



The PFM Group

Public Financial Management, Inc.
PFM Asset Management, LLC
PFM Advisors

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January 22, 2008

Ms. Jennifer Hunt
Chief Financial Officer
Gainesville Regional Utilities
Utilities Administration Building
Post Office Box 147117
Gainesville, Florida 32614-7117

Dear Ms. Hunt:

On behalf of Public Financial Management, Inc. ("PFM"), I am pleased to submit this letter as required by section 3(I) of Resolution No. _____ .

The proposed issuance of the Utilities System Revenue Bonds 2008 Series A ("Series A Bonds") and the Variable Rate Utilities System Revenue Bonds 2008 Series B ("Series B Bonds" and collectively, the "Bonds") represents a multi-faceted and somewhat complex transaction. The Series A Bonds will be issued as taxable, fixed-rate bonds and contain a financial guarantee from a municipal bond insurer. The Series B Bonds are structured as tax-exempt, variable-rate bonds supported by a bank liquidity facility. The Series B Bonds will be converted to a synthetic fixed rate of interest through two interest rate swaps that were executed previously. Municipal utility bonds of this nature are almost universally sold through the use of a negotiated sale process, as opposed to offering the bonds via a competitive bidding process. The negotiated sale process allows Gainesville Regional Utilities ("GRU") to access the resources, support and ideas from the municipal bond underwriting community. In GRU's case, Goldman Sachs was selected as Senior Managing Underwriter to direct the structuring and sales efforts of the larger underwriting group. Goldman Sachs has participated in virtually all pre-sale activities, including: structuring discussions, tax analysis, market updates, rating agency presentations and meetings, bond insurance analysis, credit enhancement analysis, etc. The complexity of the combined, taxable/tax-exempt, variable/fixed necessitates involvement of a senior managing underwriter and a negotiated sale process. In PFM's experience, we have not seen a competitive sale process used for a transaction of this type for a municipal utility issuer. While it would be theoretically possible to separately bid all the various components of this transaction, PFM believes that the result would be a higher all-in interest rate than we expect from the negotiated process.

While GRU's interest rates will be established via a negotiated process, PFM will provide a memorandum that states, among other things, that GRU's rates are representative of fair-market values. PFM will base this opinion on new issue pricing levels for both competitive and negotiated offerings. We will also examine secondary market pricing levels for comparable bonds. PFM's post-marketing report will provide further justification for our recommended method of sale.

Exhibit A
File No. 070862



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We hope this information is helpful in your decision-making process. If you require further information, please contact me at (704) 541-8339.

Sincerely,
Public Financial Management

Michael Mace
Managing Director

**File No 070862
January 28, 2008
EXHIBIT B**

CITY OF GAINESVILLE, FLORIDA

**Not to Exceed
\$105,000,000
Utilities System Revenue Bonds
2008 Series A (Federally Taxable)**

**NINETEENTH SUPPLEMENTAL UTILITIES SYSTEM
REVENUE BOND RESOLUTION**

Adopted January 28, 2008

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**NINETEENTH SUPPLEMENTAL UTILITIES SYSTEM
REVENUE BOND RESOLUTION**

BE IT RESOLVED by the City Commission of The City of Gainesville, Florida (the “City”) that:

ARTICLE I

DEFINITIONS AND STATUTORY AUTHORITY

1.01. Supplemental Resolution. This Nineteenth Supplemental Utilities System Revenue Bond Resolution is supplemental to the Utilities System Revenue Bond Resolution (the “Bond Resolution”) adopted by the City on June 6, 1983, as heretofore amended, restated and supplemented. The Bond Resolution as so amended, restated and supplemented is hereinafter referred to as the “Resolution”.

1.02. Definitions. 1. Except as provided by this Nineteenth Supplemental Utilities System Revenue Bond Resolution, all terms which are defined in Section 101 of the Resolution shall have the same meanings, respectively, in this Nineteenth Supplemental Utilities System Revenue Bond Resolution as such terms are given in said Section 101 of the Resolution.

2. In this Nineteenth Supplemental Utilities System Revenue Bond Resolution:

Bond Insurance Policy shall mean the insurance policy, if any, to be issued by the Bond Insurer guaranteeing the scheduled payment of principal of and interest on the Insured 2008 Series A Bonds when due.

Bond Insurer shall mean Financial Security Assurance Inc., a New York stock insurance company, or any successor thereto or assignee thereof.

Contract of Purchase shall mean the Contract of Purchase to be entered into between the City and the Underwriters in connection with the sale of the 2008 Series A Bonds.

Deerhaven 2 shall mean Unit 2 of the City’s Deerhaven Generating Station.

DTC shall mean The Depository Trust Company, New York, New York.

Insured 2008 Series A Bonds shall mean such maturity or maturities of the 2008 Series A Bonds (or such 2008 Series A Bonds of a particular maturity bearing interest at a particular rate), if any, as the General Manager for Utilities of the City, or her designee, determines shall be insured by the Bond Insurer, such determination to be set forth in the certificate referred to in Section 2.03 hereof.

Nineteenth Supplemental Resolution shall mean this Nineteenth Supplemental Utilities System Revenue Bond Resolution.

Spread shall mean the number of basis points determined by the General Manager for Utilities of the City, or her designee, to be added to the Treasury Rate (as defined in Section 2.05 hereof) for purposes of calculating the Redemption Price of any 2008 Series A Bonds to be redeemed at the election of the City as provided in Section 2.05 hereof, such determination to be set forth in the certificate referred to in Section 2.03 hereof.

Underwriters shall mean the underwriters referred to in the Contract of Purchase.

2008 Series A Bonds shall mean the City's Utilities System Revenue Bonds, 2008 Series A (Federally Taxable), authorized by Article II of this Nineteenth Supplemental Resolution.

1.03. Authority for this Nineteenth Supplemental Resolution. This Nineteenth Supplemental Resolution is adopted (i) pursuant to the provisions of the Act and (ii) in accordance with Article II and Article X of the Resolution.

ARTICLE II

AUTHORIZATION OF 2008 SERIES A BONDS

2.01. Principal Amount and Designation of Series. Pursuant to the provisions of the Resolution, a Series of Bonds is hereby authorized in an aggregate principal amount not to exceed \$105,000,000. Such Bonds shall be designated as, and shall be distinguished from the Bonds of all other Series by the title, "Utilities System Revenue Bonds, 2008 Series A (Federally Taxable)". The actual aggregate principal amount of the 2008 Series A Bonds to be issued shall be determined by the General Manager for Utilities of the City, or her designee, on or prior to the date of original issuance of the 2008 Series A Bonds as the amount necessary to accomplish the purposes for which the 2008 Series A Bonds are being issued set forth in Section 2.02 hereof, such determination to be set forth in the certificate referred to in Section 2.03 hereof.

2.02. Purpose. The 2008 Series A Bonds are being issued for the purposes of (1) providing for the payment of a portion of the Cost of Acquisition and Construction of the System, including, without limitation, monies needed for payment of the Cost of Acquisition and Construction of certain air quality control systems for Deerhaven 2 that cannot be financed on a tax-exempt basis and (2) paying costs of issuance related to the 2008 Series A Bonds.

2.03. Maturities and Interest; Certain Determinations with Respect to the 2008 Series A Bonds. The 2008 Series A Bonds shall mature on such dates and in such respective principal amounts, and shall bear interest at such respective rate or rates per annum, payable semi-annually on each April 1 and October 1 commencing October 1, 2008 as shall be determined by the General Manager for Utilities of the City, or her designee, in the manner hereinafter set forth.

On or prior to the date of the original issuance of the 2008 Series A Bonds, the General Manager for Utilities of the City, or her designee, shall execute and deliver to the Trustee a certificate setting forth the following determinations with respect to the 2008 Series A Bonds:

(a) the aggregate principal amount of the 2008 Series A Bonds, which amount shall not exceed \$105,000,000;

(b) the respective dates on which the 2008 Series A Bonds shall mature, the respective principal amounts of the 2008 Series A Bonds maturing on each such date and the respective rate or rates of interest to be borne by the 2008 Series A Bonds maturing on each such date; *provided, however*, that (i) the latest maturity date for the 2008 Series A Bonds shall be not later than October 1, 2026 and (ii) the maximum rate of interest to be borne by the 2008 Series A Bonds maturing on any date shall not exceed 7.00% per annum;

(c) if the 2008 Series A Bonds maturing on a particular date and bearing interest at a particular rate are to be subject to redemption prior to maturity as provided in Article IV of the Resolution by operation of the Debt Service Fund from mandatory Sinking Fund Installments, the due dates and amounts of such Sinking Fund Installments; *provided, however*, that each Sinking Fund Installment due date shall fall upon an interest payment date for the 2008 Series A Bonds;

(d) the Spread; *provided, however*, that the Spread shall be not greater than 100 basis points;

(e) whether the 2008 Series A Bonds maturing on any date and bearing interest at a particular rate shall be insured by the Bond Insurer; and

(f) the purchase price for the 2008 Series A Bonds to be paid by the Underwriters pursuant to the Contract of Purchase; *provided, however*, that the true interest cost for the 2008 Series A Bonds shall not exceed 6.25%.

Fully registered 2008 Series A Bonds shall bear interest from the date of original issuance thereof, or, if one or more payments of interest on the 2008 Series A Bonds has or have theretofore been made or duly provided for, from the most recent interest payment date to which such interest has been paid or duly provided for.

2.04. Minimum Denominations, Dates, Numbers and Letters. The 2008 Series A Bonds shall be issued in fully registered form in denominations of \$5,000 or any integral multiple thereof. Each 2008 Series A Bond shall be dated the date of its authentication except that all 2008 Series A Bonds issued prior to October 1, 2008 shall be dated the date of original issuance thereof.

Unless an Authorized Officer of the City shall otherwise direct, the 2008 Series A Bonds shall be numbered separately from 1001 upward preceded by the letter "R" prefixed to the number.

2.05. Redemption Provisions. 1. If the General Manager for Utilities of the City, or her designee, determines that the 2008 Series A Bonds maturing on a particular date and bearing interest at a particular rate shall be subject to redemption prior to maturity as provided in Article IV of the Resolution by operation of the Debt Service Fund from mandatory Sinking Fund Installments, such determination to be set forth in the certificate referred to in Section 2.03 hereof, then the 2008 Series A Bonds maturing on such date and bearing interest at such rate

shall be subject to redemption prior to maturity as provided in Article IV of the Resolution, on the respective dates and in the respective amounts set forth in such certificate, in each such case, at a Redemption Price equal to 100% of the principal amount thereof, together with accrued interest to the redemption date.

If any 2008 Series A Bonds maturing on a particular date and bearing interest at a particular rate shall be subject to redemption prior to maturity from mandatory Sinking Fund Installments as aforesaid, in the event that any such 2008 Series A Bonds are purchased or redeemed other than pursuant to paragraph 2 of Section 507 of the Resolution, it is hereby determined that, notwithstanding the provisions of Section 511 of the Resolution, such 2008 Series A Bonds so purchased or redeemed shall be credited against the Sinking Fund Installments for such 2008 Series A Bonds thereafter to become due as follows: there shall be credited toward each such Sinking Fund Installment thereafter to become due an amount bearing the same ratio to such Sinking Fund Installment as the total principal amount of such 2008 Series A Bonds so purchased or redeemed bears to the total amount of all such Sinking Fund Installments to be credited, subject to the authorized denominations for the 2008 Series A Bonds set forth in Section 2.04 hereof.

2. The 2008 Series A Bonds also shall be subject to redemption prior to maturity at the election of the City, in whole or in part, on any date, at a Redemption Price equal to the greater of: (i) 100% of the principal amount of such 2008 Series A Bonds to be redeemed plus accrued and unpaid interest on such 2008 Series A Bonds being redeemed to the date fixed for redemption; or (ii) the sum of the present values of the remaining scheduled payments of principal and interest on such 2008 Series A Bonds to be redeemed discounted to the date of redemption on a semiannual basis (assuming a 360-day year consisting of twelve 30-day months) at the Treasury Rate (defined below) plus the Spread (expressed in basis points). For purposes of the foregoing, the following terms shall have the following meanings:

“Treasury Rate” means, with respect to any redemption date for a particular 2008 Series A Bond, the rate per annum equal to the semiannual equivalent yield to maturity or interpolated maturity of the Comparable Treasury Issue, assuming that the Comparable Treasury Issue is purchased on the redemption date for a price equal to the Comparable Treasury Price.

“Comparable Treasury Issue” means the U.S. Treasury security or securities selected by the Independent Investment Banker which has an actual or interpolated maturity comparable to the remaining weighted average life of the applicable 2008 Series A Bonds to be redeemed, and that would be utilized in accordance with customary financial practice in pricing new issues of debt securities of comparable maturity to the remaining weighted average life of such 2008 Series A Bonds to be redeemed.

“Comparable Treasury Price” means, with respect to any redemption date for a particular 2008 Series A Bond, (a) the average of the Reference Treasury Dealer Quotations for such redemption date, after excluding the highest and lowest Reference Treasury Dealer Quotations, or (b) if the Independent Investment Banker obtains fewer than four such Reference Treasury Dealer Quotations, the average of all such quotations.

“Independent Investment Banker” means one of the Reference Treasury Dealers appointed by the Trustee in consultation with the City.

“Reference Treasury Dealer” means Goldman, Sachs & Co., Bear, Stearns & Co. Incorporated, J.P. Morgan Securities Inc. and Lehman Brothers Inc. and their respective successors; *provided, however*, that if any of them ceases to be a primary U.S. Government securities dealer in the City of New York (a “Primary Treasury Dealer”), the City will substitute another Primary Treasury Dealer.

“Reference Treasury Dealer Quotations” means, with respect to each Reference Treasury Dealer and any redemption date for a particular 2008 Series A Bond, the average, as determined by the Independent Investment Banker and communicated to the Trustee, of the bid and asked prices for the Comparable Treasury Issue (expressed in each case as a percentage of its principal amount) quoted in writing to the Independent Investment Banker and communicated to the Trustee by such Reference Treasury Dealer at 3:30 p.m., New York City time, on the tenth (10th) day (or, if such day is not a business day, the next preceding business day) preceding such redemption date.

3. As permitted by the first sentence of Section 404 of the Resolution, the redemption of less than all of the 2008 Series A Bonds maturing on a particular date and bearing interest at a particular rate shall be allocated among registered holders of the 2008 Series A Bonds maturing on such date and bearing interest at such rate as nearly as practicable in proportion to the principal amounts of the 2008 Series A Bonds maturing on such date and bearing interest at such rate owned by each registered holder, subject to the authorized denominations for the 2008 Series A Bonds set forth in Section 2.04 hereof. Subject to the foregoing, if less than all of the 2008 Series A Bonds maturing on a particular date and bearing interest at a particular rate are to be redeemed, particular 2008 Series A Bonds to be redeemed shall be determined by the Trustee in such manner as the Trustee in its discretion may deem fair and appropriate.

2.06. Designation of the 2008 Series A Bonds as Book Entry Bonds; Appointment of Securities Depository for the 2008 Series A Bonds. 1. Except as provided in paragraph 3 below, the 2008 Series A Bonds are hereby authorized to be and shall be issued as Book Entry Bonds within the meaning of and subject to Section 309 of the Resolution.

2. The Depository Trust Company, New York, New York (“DTC”) is hereby appointed as the initial Securities Depository for the 2008 Series A Bonds.

3. The 2008 Series A Bonds initially shall be issued in the form of a separate single, fully registered Bond in the amount of each separate stated maturity (and, if applicable, each interest rate within a maturity) of the 2008 Series A Bonds, registered in the name of Cede & Co. (“Cede”), as nominee of DTC. So long thereafter as DTC serves as Securities Depository for the 2008 Series A Bonds, the registered holder of all 2008 Series A Bonds shall be, and each of the 2008 Series A Bonds shall be registered in the name of, Cede, as nominee of DTC. Upon delivery by DTC to the Trustee of written notice to the effect that DTC has determined to substitute a new nominee in place of Cede, and subject to the transfer provisions of the Resolution, the word “Cede” in this Nineteenth Supplemental Resolution shall refer to such new nominee of DTC. So long as any of the 2008 Series A Bonds is registered in the name of Cede,

as nominee of DTC in its capacity as Securities Depository for the 2008 Series A Bonds, all payments with respect to the principal or Redemption Price of, and interest on, such 2008 Series A Bond and all notices with respect to such 2008 Series A Bond shall be made or given to DTC as provided in the procedures of DTC as in effect from time to time.

4. (a) DTC may determine to discontinue providing its services as Securities Depository for the 2008 Series A Bonds at any time by giving reasonable notice thereof to the City or the Trustee. Upon the discontinuance of the services of DTC as Securities Depository for the 2008 Series A Bonds pursuant to the preceding sentence, the City may within 90 days thereafter appoint a substitute securities depository which, in the opinion of the City, is willing and able to undertake the functions of Securities Depository under the Resolution upon reasonable and customary terms. If no such successor can be found within such period, the 2008 Series A Bonds no longer shall be restricted to being registered in the registration books kept by the Bond Registrar in the name of a Securities Depository.

(b) In the event that the 2008 Series A Bonds no longer shall be restricted to being registered in the registration books kept by the Bond Registrar in the name of a Securities Depository as provided in subparagraph (a) of this paragraph 4, (i) the City shall execute and the Bond Registrar shall authenticate and deliver, upon presentation and surrender of the 2008 Series A Bonds, Bond certificates as requested by the Securities Depository therefor of like Series, aggregate principal amount, maturity and interest rate, in authorized denominations, to the identifiable beneficial owners in replacement of such beneficial owners' beneficial ownership interests in such 2008 Series A Bonds and (ii) the Bond Registrar shall notify the Paying Agents that the 2008 Series A Bonds no longer are restricted to being registered in the registration books kept by the Bond Registrar in the name of a Securities Depository.

2.07. Place of Payment and Paying Agents. Except as provided in subsection 5 of Section 309 of the Resolution and paragraph 3 of Section 2.06 hereof, the principal and Redemption Price of the 2008 Series A Bonds shall be payable at the principal corporate trust office of U.S. Bank Trust National Association in the City of New York, New York, and such institution is hereby appointed Paying Agent for the 2008 Series A Bonds. Except as provided in subsection 5 of Section 309 of the Resolution and paragraph 3 of Section 2.06 hereof, the principal and Redemption Price of the 2008 Series A Bonds also shall be payable at any other place which may be provided for such payment by the appointment of any other Paying Agent or Paying Agents as permitted by the Resolution. Except as provided in paragraph 3 of Section 2.06 hereof, interest on the 2008 Series A Bonds shall be payable by check or draft of the Trustee, as Paying Agent, mailed to the persons entitled thereto at the addresses of such persons shown on the registration books of the City kept for that purpose at the principal offices of the Trustee, as Bond Registrar.

2.08. Application of Proceeds of 2008 Series A Bonds. In accordance with subsection (7) of paragraph 1 of Section 202 and paragraph 2 of Section 203 of the Resolution, the proceeds of the 2008 Series A Bonds shall be deposited in the Construction Fund simultaneously with the delivery of the 2008 Series A Bonds.

ARTICLE III

FORM OF 2008 SERIES A BONDS

3.01. Form of 2008 Series A Bonds; Trustee's Certificate of Authentication.

Subject to the provisions of the Resolution, the form of the 2008 Series A Bonds and the Trustee's certificate of authentication shall be of substantially the following tenor:

[At such times as the 2008 Series A Bonds are restricted to being registered in the registration books kept by the Bond Registrar in the name of a Securities Depository, each 2008 Series A Bond shall contain or have endorsed thereon the following legend:

AS PROVIDED IN THE RESOLUTION REFERRED TO HEREIN, UNTIL THE TERMINATION OF THE SYSTEM OF BOOK-ENTRY-ONLY TRANSFERS THROUGH THE DEPOSITORY TRUST COMPANY, NEW YORK, NEW YORK (TOGETHER WITH ANY SUCCESSOR SECURITIES DEPOSITORY APPOINTED PURSUANT TO THE RESOLUTION, "DTC"), AND NOTWITHSTANDING ANY OTHER PROVISION OF THE RESOLUTION TO THE CONTRARY, (A) THIS BOND MAY BE TRANSFERRED, IN WHOLE BUT NOT IN PART, ONLY TO A NOMINEE OF DTC, OR BY A NOMINEE OF DTC TO DTC OR A NOMINEE OF DTC, OR BY DTC OR A NOMINEE OF DTC TO ANY SUCCESSOR SECURITIES DEPOSITORY OR ANY NOMINEE THEREOF AND (B) A PORTION OF THE PRINCIPAL AMOUNT OF THIS BOND MAY BE PAID OR REDEEMED WITHOUT SURRENDER HEREOF TO THE PAYING AGENT. DTC OR A NOMINEE, TRANSFEREE OR ASSIGNEE OF DTC OF THIS BOND MAY NOT RELY UPON THE PRINCIPAL AMOUNT INDICATED HEREON AS THE PRINCIPAL AMOUNT HEREOF OUTSTANDING AND UNPAID. THE PRINCIPAL AMOUNT HEREOF OUTSTANDING AND UNPAID SHALL FOR ALL PURPOSES BE THE AMOUNT DETERMINED IN THE MANNER PROVIDED IN THE RESOLUTION.

In addition, so long as DTC shall serve as Securities Depository for the 2008 Series A Bonds, each 2008 Series A Bond shall contain or have endorsed thereon the following legend, which legend the City hereby determines to be necessary or desirable:

UNLESS THIS BOND IS PRESENTED BY AN AUTHORIZED OFFICER OF DTC (A) TO THE BOND REGISTRAR FOR REGISTRATION OF TRANSFER OR EXCHANGE OR (B) TO THE PAYING AGENT FOR PAYMENT OF PRINCIPAL OR REDEMPTION PRICE, AND ANY BOND ISSUED IN REPLACEMENT HEREOF OR SUBSTITUTION HEREFOR IS REGISTERED IN THE NAME OF DTC OR ITS NOMINEE OR SUCH OTHER NAME AS REQUESTED BY AN AUTHORIZED REPRESENTATIVE OF DTC AND ANY PAYMENT IS MADE TO DTC OR ITS NOMINEE, ANY TRANSFER, PLEDGE OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL BECAUSE ONLY THE REGISTERED OWNER HEREOF, CEDE & CO., AS NOMINEE OF DTC, HAS AN INTEREST HEREIN.]

No. R-__

\$ _____

**UNITED STATES OF AMERICA
STATE OF FLORIDA
CITY OF GAINESVILLE
UTILITIES SYSTEM REVENUE BOND,
2008 SERIES A (FEDERALLY TAXABLE)**

INTEREST RATE MATURITY DATE ORIGINAL ISSUE DATE CUSIP

Registered Owner:

Principal Amount: DOLLARS

THE CITY OF GAINESVILLE, FLORIDA (herein called the “City”), a municipal corporation organized and existing under and by virtue of the laws of the State of Florida, acknowledges itself indebted to, and for value received, hereby promises to pay to the Registered Owner (named above) or registered assigns, on the Maturity Date (stated above), but solely from the funds pledged therefor, upon presentation and surrender of this bond at the office of U.S. Bank Trust National Association (such bank and any successor thereto being referred to herein as the “Paying Agent”), the Principal Amount (stated above) in any coin or currency of the United States of America which at the time of payment is legal tender for the payment of public and private debts, and to pay, but solely from the funds pledged therefor, interest on such Principal Amount in like coin or currency from the Original Issue Date (stated above), or, if one or more payments of interest has or have theretofore been made or duly provided for, from the most recent interest payment date to which interest has been paid or duly provided for, payable on April 1 and October 1 in each year commencing October 1, 2008, or, if the date of this bond is after October 1, 2008, commencing with the first April 1 or October 1 after the date of this bond, at a rate per annum equal to the Interest Rate (stated above), until the City’s obligation with respect to the payment of such Principal Amount shall be discharged. The interest so payable, and punctually paid or duly provided for, on any interest payment date will, as provided in the Resolution hereinafter referred to, be paid to the person in whose name this bond is registered at the close of business on the Regular Record Date for such interest, which shall be the 15th day (whether or not a business day) of the calendar month next preceding such interest payment date, such payment to be made by check or draft of the Trustee hereinafter referred to, as Paying Agent, mailed to such person at the address shown on the registration books of the City kept for that purpose at the principal offices of the Trustee, as Bond Registrar. However, so long as this bond shall be restricted to being registered in the registration books of the City in the name of the Securities Depository (as defined in the Resolution) for this bond, the provisions of the Resolution governing Book Entry Bonds (as defined in the Resolution) shall govern the manner of payment of the principal or redemption price of, and interest on, this bond. Any such interest not so punctually paid or duly provided for shall forthwith cease to be payable to the person in whose name this bond is registered on the Regular Record Date, and shall be paid, in the manner described above, to the person in whose name this bond is registered at the close of business on a Special Record Date for the payment of such defaulted interest to be fixed by the

Trustee, notice whereof shall be given to holders of bonds of the series of which this bond is one not less than 10 days prior to such Special Record Date.

This bond is one of a duly authorized series of bonds of the City designated as its "Utilities System Revenue Bonds, 2008 Series A (Federally Taxable)" (herein sometimes called the "2008 Series A Bonds"), in the aggregate principal amount of \$_____ issued pursuant to Chapter 90-394, Laws of Florida, 1990, as amended, and other applicable provisions of law (herein called the "Act") and under and pursuant to a resolution of the City, adopted June 6, 1983, entitled "Utilities System Revenue Bond Resolution", as amended, restated and supplemented, including as supplemented by a resolution supplemental thereto authorizing the 2008 Series A Bonds (said Utilities System Revenue Bond Resolution as so amended, restated and supplemented being herein called the "Resolution"). As provided in the Resolution, bonds, notes or other evidences of indebtedness of the City may be issued from time to time pursuant to supplemental resolutions in one or more series, in various principal amounts, may mature at different times, may bear interest at different rates and may otherwise vary as in the Resolution provided. The aggregate principal amount of bonds, notes or other evidences of indebtedness which may be issued under the Resolution is not limited except as provided in the Resolution, and all bonds, notes or other evidences of indebtedness issued and to be issued under the Resolution are and will be equally secured by the Trust Estate (as hereinafter defined) and covenants made therein, except as otherwise expressly provided or permitted in the Resolution. All such bonds, notes or other evidences of indebtedness issued under and pursuant to the Resolution, as the same may be amended and supplemented from time to time, are hereinafter called the "Bonds".

As provided in the Resolution, the Bonds are direct and special obligations of the City payable solely from and secured as to payment of the principal or redemption price thereof, and interest thereon, in accordance with their terms and the provisions of the Resolution solely by (i) the proceeds of the sale of the Bonds, (ii) the Revenues (as defined in the Resolution) and (iii) all Funds established by the Resolution (other than the Debt Service Reserve Account in the Debt Service Fund and any fund which may be established pursuant to paragraph 2 of Section 502 of the Resolution), including the investments and income, if any, thereof (collectively, the "Trust Estate"), subject only to the provisions of the Resolution permitting the application thereof for the purposes and on the terms and conditions set forth in the Resolution. Copies of the Resolution are on file at the office of the City and at the Corporate Trust Office of U.S. Bank Trust National Association, as Trustee under the Resolution, or its successor as Trustee (herein called the "Trustee") and reference is made to the Resolution and any and all supplements thereto and modifications and amendments thereof and to the Act for a description of the security interest, pledge and assignment and covenants securing the Bonds, the nature, extent and manner of enforcement of such pledge, the rights and remedies of the holders of the Bonds with respect thereto, [the rights of Financial Security Assurance Inc. ("Financial Security"), as Credit Enhancer (hereinafter defined) for the 2008 Series A Bonds maturing on October 1, ____ [and bearing interest at the rate of ____% per annum], October 1, ____ [and bearing interest at the rate of ____% per annum] and October 1, ____ [and bearing interest at the rate of ____% per annum] (collectively, the "Insured 2008 Series A Bonds"), with respect to giving any approvals or consents, exercising any remedies or taking certain actions pursuant to the Resolution,] the terms and conditions upon which the Bonds are issued and may be issued thereunder, and for the other terms and provisions thereof.

To the extent and in the manner permitted by the terms of the Resolution, the provisions of the Resolution, or any resolution amendatory thereof or supplemental thereto, may be modified or amended by the City, with the written consent of the holders of not less than a majority in principal amount of such Bonds then outstanding under the Resolution as is provided in the Resolution, and, in case such modification or amendment would change the terms of any sinking fund installment, with such consent of the holders of not less than a majority in principal amount of the Bonds of the particular series and maturity entitled to such sinking fund installment then outstanding; *provided, however*, that, if such modification or amendment will, by its terms, not take effect so long as any Bonds of any specified like series and maturity remain outstanding under the Resolution, the consent of the holders of such Bonds shall not be required and such Bonds shall not be deemed to be outstanding for the purpose of the calculation of outstanding Bonds. As provided in the Resolution (and unless otherwise provided in a supplemental resolution), if Credit Enhancement (as defined in the Resolution) is provided with respect to the Bonds of any series, or a maturity within a series (or, if applicable, an interest rate within a maturity), if not in default in respect of any of its obligations with respect to such Credit Enhancement, the provider of such Credit Enhancement (hereinafter, the "Credit Enhancer") for, and not the actual holders of, such Bonds shall be deemed to be the holder of such Bonds at all times for the purpose of giving such consent. [Pursuant to the supplemental resolution authorizing the 2008 Series A Bonds, Financial Security has been designated as the Credit Enhancer for the Insured 2008 Series A Bonds.] No such modification or amendment shall permit a change in the terms of redemption or maturity of the principal of any outstanding Bond or of any installment of interest thereon or a reduction in the principal amount or redemption price thereof or in the rate of interest thereon without the consent of the holder of such Bond, or shall reduce the percentages or otherwise affect the classes of Bonds the consent of the holders of which is required to effect any such modification or amendment, or shall change or modify any of the rights or obligations of any Fiduciary (as defined in the Resolution) without its written assent thereto. Pursuant to the provisions of the Resolution, the holders of any Bonds may include the initial holders thereof, regardless of whether such Bonds are being held for resale.

This bond is transferable, as provided in the Resolution, only upon the books of the City kept for that purpose at the above-mentioned office of the Trustee, as Bond Registrar, by the registered owner hereof in person, or by such owner's duly authorized attorney, upon surrender of this bond together with a written instrument of transfer satisfactory to the Bond Registrar duly executed by the registered owner or such owner's duly authorized attorney, and thereupon a new fully registered bond or bonds, without coupons, and in the same aggregate principal amount, shall be issued to the transferee in exchange therefor as provided in the Resolution, and upon payment of the charges therein prescribed. The City, the Trustee, the Bond Registrar and the Paying Agent may deem and treat the person in whose name this bond is registered as the absolute owner hereof for the purpose of receiving payment of, or on account of, the principal or redemption price hereof and interest due hereon and for all other purposes.

The 2008 Series A Bonds are issuable in the form of fully registered bonds in the denominations of \$5,000 or any multiple of \$5,000.

[sinking fund redemption provisions to be inserted here, if applicable]

The 2008 Series A Bonds [also] are subject to redemption prior to maturity at the election of the City, in whole or in part, on any date, at a redemption price equal to the greater of:

(i) 100% of the principal amount of such 2008 Series A Bonds to be redeemed plus accrued and unpaid interest on such 2008 Series A Bonds being redeemed to the date fixed for redemption; or
(ii) the sum of the present values of the remaining scheduled payments of principal and interest on such 2008 Series A Bonds to be redeemed discounted to the date of redemption on a semiannual basis (assuming a 360-day year consisting of twelve 30-day months) at the Treasury Rate (defined below) plus _____ basis points. For purposes of the foregoing, the following terms have the following meanings:

“Treasury Rate” means, with respect to any redemption date for a particular 2008 Series A Bond, the rate per annum equal to the semiannual equivalent yield to maturity or interpolated maturity of the Comparable Treasury Issue, assuming that the Comparable Treasury Issue is purchased on the redemption date for a price equal to the Comparable Treasury Price.

“Comparable Treasury Issue” means the U.S. Treasury security or securities selected by the Independent Investment Banker which has an actual or interpolated maturity comparable to the remaining weighted average life of the applicable 2008 Series A Bonds to be redeemed, and that would be utilized in accordance with customary financial practice in pricing new issues of debt securities of comparable maturity to the remaining weighted average life of such 2008 Series A Bonds to be redeemed.

“Comparable Treasury Price” means, with respect to any redemption date for a particular 2008 Series A Bond, (a) the average of the Reference Treasury Dealer Quotations for such redemption date, after excluding the highest and lowest Reference Treasury Dealer Quotations, or (b) if the Independent Investment Banker obtains fewer than four such Reference Treasury Dealer Quotations, the average of all such quotations.

“Independent Investment Banker” means one of the Reference Treasury Dealers appointed by the Trustee in consultation with the City.

“Reference Treasury Dealer” means Goldman, Sachs & Co., Bear, Stearns & Co. Incorporated, J.P. Morgan Securities Inc. and Lehman Brothers Inc. and their respective successors; *provided, however*, that if any of them ceases to be a primary U.S. Government securities dealer in the City of New York (a “Primary Treasury Dealer”), the City will substitute another Primary Treasury Dealer.

“Reference Treasury Dealer Quotations” means, with respect to each Reference Treasury Dealer and any redemption date for a particular 2008 Series A Bond, the average, as determined by the Independent Investment Banker and communicated to the Trustee, of the bid and asked prices for the Comparable Treasury Issue (expressed in each case as a percentage of its principal amount) quoted in writing to the Independent Investment Banker and communicated to the Trustee by such Reference Treasury Dealer at 3:30 p.m., New York City time, on the tenth (10th) day (or, if such day is not a business day, the next preceding business day) preceding such redemption date.

The redemption of less than all of the 2008 Series A Bonds maturing on a particular date and bearing interest at a particular rate shall be allocated among registered holders

of the 2008 Series A Bonds maturing on such date and bearing interest at such rate as nearly as practicable in proportion to the principal amounts of the 2008 Series A Bonds maturing on such date and bearing interest at such rate owned by each registered holder, subject to the authorized denominations for the 2008 Series A Bonds. Subject to the foregoing, if less than all of the 2008 Series A Bonds maturing on a particular date and bearing interest at a particular rate are to be redeemed, particular 2008 Series A Bonds to be redeemed shall be determined by the Trustee in such manner as the Trustee in its discretion may deem fair and appropriate.

The 2008 Series A Bonds are payable upon redemption at the above-mentioned office of the Paying Agent. Notice of redemption, setting forth the place of payment, shall be given by first-class mail, postage prepaid, to the registered owners of the 2008 Series A Bonds not less than 30 days nor more than 60 days before the redemption date, but the failure to give notice by mail, or any defect in such notice, to the registered owner of any 2008 Series A Bond will not affect the validity of the proceedings for the redemption of any other 2008 Series A Bonds. If notice of redemption shall have been given as aforesaid and shall not have been rescinded or ceased to be in effect, the 2008 Series A Bonds or portions thereof specified in said notice shall become due and payable on the redemption date therein fixed, and if, on the redemption date, moneys for the redemption of all the 2008 Series A Bonds and portions thereof to be redeemed, together with interest to the redemption date, shall be available for such payment on said date, then from and after the redemption date interest on such 2008 Series A Bonds or portions thereof so called for redemption shall cease to accrue and be payable.

This bond does not constitute a general indebtedness or a pledge of the full faith and credit of the City within the meaning of any constitutional or statutory provision or limitation of indebtedness. It is expressly agreed by the holders of this bond that (a) no holder shall ever have the right, directly or indirectly, to require or compel the exercise of the ad valorem taxing power of the City for the payment of the principal of or interest on this bond or the making of any payments provided for in the Resolution, and (b) this bond and the obligation evidenced thereby shall not constitute a lien upon any property of or in the City, but shall constitute a lien only on the Trust Estate in the manner provided in the Resolution.

It is hereby certified and recited that all conditions, acts and things required by law and the Resolution to exist, to have happened and to have been performed precedent to and in the issuance of this bond, exist, have happened and have been performed and that the issue of Bonds of which this is one, together with all other indebtedness of the City, complies in all respects with the applicable laws of the State of Florida including, particularly, the Act.

This bond shall not be entitled to any benefit under the Resolution or be valid or become obligatory for any purpose until this bond shall have been authenticated by the execution by the Trustee of the Trustee's Certificate of Authentication hereon.

IN WITNESS WHEREOF, THE CITY OF GAINESVILLE, FLORIDA has caused this bond to be signed in its name and on its behalf by the manual or facsimile signature of its Mayor, and its corporate seal (or a facsimile thereof) to be hereunto affixed, imprinted, engraved or otherwise reproduced and attested by the manual or facsimile signature of its Clerk of the Commission.

THE CITY OF GAINESVILLE, FLORIDA

Mayor

Dated:

Attested:

Clerk of the Commission

Approved as to Form and Legality:

City Attorney

[Bond Insurer's legend to be inserted on
each Insured 2008 Series A Bond, if any]

**[FORM OF CERTIFICATE OF AUTHENTICATION
ON 2008 SERIES A BONDS]**

TRUSTEE'S CERTIFICATE OF AUTHENTICATION

This bond is one of the bonds described in the within-mentioned Resolution.

**U.S. BANK TRUST
NATIONAL ASSOCIATION, Trustee**

By _____
Authorized Officer

ARTICLE IV

BOND INSURANCE PROVISIONS

In the event that the Bond Insurance Policy shall be delivered by the Bond Insurer simultaneously with the original issuance of the 2008 Series A Bonds, and so long as the Bond Insurer shall not be in default in the making of any payment due under the Bond Insurance Policy, the following provisions shall be applicable:

4.01. Designation of Bond Insurer as Credit Enhancer Under the Resolution; Certain Rights of Bond Insurer. 1. The Bond Insurer shall be and be deemed to be the Credit Enhancer for the Insured 2008 Series A Bonds.

2. No change in the terms of redemption or maturity of the principal of any Outstanding Insured 2008 Series A Bond or of any installment of interest thereon or a reduction in the principal amount or Redemption Price thereof shall be effective unless, in addition to the consent of the Holders thereof as set forth in the Resolution, the Bond Insurer shall have also given its written assent thereto.

3. The Bond Insurer shall be and be deemed to be a third party beneficiary to the Resolution.

4.02. Acceleration of Insured 2008 Series A Bonds. Notwithstanding anything to the contrary contained in the Resolution, the maturity of the Insured 2008 Series A Bonds shall not be accelerated pursuant to Section 801 of the Resolution without the written consent of the Bond Insurer and in the event the maturity of the Insured 2008 Series A Bonds is accelerated, the Bond Insurer may elect, in its sole discretion, to pay accelerated principal and interest accrued on such principal to the date of acceleration (to the extent unpaid by the City) and the Paying Agent for the Insured 2008 Series A Bonds shall be required to accept such amounts. Upon payment of such accelerated principal and interest accrued to the acceleration date as provided above, the Bond Insurer's obligations under the Bond Insurance Policy with respect to such Insured 2008 Series A Bonds shall be fully discharged.

4.03. Amendments to the Resolution. No modification or amendment to the Resolution affecting the security for, or priority of payment of, the Insured 2008 Series A Bonds or the rights of the Bond Insurer may become effective except upon obtaining the prior written consent of the Bond Insurer. Copies of any such modification or amendment to the Resolution shall be sent to Standard & Poor's, a division of The McGraw-Hill Companies, Inc. and Moody's Investors Service at least 10 days prior to the effective date thereof.

4.04. Nature of Rights Granted to Bond Insurer. The rights granted to the Bond Insurer under the Resolution and hereunder to request, consent to or direct any action are rights granted to the Bond Insurer in consideration of its issuance of the Bond Insurance Policy. The City acknowledges that any exercise by the Bond Insurer of such rights is merely an exercise of the Bond Insurer's contractual rights and shall not be construed or deemed to be taken for the benefit or on behalf of the Holders of the Insured 2008 Series A Bonds nor does such action evidence any position of the Bond Insurer, positive or negative, as to whether consent of the Holders of the Insured 2008 Series A Bonds is required in addition to the consent of the Bond Insurer.

4.05. Further Acts. The City covenants and agrees to take such action (including, if and to the extent required by applicable law, filing of Uniform Commercial Code financing statements and continuations thereof) as is necessary from time to time to perfect or otherwise preserve the priority of the pledge in favor of the Holders of the Insured 2008 Series A Bonds of the Trust Estate, including the funds, moneys and securities contained therein, under applicable law.

4.06. Notice to Bond Insurer of Non-Payment. 1. If, on the third Business Day prior to an interest payment date or principal payment date for the Insured 2008 Series A Bonds (“Payment Date”), the City determines that there will not be sufficient moneys to pay the principal of and interest on the Insured 2008 Series A Bonds due on such Payment Date, the City shall give notice to the Bond Insurer and to its designated agent (if any) (the “Bond Insurer’s Fiscal Agent”) by telephone or teletype of the amount of such deficiency by 12:00 noon, New York City time, on such Business Day. If, on the second Business Day prior to the related Payment Date, the City determines that there continues to be a deficiency in the amount available to pay the principal of and interest on the Insured 2008 Series A Bonds due on such Payment Date, the City shall notify the Paying Agent thereof, and the Paying Agent shall make a claim under the Bond Insurance Policy and give notice to the Bond Insurer and the Bond Insurer’s Fiscal Agent (if any) by telephone of the amount of such deficiency, and the allocation of such deficiency between the amount required to pay interest on the Insured 2008 Series A Bonds and the amount required to pay principal of the Insured 2008 Series A Bonds, confirmed in writing to the Bond Insurer and the Bond Insurer’s Fiscal Agent by 12:00 noon, New York City time, on such second Business Day by filling in the form of Notice of Claim and Certificate delivered with the Bond Insurance Policy.

2. In the event the claim to be made is for a mandatory sinking fund redemption installment, upon receipt of the moneys due, the Bond Registrar shall authenticate and deliver to affected Holders who surrender their Insured 2008 Series A Bonds a new Insured 2008 Series A Bond or Bonds in an aggregate principal amount equal to the unredeemed portion of the Insured 2008 Series A Bond surrendered. The Bond Registrar shall designate any portion of payment of principal on Insured 2008 Series A Bonds paid by the Bond Insurer, whether by virtue of mandatory sinking fund redemption, maturity or other advancement of maturity, on the books of registry maintained by it as a reduction in the principal amount of Insured 2008 Series A Bonds registered to the then current Holder, whether DTC or its nominee or otherwise, and shall issue a replacement Insured 2008 Series A Bond to the Bond Insurer, registered in the name of Financial Security Assurance Inc., in a principal amount equal to the amount of principal so paid (without regard to authorized denominations); *provided, however*, that the Bond Registrar’s failure to so designate any payment or issue any replacement Insured 2008 Series A Bond shall have no effect on the amount of principal or interest payable by the City on any Insured 2008 Series A Bond or the subrogation rights of the Bond Insurer.

3. The Paying Agent shall keep a complete and accurate record of all funds deposited by the Bond Insurer into the Policy Payments Account (defined below) and the allocation of such funds to payment of interest on and principal paid in respect of any Insured 2008 Series A Bond. The Bond Insurer shall have the right to inspect such records at reasonable times upon reasonable notice to the Paying Agent.

Upon payment of a claim under the Bond Insurance Policy, the Paying Agent shall establish a separate special purpose trust account for the benefit of the Holders of the Insured 2008 Series A Bonds referred to herein as the “Policy Payments Account” and over which the Paying Agent shall have exclusive control and sole right of withdrawal. The Paying Agent shall receive any amount paid under the Bond Insurance Policy in trust on behalf of the Holders of the Insured 2008 Series A Bonds and shall deposit any such amount in the Policy Payments Account and distribute such amount only for purposes of making the payments for which a claim was made. Such amounts shall be disbursed by the Paying Agent to Holders of

the Insured 2008 Series A Bonds in the same manner as principal and interest payments are to be made with respect to the Insured 2008 Series A Bonds hereunder. It shall not be necessary for such payments to be made by checks or wire transfers separate from the check or wire transfer used to pay debt service with other funds available to make such payments. Notwithstanding anything to the contrary otherwise set forth in the Resolution, and to the extent permitted by law, in the event amounts paid under the Bond Insurance Policy are applied to claims for payment of principal of or interest on the Insured 2008 Series A Bonds, interest on such principal of and interest on such Insured 2008 Series A Bonds shall accrue and be payable from the date of such payment at the greater of (a) the per annum rate of interest, publicly announced from time to time by JPMorgan Chase Bank or its successor at its principal office in the City of New York, as its prime or base lending rate plus 3%, and (b) the then applicable rate of interest on the Insured 2008 Series A Bonds; *provided, however*, that in no event shall such rate exceed the maximum rate permissible under applicable usury or similar laws limiting interest rates.

Funds held in the Policy Payments Account shall not be invested by the Paying Agent and may not be applied to satisfy any costs, expenses or liabilities of the Paying Agent. Any funds remaining in the Policy Payments Account following an Insured 2008 Series A Bond payment date shall promptly be remitted to the Bond Insurer.

4.07. Subrogation Rights. The Bond Insurer shall, to the extent it makes any payment of principal of or interest on the Insured 2008 Series A Bonds, become subrogated to the rights of the recipients of such payments in accordance with the terms of the Bond Insurance Policy. The obligations to the Bond Insurer shall survive discharge or termination of the Resolution.

4.08. Payment of Costs and Expenses of the Bond Insurer. The City shall pay or reimburse the Bond Insurer any and all charges, fees, costs and expenses which the Bond Insurer may reasonably pay or incur in connection with (a) the administration, enforcement, defense or preservation of any rights or security in the Resolution, (b) the pursuit of any remedies under the Resolution or otherwise afforded by law or equity, (c) any amendment, waiver or other action with respect to, or related to, the Resolution whether or not executed or completed, (d) the violation by the City of any law, rule or regulation, or any judgment, order or decree applicable to it or (e) any litigation or other dispute in connection with the Resolution or the transactions contemplated thereby, other than amounts resulting from the failure of the Bond Insurer to honor its obligations under the Bond Insurance Policy. The City acknowledges that the Bond Insurer reserves the right to charge a reasonable fee as a condition to executing any amendment, waiver or consent proposed in respect of the Resolution.

4.09. Right of Bond Insurer to Make Payments Under Bond Insurance Policy. The Bond Insurer shall be entitled to pay principal of or interest on the Insured 2008 Series A Bonds that shall become Due for Payment but shall be unpaid by reason of Nonpayment (as such terms are defined in the Bond Insurance Policy) by the City and any amounts due on the Insured 2008 Series A Bonds as a result of acceleration of the maturity thereof in accordance with the Resolution, whether or not the Bond Insurer has received a Notice of Nonpayment (as such term is defined in the Bond Insurance Policy) or a claim upon the Bond Insurance Policy.

4.10. Notices to the Bond Insurer. 1. The notice address of the Bond Insurer is: Financial Security Assurance Inc., 31 West 52nd Street, 27th floor, New York, New York 10019, Attention: Managing Director -- Surveillance, Re: Policy No. [Insert Policy Number],

Telephone: (212) 826-0100; Telecopier: (212) 339-3556. In each case in which notice or other communication refers to an Event of Default, then a copy of such notice or other communication shall also be sent to the attention of the Bond Insurer's General Counsel and shall be marked to indicate "URGENT MATERIAL ENCLOSED."

2. The Bond Insurer shall be provided with the following information:

(a) Annual audited financial statements within 180 days after the end of the City's fiscal year (together with a certificate of an Authorized Officer of the City to the effect that such Officer is not aware of any default or Event of Default under the Resolution);

(b) Notice of any default known to the City within five Business Days after knowledge thereof;

(c) Prior notice of the advance refunding or redemption of any of the Insured 2008 Series A Bonds, including the principal amount and CUSIP number thereof;

(d) Notice of the resignation or removal of the Trustee, Paying Agent or Bond Registrar and the appointment of, and acceptance of duties by, any successor thereto;

(e) Notice of the commencement of any proceeding by or against the City commenced under the United States Bankruptcy Code or any other applicable bankruptcy, insolvency, receivership, rehabilitation or similar law (an "Insolvency Proceeding");

(f) Notice of the making of any claim in connection with any Insolvency Proceeding seeking the avoidance as a preferential transfer of any payment of principal of, or interest on, the Insured 2008 Series A Bonds;

(g) A full original transcript of all proceedings relating to the execution of any amendment or supplement to the Resolution; and

(h) All reports, notices and correspondence to be delivered to Holders of the Insured 2008 Series A Bonds under the terms of the Resolution.

4.11. Determinations Regarding Amendments, Consents and Other Actions. In determining whether any amendment, consent or other action to be taken, or any failure to act, under the Resolution would adversely affect the security for the Insured 2008 Series A Bonds or the rights of the Holders of the Bonds, the effect of any such amendment, consent, action or inaction shall be considered as if there were no Bond Insurance Policy.

4.12. Actions Affecting the Rights of Bond Insurer or the Security for the Insured 2008 Series A Bonds. No contract shall be entered into nor any action taken by which the rights of the Bond Insurer or security for or sources of payment of the Insured 2008 Series A Bonds may be impaired or prejudiced in any material respect except upon obtaining the prior written consent of the Bond Insurer.

4.13. Certain Matters Relating to Defeasance. 1. As permitted by the definition of the term “Defeasance Securities” contained in Section 101 of the Resolution, the following shall constitute the “Defeasance Securities” applicable to the Insured 2008 Series A Bonds:

(a) such securities as are described in clauses (a) and (b) of the definition of “Defeasance Securities” contained in Section 101 of the Resolution; and

(b) any other securities eligible for “AAA” defeasance under then existing criteria of Standard & Poor’s, a division of The McGraw-Hill Companies, Inc.

2. In order to accomplish a defeasance of the Insured 2008 Series A Bonds, the City shall cause to be delivered (i) a report of an independent firm of nationally recognized certified public accountants or such other verifier as shall be acceptable to the Bond Insurer (a “Verifier”) verifying the sufficiency of the escrow established to pay such Insured 2008 Series A Bonds in full on the maturity or redemption date (a “Verification”), (ii) an escrow deposit agreement (which shall be acceptable in form and substance to the Bond Insurer) and (iii) an Opinion of Counsel of an attorney or firm of attorneys of nationally recognized standing in matters pertaining to bonds issued by states and their political subdivisions to the effect that such Insured 2008 Series A Bonds are no longer “Outstanding” under the Resolution; each Verification and defeasance opinion shall be acceptable in form and substance, and addressed, to the City and the Bond Insurer. The Bond Insurer shall be provided with final drafts of the above-referenced documentation not less than five Business Days prior to the funding of the escrow.

The Insured 2008 Series A Bonds shall be deemed “Outstanding” under the Resolution unless and until they are in fact paid and retired or the above criteria are met.

3. Notwithstanding anything to the contrary contained in the Resolution, amounts paid by the Bond Insurer under the Bond Insurance Policy shall not be deemed paid for purposes of the Resolution and shall remain Outstanding and continue to be due and owing until paid by the City in accordance with the Resolution. The Resolution shall not be discharged unless all amounts due or to become due to the Bond Insurer have been paid in full or duly provided for.

ARTICLE V

EFFECTIVE DATE

5.01. Effective Date. This Nineteenth Supplemental Resolution shall take effect immediately after its adoption by the City Commission of the City and the filing of a copy thereof certified by an Authorized Officer of the City with the Trustee.

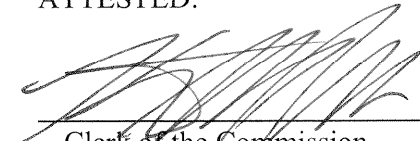
Nineteenth Supplemental Utilities System Revenue Bond Resolution approved and adopted January 28, 2008.

CITY OF GAINESVILLE, FLORIDA



Mayor

ATTESTED:



Clerk of the Commission

Approved as to Form and Legality:



City Attorney

EXHIBIT A

ACCEPTANCE OF OFFICE OF PAYING AGENT

_____, 2008

Dear Sirs:

The undersigned hereby accepts the duties and obligations of Paying Agent for the Utilities System Revenue Bonds, 2008 Series A of the City of Gainesville, Florida (the "City") imposed upon the undersigned by the Utilities System Revenue Bond Resolution of the City adopted June 6, 1983, as amended, restated and supplemented.

**U.S. BANK TRUST
NATIONAL ASSOCIATION**

By: _____
Title: