Agreement” means the agreement between the City and the Paying Agent providing for the authentication of, and payment of the principal of, redemption premium, if any, and interest on the Series 2011 Bonds, in substantially the form on file with the Clerk, with such changes, additions, deletions and filling in of blanks as shall be approved by the Mayor upon the recommendation of the City Manager with the advice of the City Attorney, such approval to be presumed by the Mayor’s execution thereof.

“Book-Entry Form” or “Book-Entry Consolidated System” means a form or system, as applicable, under which (i) Series 2011 Bonds are issued to a Depository or to its nominee, as Registered Owner, (ii) Series 2011 Bonds are held by and “immobilized” in the custody of such Depository, and (iii) records are maintained by the Depository and/or other persons to identify and record the transfer of beneficial interests in the Series 2011 Bonds.

“Cede” means Cede & Co., as nominee for DTC.

“City Manager” means the City Manager of the City, as the chief administrative officer thereof, or his designee.

“Clerk” means the Clerk of the City or her designee.

“DTC” means The Depository Trust Company, New York, New York, a securities depository.

“Depository” means any securities depository that is operating and maintaining, with its participants or otherwise, a Book-Entry Consolidated System to record ownership of beneficial interests in Series 2011 Bonds or debt service on Series 2011 Bonds and to effect transfers of Series 2011 Bonds in Book-Entry Form, including, but not limited to, DTC.

“Escrow Agent” means U.S. Bank National Association, Orlando, Florida, or any other bank or trust company, which may be located within or without the State, holding a portion of the proceeds of the sale of the Series 2011 Bonds in trust pursuant to the provisions of the

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Escrow Deposit Agreement, to be applied to pay the principal of and interest on the Refunded Bonds.

“Escrow Deposit Agreement” means, with respect to the Refunded Bonds, the agreement by and between the City and the Escrow Agent, which agreement shall provide for the holding in trust of moneys and Federal Securities sufficient to pay the principal of and interest on the Refunded Bonds as they become due until the first date on which the Refunded Bonds may be called, and shall be in substantially the form on file with the Clerk, with such changes, additions, deletions and filling in of blanks, as shall be approved by the Mayor upon the recommendation of the City Manager with the advice of the City Attorney and Bond Counsel, such approval to be presumed by the Mayor’s execution thereof.

“Insurance and Reimbursement Agreement” means, with respect to the Series 2011 Bonds, the reimbursement agreement between the City and the Bond Insurer pursuant to which the City agrees to reimburse the Bond Insurer for any advances from the Policy and/or Surety Bond.

“Letter of Representations” means the blanket letter agreement between the City and DTC, dated March 23, 1998, with respect to Bonds issued in book-entry only form.

“Mayor” means the Mayor or the Vice Mayor of the City.

“Original Ordinance” means Ordinance 98-9, enacted by the Council on February 9, 1998, as supplemented by Resolution 98-R13 adopted by the Council on February 23, 1998, as further supplemented and amended from time to time.

“Outstanding Parity Bonds” means the City’s (a) Sales Tax Improvement Revenue Bonds, Series 2003, dated April 15, 2003, not refunded by the Series 2011 Bonds, and (b) Sales Tax Revenue Refunding Bonds, Series 2008, dated June 4, 2008, outstanding from time to time under the provisions of the Original Ordinance.

“Paying Agent” and “Bond Registrar” means U.S. Bank National Association, Fort Lauderdale, Florida, or its successor.

“Policy” means, with respect to the Series 2011 Bonds, the financial guaranty insurance policy issued by the Bond Insurer for a Credit Facility in connection with Series 2011 Bonds.

“Purchase Contract” means, with respect to the Series 2011 Bonds, a contract between the City and the Underwriter setting forth the conditions upon which the Series 2011 Bonds will be sold by the City and purchased by the Underwriter and setting forth the details of the Series 2011 Bonds, substantially in the form on file with the Clerk, with such changes, additions, deletions and filling of blanks, as shall be approved by the City Manager, all within the parameters set forth herein, with the advice of the City Attorney and Bond Counsel, such approval to be presumed by the execution thereof by the City Manager.

“Refunded Bonds” means all or a portion of the City’s outstanding Sales Tax Improvement Revenue Bonds, Series 2003, maturing in the years 2012 and thereafter selected for defeasance or redemption by the City Manager and set forth in the Purchase Contract.

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“Refunding” means the program for refinancing the Refunded Bonds through the issuance of the Series 2011 Bonds and the deposit of a portion of the proceeds thereof with the Escrow Agent to be applied pursuant to the provisions of the Escrow Deposit Agreement.

“Refunding Costs” means, but shall not necessarily be limited to: the cost of payment of the principal of, premium, if specified, and interest on the Refunded Bonds; expenses for estimates of costs and of revenues; the fees of fiscal agents, financial advisors and consultants; legal fees and expenses, verification agent fees, administrative expenses; discount upon the sale of the Series 2011 Bonds; the cost of purchasing the Policy; and such other expenses as may be necessary or incidental to the financing authorized by this Series 2011 Bond Resolution, to the Refunding, and to the accomplishing thereof.

“Series 2011 Bond Ordinance” means Ordinance 11-85, duly enacted by the Council on November 28, 2011.

“Series 2011 Bond Resolution” means, collectively, this Series 2011 Bond Resolution and all resolutions amendatory hereof or supplemental hereto.

“Series 2011 Bonds” mean the City’s Sales Tax Refunding Revenue Bonds, Series 2011, originally issued pursuant to the Bond Ordinance.

“Surety Bond” means, with respect to the Series 2011 Bonds, the debt service reserve surety bond issued by the Bond Insurer pursuant to a commitment to be issued in order to satisfy the increase in the Reserve Account Requirement resulting from the issuance of the Series 2011 Bonds; the Surety Bond shall constitute a Reserve Account Credit Facility, as provided in the Original Ordinance with respect to the Series 2011 Bonds.

“Underwriter” means, with respect to the Series 2011 Bonds, RBC Capital Markets Corporation, as senior managing underwriter, and others, if any, named in the Purchase Contract, as the initial purchasers of the Series 2011 Bonds.

**Section 1.03 Findings.** It is hereby ascertained, determined and declared by the Council that:

A. The City has previously issued and there remains Outstanding the Outstanding Parity Bonds.

B. The City is authorized pursuant to the provisions of the Act and the Bond Ordinance to provide for the refunding of the Refunded Bonds through the issuance of the Series 2011 Bonds and to pledge the Pledged Revenues to secure the payment of debt incurred to refund the Refunded Bonds.

C. The Pledged Revenues are estimated to be sufficient to pay as the same become due and payable the Debt Service Requirement on the Outstanding Parity Bonds and the Series 2011 Bonds and to make all other payments required to be made by the provisions of the Bond Ordinance.

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D. Section 5.01(D) of the Original Ordinance provides for the issuance of Additional Parity Bonds under the terms, limitations and conditions provided therein. The City will comply with the terms, limitations and conditions contained in the Original Ordinance to the extent required therein and will, therefore, be legally entitled to issue the Series 2011 Bonds as Additional Parity Bonds under the provisions of the Original Ordinance.

E. After the issuance of the Series 2011 Bonds, the Series 2011 Bonds and the Outstanding Parity Bonds will be on a parity and rank equally as to lien on and source and security for payment from the Pledged Revenues, and all of the covenants and provisions of the Original Ordinance will apply fully to the Series 2011 Bonds to the same extent as to the Outstanding Parity Bonds that remain Outstanding.

F. The City expects to receive commitments from the Bond Insurer for issuance of the Policy and the Surety Bond, and if the City Manager determines it is in the best interests of the City, the City will complete the purchase of the Policy and the Surety Bond.

G. Based upon the commitments, if the Bond Insurer issues the Policy, the City expects to receive from Standard & Poor's Ratings Services, New York, New York, at or prior to the issuance of the Series 2011 Bonds, bond rating in one of the highest classifications.

H. In the Series 2011 Bond Ordinance, the Council authorized the City Manager to proceed with preparation of financing documents, and, with the advice of the City Attorney, Bond Counsel, and Disclosure Counsel, to develop documents necessary for the offering and sale of the Series 2011 Bonds.

I. It is necessary, desirable, and in the best interest of the health, safety, and welfare of the City and its inhabitants that the Series 2011 Bonds be offered and sold at negotiated sale in order that the City may achieve optimum timing of the sale of the Series 2011 Bonds and maximum benefit from pre-marketing of the Series 2011 Bonds and thereby minimize the likelihood of paying a higher interest rate on the Series 2011 Bonds which could result from a sale of the Series 2011 Bonds through advertisement.

J. It is in the best interests of the City to authorize the City Manager to execute a Purchase Contract for the sale of the Series 2011 Bonds on behalf of the City, subject to certain conditions, in order to enable the timely sale and award of the Series 2011 Bonds.

K. It is necessary and desirable in connection with the issuance and delivery of the Series 2011 Bonds to the Underwriter (1) to authorize the execution and delivery to the Underwriter, upon payment therefore in accordance with the provisions of the Purchase Contract, of the Series 2011 Bonds in definitive form; (2) to authorize the execution and delivery on behalf of the City of a Bond Registrar and Paying Agent Agreement and an Escrow Deposit Agreement, in substantially the form on file with the Clerk; (3) to authorize the execution and delivery of a tax compliance certificate, a continuing disclosure undertaking, and such other closing agreements, documents, and certificates as are usual and customary in connection with the delivery of bonds, all upon the recommendation of the City Manager, with the advice of the City Attorney and Bond Counsel; and (4) to authorize the taking of such further action by the Mayor, City Manager, Clerk, and others employed by or acting on behalf of the City as is necessary to

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effect the issuance and delivery of the Series 2011 Bonds and the application of the proceeds thereof to the Refunding of the Refunded Bonds.

### ARTICLE II

#### **AUTHORIZATION OF ISSUANCE OF SERIES 2011 BONDS; REFUNDING OF THE REFUNDED BONDS; DESCRIPTION, DETAILS AND FORM OF SERIES 2011 BONDS**

**Section 2.01 Sale of Series 2011 Bonds.** Subject and pursuant to the provisions of this Series 2011 Bond Resolution, the Original Ordinance and Series 2011 Bond Ordinance, special, limited obligations of the City, designated "Sales Tax Refunding Revenue Bonds, Series 2011," shall be offered and sold in an aggregate principal amount not to exceed \$16,000,000 (exclusive of original issue discount), for the purpose of, together with other available funds, (i) paying the cost of refinancing the Refunded Bonds, (ii) providing for a deposit to the Reserve Account, if necessary and (iii) paying the costs of issuance of the Series 2011 Bonds.

**Section 2.02 Authorization to Refund Refunded Bonds; Selection of Refunded Bonds.** The City Manager, upon consultation with the Finance Director, is hereby authorized to determine the maturities and amounts of the Refunded Bonds. The maturities and amounts of the Refunded Bonds shall be set forth in the Purchase Contract. The execution and delivery of the Purchase Contract by the City Manager shall be conclusive evidence of the maturities and amounts of the Refunded Bonds selected for redemption. The City Manager is hereby directed to do all things necessary to effect the redemption of the Refunded Bonds, including but not limited to, providing for the notice of redemption.

**Section 2.03 Description of Series 2011 Bonds.** The Series 2011 Bonds shall be numbered; shall be dated; shall bear interest at the rates, not exceeding the maximum authorized rate, payable on the dates; shall mature as to principal on the dates and in the amounts; may be subject to redemption prior to maturity; and shall have such other characteristics, not inconsistent with the requirements of the Bond Ordinance and of Section 5.01 hereof, as shall be specified in the Purchase Contract.

**Section 2.04 Book-Entry System.** The Series 2011 Bonds shall be issued in book-entry only form in the name of Cede. The City Manager is authorized to make such provision and perform such acts as are necessary to provide for the issuance of the Series 2011 Bonds in book-entry only form.

All payments for the principal of, and interest and redemption premiums, if any, on, the Series 2011 Bonds shall be paid by check, draft or wire transfer by the Paying Agent to Cede, without prior presentation or surrender of any Series 2011 Bonds (except for final payment thereof); and such payment to Cede shall constitute payment thereof pursuant to, and for all purposes, of this Series 2011 Bond Resolution.

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To the extent permitted by the provisions of the Letter of Representations, the City shall issue Series 2011 Bonds directly to beneficial owners of the Series 2011 Bonds other than DTC, or its nominee, in the event that:

- (a) DTC determines not to continue to act as securities depository for the Series 2011 Bonds; or
- (b) the City has advised DTC of its determination that DTC is incapable of discharging its duties; or
- (c) the City determines that it is in the best interest of the City not to continue the book-entry system or that the interests of the beneficial owners of the Series 2011 Bonds might be adversely affected if the book-entry system is continued.

Upon occurrence of the events described in (a) or (b) above, the City shall attempt to locate another qualified securities depository, and shall notify beneficial owners of the Series 2011 Bonds through DTC if successful. If the City fails to locate another qualified securities depository to replace DTC, the City shall cause the Bond Registrar to authenticate and deliver replacement Series 2011 Bonds in certificated form to the beneficial owners of the Series 2011 Bonds.

In the event the City makes the determination noted in (c) above (the City undertakes no obligation to make any investigation to determine the occurrence of any events that would permit the City to make any such determination), or if the City fails to locate another qualified securities depository to replace DTC upon occurrence of the events described in (a) or (b) above, the City shall mail a notice to DTC for distribution to the beneficial owners of the Series 2011 Bonds stating that DTC will no longer serve as securities depository, the procedures for obtaining such Series 2011 Bonds in certificated form, and the provisions which govern the Series 2011 Bonds including, but not limited to, provisions regarding authorized denominations, provisions for transfer and exchange, provisions for principal and interest payments, and provisions as to other related matters.

**Section 2.05 Form of Series 2011 Bonds.** The text of the Series 2011 Bonds shall be in substantially the form of Exhibit A hereto, with such omissions, insertions, and variations as may be necessary and desirable, and as may be authorized or permitted by the Bond Ordinance and approved by Bond Counsel and the City Attorney.

### ARTICLE III

#### APPLICATION OF SERIES 2011 BOND PROCEEDS;

**Section 3.01 Application of Series 2011 Bond Proceeds.** The proceeds, including accrued interest, if any, and net premium, if any, received from the sale of any or all of the Series 2011 Bonds shall be applied by the City in the following manner and order of priority, simultaneously with their delivery to the Underwriter, as follows:

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A. An amount necessary to provide for the Refunding and redemption in full of the Refunded Bonds shall be paid to the Escrow Agent for the Refunded Bonds and held in trust solely for the benefit of the holders of the Refunded Bonds pursuant to the Escrow Deposit Agreement and applied to the payment of the principal of, redemption premium, if any, and interest on the Refunded Bonds, to and including their date of redemption.

B. To the extent necessary to fund a deposit to the Reserve Account or pay the premium for the Surety Bond for deposit to the Reserve Account in order to make the amount therein equal to the Reserve Account Requirement.

C. To the extent not paid or reimbursed therefore by the Underwriter, the City shall pay all costs and expenses in connection with the preparation, issuance and sale of the Series 2011 Bonds, including the payment of the premiums for the Policy and/or Surety Bond.

**ARTICLE IV**

**SECURITY FOR SERIES 2011 BONDS; APPLICATION OF PROVISIONS OF ORIGINAL ORDINANCE**

**Section 4.01 Security for the Series 2011 Bonds.** The Series 2011 Bonds shall be secured by a lien upon and pledge of the Pledged Revenues on a parity with the lien thereon and pledge thereof to secure the Outstanding Parity Bonds. Neither the Series 2011 Bonds nor the interest or redemption premium, if any, thereon shall be deemed to be a general obligation or indebtedness of the City within the meaning of the Florida Constitution, and the City shall never be required or permitted to levy ad valorem taxes on any property of or in the City to pay the Debt Service Requirement on the Series 2011 Bonds or to make any of the payments required under this resolution or the Original Ordinance. The obligation of the City to pay the Series 2011 Bonds and the interest and redemption premium, if any, thereon shall not be secured by a lien upon any property of or in the City other than the Pledged Revenues in the manner provided in the Bond Ordinance.

**Section 4.02 Application of Provisions of the Original Ordinance.** The Series 2011 Bonds shall for all purposes be considered to be Additional Parity Bonds issued under the authority of the Original Ordinance and shall be entitled to all the protection and security provided therein for the Outstanding Parity Bonds. The covenants and pledges contained in the Original Ordinance shall be applicable to the Series 2011 Bonds herein authorized in like manner as applicable to the Outstanding Parity Bonds.

**Section 4.03 Remedies.** Any Registered Owner of, or any Credit Facility Issuer for the Series 2011 Bonds shall have available the remedies specified in the Original Ordinance.

ARTICLE V

MISCELLANEOUS PROVISIONS

**Section 5.01 Delegation of Authority to Determine Date of Sale and Details of Series 2011 Bonds and to Execute Purchase Contract; Conditions to Exercise of Authority.** The City Manager, subject to the conditions hereinafter set forth, is hereby authorized and empowered to determine the date of sale, the principal amount, maturity dates, Amortization Installments, interest rates, dated date, redemption provisions (if any) and other details of the Series 2011 Bonds, including the determination of which of the Refunded Bonds will be refunded, and to execute the Purchase Contract on behalf of the City and to deliver an executed copy thereof to the Underwriter in substantially the form on file with the Clerk. This delegation of authority is expressly made subject to the conditions set forth below, and failure of any of which shall render the Purchase Contract voidable at the option of the City.

The conditions to exercise the authority to execute the Purchase Contract are:

A. The Purchase Contract shall be executed on behalf of the City by the City Manager on or before June 1, 2012, or such other time as may be agreed upon by the City Manager and the Underwriter prior to the execution of the Purchase Contract.

B. The aggregate principal amount of the Series 2011 Bonds to be sold shall (exclusive of any original issue discount and/or premium on the sale of the Series 2011 Bonds) not exceed \$16,000,000.

C. The true interest cost rate on the Series 2011 Bonds shall not exceed Four and one-half percent (4.50%) per annum.

E. The Series 2011 Bonds shall mature not later than September 1, 2023.

F. The Underwriter shall have delivered to the City a good faith deposit in an amount not less than one percent (1%) of the par amount of the Series 2011 Bonds, calculated without regard to original issue discount.

G. The purchase price for the Series 2011 Bonds shall be not less than ninety-nine percent (99%) of the par amount of the Series 2011 Bonds, calculated without reference to original issue discount and/or premium.

The City Manager shall execute an Award Certificate evidencing compliance with the conditions set forth in this Section 5.01 prior to the award of the Series 2011 Bonds to the Underwriter.

**Section 5.02 Approval of Preliminary Official Statement and Official Statement; Further Action to Deliver Series 2011 Bonds Authorized.** The City further approves the form of Preliminary Official Statement, in substantially the form on file with the Clerk, subject to such changes, additions, deletions and filling in of blanks, as approved by the City Manager, upon consultation with the City Attorney, Bond Counsel and Disclosure Counsel (the "Preliminary Official Statement") (except for permitted omissions), and use of the Preliminary Official Statement

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by the Underwriter in connection with the offering for sale of the Series 2011 Bonds. The proper officers of the City and each of them are authorized and directed, on behalf of the City, in their official capacities, to complete the Preliminary Official Statement, with such modifications, changes and supplements as the City Manager shall approve or authorize for purposes of preparing and determining, and to certify and otherwise represent, that the Preliminary Official Statement as so completed is "final" for purposes of SEC Rule 15c2-12(b)(3) and (4). The final Official Statement shall be prepared in substantially the form of the Preliminary Official Statement with such additional information relating to the pricing and sale of the Series 2011 Bonds as may be necessary to complete (the "Official Statement"). Those officers and each of them are also authorized to sign and deliver on behalf of the City, in their official capacities, such certificates in connection with the accuracy of the final Official Statement and any amendment thereto as may, in their judgment, be necessary or appropriate, to the Underwriter. The distribution and use of the final Official Statement by the Underwriter in connection with the original issuance of the Series 2011 Bonds is further approved.

The execution and delivery to the Underwriter, upon payment therefore in accordance with the provisions of the Purchase Contract, of the Series 2011 Bonds in definitive form is hereby approved. The execution and delivery on behalf of the City of (1) a Bond Registrar and Paying Agent Agreement, (2) a tax compliance certificate, (3) a continuing disclosure undertaking, (4) any necessary amendment to investment agreements relating to the Refunded Bonds, (5) any necessary documents relating to the investment of proceeds of the Series 2011 Bonds, and (6) such other closing agreements, documents, and certificates as are usual and customary in connection with the delivery of the Series 2011 Bonds, all upon the recommendation of the City Manager, with the advice of the City Attorney and Bond Counsel, are hereby approved. The taking of such further action by the Mayor, City Manager, Clerk, City Attorney, Finance Director, and others employed by or acting on behalf of the City, as is necessary to effect the sale, issuance and delivery of the Series 2011 Bonds, the application of the proceeds thereof to the payment of the Refunding Costs and the consummation of the Refunding, is hereby authorized and approved.

### **Section 5.03 Credit Facility and Surety Bond.**

A. Commitments. The acceptance of any commitments for a Credit Facility and a Reserve Account Credit Facility by the City Manager is hereby authorized if determined by the City Manager to be in the best interest of the City with respect to the Series 2011 Bonds. The City hereby covenants to comply with the additional provisions required by any commitments accepted by the City Manager.

B. Policy and Payment. If the City Manager accepts the commitment for a Credit Facility, there shall be printed on each Series 2011B Bond a statement to the effect that payment of the principal of and interest thereon is insured by the Bond Insurer under such Credit Facility, and the proper officers of the City are hereby authorized and directed to pay or cause to be paid to the Bond Insurer the premium stated in such commitment upon the delivery of the Policy and Surety Bond, as applicable.

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C. Agreements. The Council hereby authorizes the City Manager to secure the Policy and the Surety Bond, if determined to be in the best interest of the City with respect to the Series 2011 Bonds and to enter into such agreements as may be necessary to secure the Policy and the Surety Bond, including but not limited to the Insurance and Reimbursement Agreement, with the City Manager's execution of any such agreements to be conclusive evidence of the City's approval thereof; provided, however, that any such agreements shall be in the form and substance satisfactory to the City Manager, Bond Counsel and the City Attorney. The provisions of any such agreements shall supersede any inconsistent provisions of the Bond Ordinance and/or this Resolution and any default by the City under such agreements shall be deemed to be, and be treated the same as, a covenant default under the Bond Ordinance.

**Section 5.04 Escrow Agent and Escrow Deposit Agreement.** U.S. Bank, National Association, Orlando, Florida is hereby designated Escrow Agent for the benefit of the Refunded Bonds, and shall perform such duties as are more fully described in the Bond Ordinance and the Escrow Deposit Agreement. The execution and delivery on behalf of the City of the Escrow Deposit Agreement in substantially the form on file with the Clerk. The Mayor and Clerk are hereby authorized with such changes, additions, deletions and filling in of blanks upon the recommendation of the City Manager, with the advice of the City Attorney and Bond Counsel.

**Section 5.05 Refunded Bonds Called for Redemption.** Upon the issuance of the Series 2011 Bonds and the deposit of a portion of the proceeds thereof into the Escrow Account created pursuant to the Escrow Deposit Agreement, the Refunded Bonds are hereby called for redemption on such date as may be determined by the City Manager and as may be necessary in order to satisfy any notice or other applicable requirements. Notice of such redemption shall be given in the manner provided in the Bond Ordinance. The paying agent for the Refunded Bonds is hereby directed to provide written notice of such redemption to the registered owners of the Refunded Bonds and to any Bondholder whose name and address are on file with the paying agent for the Refunded Bonds. The Escrow Agent is hereby authorized and directed to publish the notice of defeasance, if required.

**Section 5.06 Severability of Invalid Provisions.** If any one or more of the covenants, agreements or provisions of this Series 2011 Bond 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 covenants, agreements, or provisions shall be null and void and shall be deemed separate from the remaining covenants, agreements, or provisions of, and in no way affect the validity of, all the other provisions of the Bond Ordinance, this Series 2011 Bond Resolution, or the Series 2011 Bonds.

**Section 5.07 Repealing Clause.** All resolutions of the City in conflict with the provisions of this Series 2011 Bond Resolution are, but only to the extent of such conflict, hereby superseded and repealed.

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**Section 5.08 Effective Date.** This Series 2011 Bond Resolution shall become effective immediately upon its adoption.

**Passed and Adopted** by the City Council of the City of Port St. Lucie, Florida, this 28<sup>th</sup> day of November, 2011.

CITY OF PORT ST. LUCIE, FLORIDA

(SEAL)

By: \_\_\_\_\_  
Joann M. Faiella, Mayor

ATTEST:

By: \_\_\_\_\_  
Karen A. Phillips, City Clerk

APPROVED AS TO FORM AND  
CORRECTNESS:

\_\_\_\_\_  
Roger G. Orr, City Attorney

**EXHIBIT A**

**FORM OF SERIES 2011 Bond**

No. R-\_\_

\$ \_\_\_\_\_

UNITED STATES OF AMERICA  
STATE OF FLORIDA  
CITY OF PORT ST. LUCIE  
SALES TAX REFUNDING REVENUE BOND,  
SERIES 2011

<u>RATE OF INTEREST</u>	<u>MATURITY DATE</u>	<u>DATE OF ISSUE</u>	<u>CUSIP</u>
%	September 1,	_____, 2011	

REGISTERED OWNER: Cede & Co.

PRINCIPAL AMOUNT:

KNOW ALL MEN BY THESE PRESENTS, that the City of Port St. Lucie, Florida (the "City"), for value received, hereby promises to pay to the Registered Owner designated above, or registered assigns, solely from the special funds hereinafter mentioned, on the Maturity Date specified above, the Principal Amount shown above, upon presentation and surrender hereof at the corporate trust office of U.S. Bank, National Association, Orlando, Florida, as Registrar and Paying Agent, and to pay solely from such funds, interest thereon from the date of this Series 2011 Bond or from the most recent Interest Payment Date to which interest has been paid, whichever is applicable, until payment of such Principal Amount, at the Rate of Interest per annum set forth above, such interest to the maturity or prior redemption hereof being payable on March 1, 2012, and thereafter on September 1 and March 1 each year by check or draft mailed on or before the Interest Payment Date, to the Registered Owner at his address as it appears, at 5:00 P.M. Eastern Time on the fifteenth day of the month preceding the applicable Interest Payment Date, on the Register of the City kept by the Registrar; provided, that for any Registered Owner of One Million Dollars (\$1,000,000) or more in principal amount of Series 2011 Bonds, such payment shall, at the written request of such Registered Owner, be by wire transfer or other medium acceptable to the City and to such Registered Owner. The principal of, redemption premium, if any, and interest on this Series 2011 Bond are payable in lawful money of the United States of America.

This Series 2011 Bond is one of an authorized issue of Series 2011 Bonds, originally issued in the aggregate principal amount of \$ \_\_\_\_\_, of like date, tenor and effect, except as to number, interest rate, and date of maturity, issued for the purpose of financing the cost of (i) refunding all or a portion of the City's Sales Tax Improvement Revenue Bonds, Series 2003, (ii) funding a deposit to the Reserve Account, if necessary, and (iii) paying certain

expenses related to the issuance and sale of the Series 2011 Bonds, and all purposes incidental thereto, under the authority of and in full compliance with the Constitution and Statutes of the State of Florida, including particularly Chapter 166, Florida Statutes, and other applicable provisions of law (the "Act"), and Ordinance 98-9, enacted by the Council on February 9, 1998, as amended and supplemented (the "Original Ordinance"), particularly as supplemented by Ordinance 11-\_\_, duly enacted on November 28, 2011, and by Resolution 11-R\_\_, adopted on November 28, 2011 (the "Series 2011 Bond Ordinance" and together with the Original Ordinance the "Bond Ordinance"), and is subject to all the terms and conditions of the Bond Ordinance. Capitalized terms used herein shall have the meaning specified in the Bond Ordinance.

The Series 2011 Bonds are limited, special obligations of the City, payable from and secured solely by a lien upon and pledge of (i) the proceeds of the Local Government Half-Cent Sales Tax Revenues, when, as and if distributed to the City pursuant to Chapter 218, Part VI, Florida Statutes, (ii) moneys on deposit in certain funds and accounts established pursuant to the Bond Ordinance, and (iii) certain Investment Earnings, all in the manner provided in and subject to the terms and conditions of the Original Ordinance and the Series 2011 Bond Resolution (herein collectively referred to as, the "Pledged Revenues"). The Series 2011 Bonds are secured on a parity as to the Pledged Revenues with the City's outstanding Sales Tax Refunding and Improvement Revenue Bonds Series 1998, the City's outstanding Sales Tax Improvement Revenue Bonds, Series 2003, that remain outstanding after the issuance of the Series 2011 Bonds and the City's outstanding Sales Tax Refunding Bonds, Series 2008 (the "Outstanding Parity Bonds"). The Series 2011 Bonds do not constitute a general obligation or indebtedness of the City, and it is expressly agreed by the Registered Owner of this Series 2011 Bond that such Registered Owner shall never have the right to require or compel the exercise of the ad valorem taxing power of the City, or the taxation of any property of or in the City, for the payment of the principal of and interest on this Series 2011 Bond or for the making of any sinking fund, reserve or other payments provided for in the Original Ordinance and the Series 2011 Bond Resolution.

It is further agreed between the City and the Registered Owner of this Series 2011 Bond, that this Series 2011 Bond and the obligation evidenced hereby shall not constitute a lien upon the System or any part thereof, or on any other property of or in the City, but shall constitute a lien only on the Pledged Revenues, in the manner provided in the Bond Ordinance.

The City has entered into certain covenants with the Registered Owners of the Series 2011 Bonds for the terms of which reference is made to the Bond Ordinance. In particular, the City has reserved the right to issue additional obligations payable from and secured by a lien upon and pledge of the Pledged Revenues on a parity with the Series 2011 Bonds and the Outstanding Parity Bonds, upon compliance with certain conditions set forth in the Bond Ordinance. The City has also reserved the right to defease the lien of the Series 2011 Bonds upon the Pledged Revenues upon making provision for payment of the Series 2011 Bonds as provided in the Bond Ordinance.

[INSERT REDEMPTION PROVISIONS]

Notice of such redemption shall be given in the manner provided in the Bond Ordinance.

This Series 2011 Bond is and has all the qualities and incidents of a negotiable instrument under the Uniform Commercial Code-Investment Securities Laws of the State of Florida, and the Registered Owner and each successive Registered Owner of this Series 2011 Bond, shall be conclusively deemed by his acceptance hereof to have agreed that this Series 2011 Bond shall be and have all the qualities and incidents of negotiable instruments under the laws of the State of Florida.

It is hereby certified and recited that all acts, conditions and things required to exist, to happen and to be performed precedent to and in the issuance of this Series 2011 Bond, exist, have happened and have been performed in regular and due form and time as required by the laws and Constitution of the State of Florida applicable thereto, and that the issuance of this Series 2011 Bond, and of the issue of Series 2011 Bonds of which this Series 2011 Bond is one, does not violate any constitutional or statutory limitation.

This Series 2011 Bond shall not be valid or become obligatory for any purpose or be entitled to any security or benefit under the Bond Ordinance until the Certificate of Authentication hereon shall have been executed by the Registrar.

IN WITNESS WHEREOF, the City of Port St. Lucie, Florida has issued this Series 2011 Bond and has caused the same to be executed by the Mayor or Vice-Mayor of the City, either manually or with his facsimile signature, and the corporate seal of said City, or a facsimile thereof to be affixed hereto or imprinted or reproduced hereon, and the foregoing attested by the manual or facsimile signature of the Clerk or Deputy Clerk of the City, all as of the Date of Issue above.

CITY OF PORT ST. LUCIE, FLORIDA

(SEAL)

By: \_\_\_\_\_  
Mayor

ATTEST:

\_\_\_\_\_  
Clerk

BOND REGISTRAR'S CERTIFICATE OF AUTHENTICATION

This Series 2011 Bond is one of the Series 2011 Bonds of the issue described in the within-mentioned Bond Ordinance.

U.S. BANK, NATIONAL ASSOCIATION  
Bond Registrar

By \_\_\_\_\_  
Authorized Signatory

Date of Authentication:

The following abbreviations, when used in the inscription on the face of the within bond, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM - as tenants in common  
TEN ENT - as tenants by the entireties  
JT TEN - as joint tenants with right  
of survivorship and not of  
tenants in common

UNIF GIF MIN ACT - \_\_\_\_\_  
(Cust.)  
Custodian for \_\_\_\_\_  
(Minor)

Additional abbreviations may also be used although not listed above.

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ASSIGNMENT

FOR VALUE RECEIVED, the undersigned sells, assigns and transfers to \_\_\_\_\_  
(Please insert Social Security or other Identifying Number of Assignee)

the within Series 2011 Bond and does hereby irrevocably constitute and appoint the Bond Trustee as his agent to transfer the Series 2011 Bond on the books kept for registration thereof, with full power of substitution in the premises.

Dated: \_\_\_\_\_

Signature guaranteed:

NOTICE: The signature to this assignment must correspond with the name of the Registered Owner as it appears upon the face of the within note in every particular, without alteration or enlargement or change whatever.

NOTICE: Signature must be guaranteed by institution which is a participant in the Securities Transfer Agent Medallion Program (STAMP) or similar program.

\_\_\_\_\_  
(Authorized Officer)

