

**RESOLUTION NO. 060184**  
**PASSED JUNE 26, 2006**

A RESOLUTION INCORPORATING BY REFERENCE AND ADOPTING, AND AUTHORIZING THE EXECUTION AND DELIVERY OF, A SEVENTEENTH SUPPLEMENTAL UTILITIES SYSTEM REVENUE BOND RESOLUTION FOR THE PURPOSE OF AUTHORIZING THE ISSUANCE, SALE, EXECUTION AND DELIVERY OF \$53,305,000 OF THE CITY OF GAINESVILLE, FLORIDA'S VARIABLE RATE UTILITIES SYSTEM REVENUE BONDS, 2006 SERIES A IN ORDER TO PROVIDE MONEYS (A) TO REFUND CERTAIN OF THE CITY'S OUTSTANDING UTILITIES SYSTEM REVENUE BONDS, 1996 SERIES A AND (B) FOR THE PAYMENT OF A PORTION OF THE COST OF ACQUISITION AND CONSTRUCTION OF THE CITY'S COMBINED UTILITIES SYSTEM; APPROVING THE NEGOTIATED SALE OF THE 2006 SERIES A BONDS AND APPROVING THE FORM, AND AUTHORIZING THE EXECUTION AND DELIVERY, OF A CONTRACT OF PURCHASE WITH RESPECT THERETO; APPROVING THE FORM, AND AUTHORIZING THE EXECUTION AND DELIVERY, OF A REMARKETING AGREEMENT, A TENDER AGENCY AGREEMENT AND A STANDBY BOND PURCHASE AGREEMENT WITH RESPECT TO THE 2006 SERIES A BONDS; APPROVING THE FORM, AND AUTHORIZING THE EXECUTION AND DELIVERY, OF AN ESCROW DEPOSIT AGREEMENT WITH RESPECT TO THE 1996 SERIES A BONDS BEING REFUNDED; AUTHORIZING THE DEPOSIT OF 2006 SERIES A BOND PROCEEDS AND CERTAIN OTHER AMOUNTS TO THE ESCROW ACCOUNT TO BE ESTABLISHED PURSUANT TO THE ESCROW DEPOSIT AGREEMENT AND THE INVESTMENT OF SUCH MONEYS IN UNITED STATES TREASURY SECURITIES - STATE AND LOCAL GOVERNMENT SERIES; AUTHORIZING THE AUTHENTICATION AND DELIVERY OF THE 2006 SERIES A BONDS; APPROVING THE FORM AND USE OF THE OFFICIAL STATEMENT RELATING TO THE 2006 SERIES A BONDS AND AUTHORIZING THE EXECUTION AND DELIVERY OF SAID OFFICIAL STATEMENT; AUTHORIZING THE REGISTRATION OR QUALIFICATION OF THE 2006 SERIES A BONDS UNDER THE BLUE SKY LAWS OF VARIOUS STATES; AUTHORIZING THE EXECUTION AND DELIVERY OF A CONTINUING DISCLOSURE CERTIFICATE WITH RESPECT TO THE 2006 SERIES A BONDS; AUTHORIZING CERTAIN CITY OFFICIALS TO TAKE OTHER ACTIONS IN CONNECTION WITH THE ISSUANCE, SALE AND DELIVERY OF THE 2006 SERIES A BONDS; AUTHORIZING THE EXTENSION OR SUBSTITUTION OF THE LIQUIDITY FACILITY FOR THE 2006 SERIES A BONDS; AUTHORIZING THE REMOVAL OF THE REMARKETING AGENT AND/OR THE TENDER AGENT FOR THE 2006 SERIES A BONDS AND APPOINTMENT OF SUCCESSOR(S) THEREFOR; PROVIDING A SEVERABILITY CLAUSE; AND PROVIDING AN EFFECTIVE DATE.

BE IT RESOLVED BY THE CITY COMMISSION OF THE CITY OF GAINESVILLE, FLORIDA:

**SECTION 1. Authority for this Resolution.** This resolution is adopted pursuant to the provisions of the Charter of the City, Chapter 90-394, Laws of Florida, 1990, as



amended, Chapter 166, Part II, Florida Statutes, as amended, and other applicable provisions of law.

**SECTION 2. Definitions.** Unless the context otherwise requires, the terms defined in this section shall have the meanings specified in this section. Reference is made to the Bond Resolution hereinafter referred to and to the Seventeenth Supplemental Resolution herein authorized, and attached hereto, for definitions of terms used in this resolution which are not defined in this section. Words importing a singular number shall include the plural number in each case and vice versa, and words importing persons shall include firms and corporations. All references herein to the “General Manager for Utilities” of the City shall refer to the person serving in such capacity at the relevant time, and shall be deemed to include any person serving in such capacity on an “interim” or “acting” basis.

A. “Bank” shall mean SunTrust Bank.

B. “Bond Resolution” shall mean the Utilities System Revenue Bond Resolution of the City adopted on June 6, 1983, as heretofore amended, restated and supplemented.

C. “City” shall mean the City of Gainesville, Florida.

D. “Continuing Disclosure Certificate” shall mean, if applicable, the Continuing Disclosure Certificate to be executed in connection with the conversion of the 2006 Series A Bonds to the Auction Mode, the Term Mode or the Fixed Mode, relating to the provision of certain continuing disclosure information with respect to the System and such Bonds.

E. “Contract of Purchase” shall mean the Contract of Purchase relating to the 2006 Series A Bonds to be entered into between the City and the Underwriter therein named.



F. "Escrow Deposit Agreement" shall mean the Escrow Deposit Agreement Relating to 2006 Series A Bonds, to be dated as of July 1, 2006, between the City and U.S. Bank Trust National Association, as Trustee.

G. "Initial Liquidity Facility" shall mean the Standby Bond Purchase Agreement Relating to Variable Rate Utilities System Revenue Bonds, 2006 Series A, to be dated as of July 1, 2006, between the City and the Bank.

H. "Official Statement" shall mean the Official Statement of the City relating to the 2006 Series A Bonds referred to in Section 13 hereof.

I. "Remarketing Agreement" shall mean the Remarketing Agreement, to be dated as of July 1, 2006, between the City and Goldman, Sachs & Co.

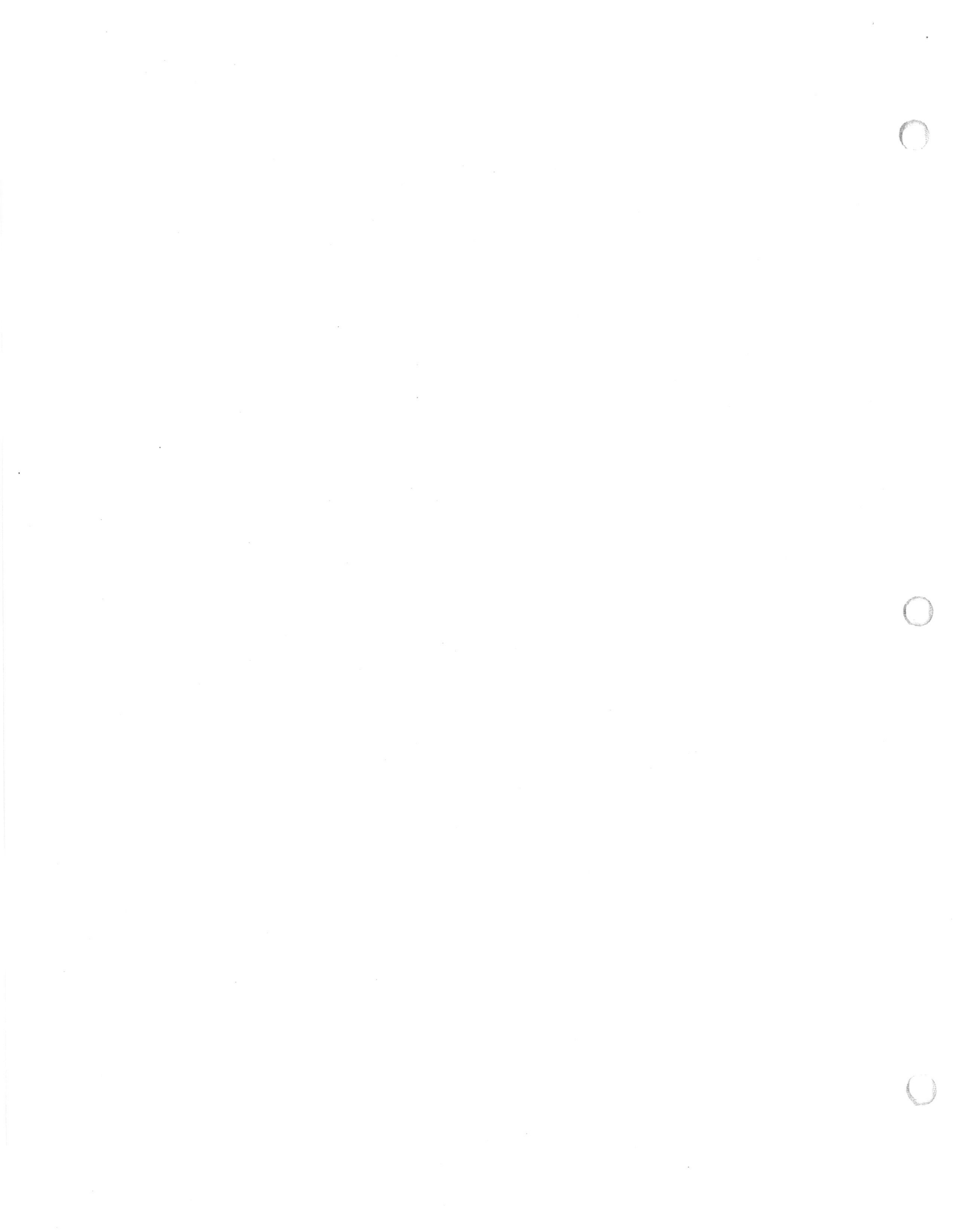
J. "Rule 15c2-12" shall mean Rule 15c2-12, as amended, promulgated by the United States Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934, as amended.

K. "Seventeenth Supplemental Resolution" shall mean the Seventeenth Supplemental Utilities System Revenue Bond Resolution of the City, which is attached hereto as Exhibit B and incorporated herein by reference for all purposes of this resolution.

L. "Tender Agency Agreement" shall mean the Tender Agency Agreement Relating to Variable Rate Utilities System Revenue Bonds, 2006 Series A, to be dated as of July 1, 2006, between the City and U.S. Bank Trust National Association.

M. "2006 Series A Bonds" shall mean the City's Variable Rate Utilities System Revenue Bonds, 2006 Series A, authorized by Section 5 of this resolution and Article II of the Seventeenth Supplemental Resolution.

N. "Underwriter" shall mean Goldman, Sachs & Co., in its capacity as underwriter for the 2006 Series A Bonds.



**SECTION 3. Findings.** It is hereby ascertained, determined and declared that:

A. Pursuant to the Bond Resolution, the City may issue Bonds from time to time for the purpose of paying all or a portion of the Cost of Acquisition and Construction of the System (including paying when due (whether at the maturity of principal or the due date of interest or upon redemption) any indebtedness of the City incurred in respect of the payment of such Cost of Acquisition and Construction).

B. The City heretofore has issued its Utilities System Revenue Bonds, 1996 Series A for the purpose of financing and refinancing a portion of the Cost of Acquisition and Construction of the System, and the City deems it necessary and in its best interests to refund the Refunded Bonds (as such term is defined in the Seventeenth Supplemental Resolution) with proceeds of the 2006 Series A Bonds. The refunding of the Refunded Bonds will be advantageous to the City, by achieving a reduction in interest costs.

C. The City's capital improvement program for the System contemplates the issuance of Bonds from time to time to finance a portion of the Cost of Acquisition and Construction of the System.

D. The City deems it necessary and in its best interests to issue and sell the 2006 Series A Bonds for the purposes of (1) providing a portion of the funds required to refund the Refunded Bonds and (2) providing funds to finance a portion of the Cost of Acquisition and Construction of the System.

E. The City deems it desirable and in its best interests that the 2006 Series A Bonds be issued in the form of variable rate demand obligations.

F. Since the 2006 Series A Bonds will be subject to optional and mandatory tender for purchase under certain circumstances, the City deems it necessary and desirable and in

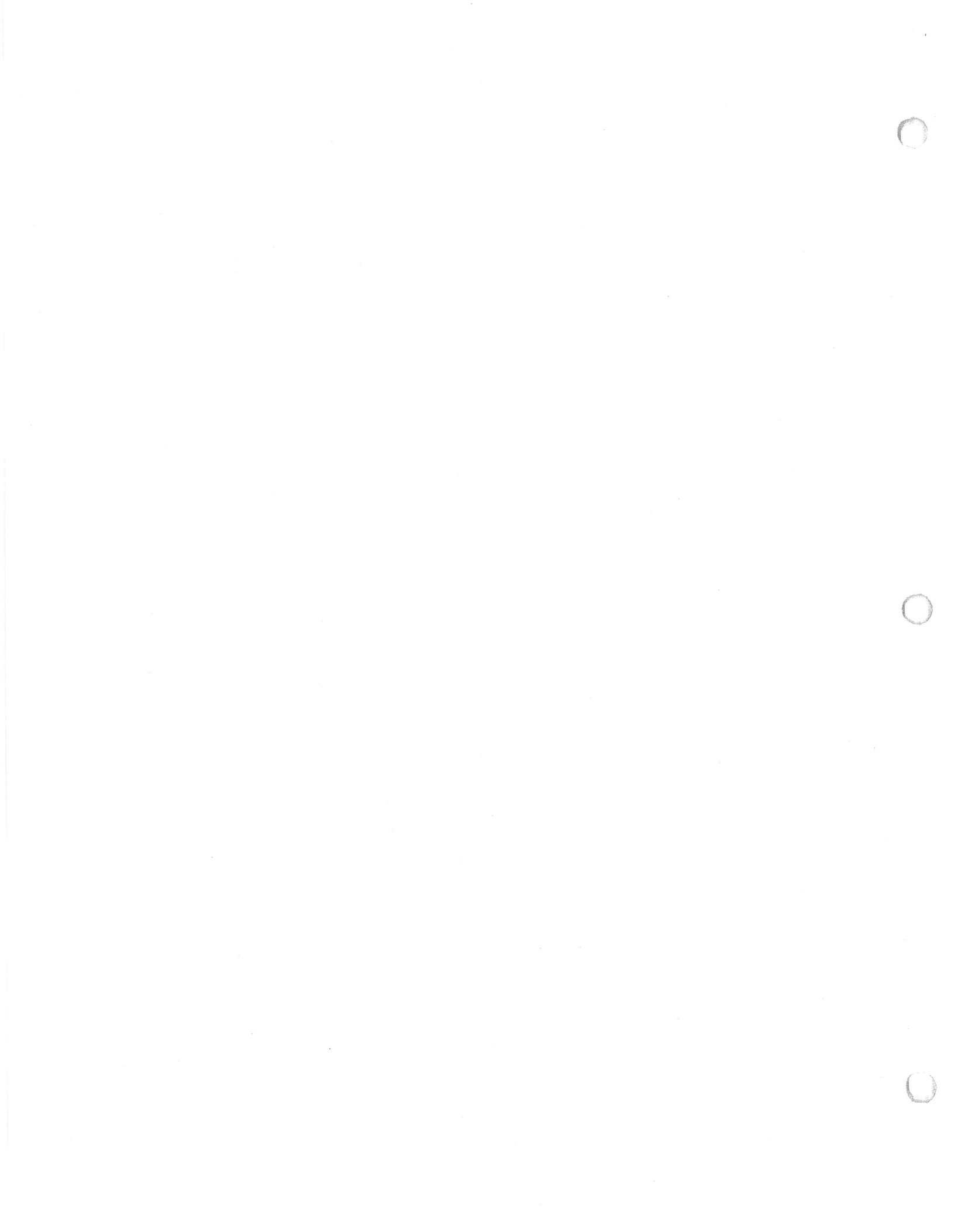




its best interests to appoint (1) U.S. Bank Trust National Association as the initial Tender Agent for the 2006 Series A Bonds and (2) Goldman, Sachs & Co. as the initial Remarketing Agent for the 2006 Series A Bonds.

G. In order to provide liquidity support in connection with tenders for purchase of the 2006 Series A Bonds, the City deems it necessary and desirable and in its best interests to enter into the Initial Liquidity Facility with the Bank.

H. Paragraph (b)(5) of Rule 15c2-12 provides that, except as otherwise permitted thereby, a broker, dealer or municipal securities dealer shall not purchase or sell municipal securities in the primary offering thereof unless such broker, dealer or municipal securities dealer has reasonably determined that the issuer of such securities or certain other persons has undertaken, in a written agreement or contract for the benefit of the holders of such securities, to provide certain continuing disclosure information specified in said Rule. In accordance with Rule 15c2-12, the foregoing requirement does not apply to municipal securities issued in the form of variable rate demand obligations (such as the 2006 Series A Bonds) until such time, if any, as such securities (1) no longer are issued in minimum denominations of \$100,000 or (2) no longer are subject to tender for redemption or purchase at the option of the holders thereof at least as frequently as every 9 months. Accordingly, the City deems it necessary and in its best interests to authorize the execution and delivery of, and the performance of the City's obligations under, a Continuing Disclosure Certificate with respect to the 2006 Series A Bonds, at such time, if any, as the 2006 Series A Bonds shall be converted to the Auction Mode, the Term Mode or the Fixed Mode, in order to assist any "participating underwriter" (as such term is defined in Rule 15c2-12) that may be offering the 2006 Series A Bonds for sale at or after the time of such conversion in complying with Rule 15c2-12.



I. Contemporaneously with the issuance of the 2006 Series A Bonds, (1) a portion of the proceeds of such Bonds and (2) certain other available moneys of the City, consisting of certain moneys on deposit in the Debt Service Account in the Debt Service Fund established pursuant to the Bond Resolution, shall be irrevocably deposited in escrow pursuant to the Escrow Deposit Agreement. Such proceeds and such moneys shall be invested pursuant to said Escrow Deposit Agreement in Defeasance Securities (as permitted by Section 1201 of the Bond Resolution), the principal of and interest on which when due, together with any uninvested moneys held pursuant to the Escrow Deposit Agreement, will be sufficient for the purpose of providing for payment of all outstanding principal, interest and redemption premiums in respect of the Refunded Bonds, as such Refunded Bonds are redeemed prior to maturity.

J. The complexity of the structuring of the 2006 Series A Bonds and current conditions in the market for obligations such as the 2006 Series A Bonds, as described in a letter from the City's financial advisor, dated the date hereof and attached hereto as Exhibit A, make it necessary and in the best interests of the City that the 2006 Series A Bonds be sold on a negotiated basis.

**SECTION 4. Adoption of Seventeenth Supplemental Resolution.** The Seventeenth Supplemental Resolution, attached hereto as Exhibit B, is hereby approved and adopted. Such resolution shall be executed and delivered as provided in Section 16 hereof.

**SECTION 5. Authorization of the Issuance, Sale, Execution and Delivery of the 2006 Series A Bonds.** There are hereby authorized the issuance and sale of a Series of Bonds designated as the "Variable Rate Utilities System Revenue Bonds, 2006 Series A", for the purpose of providing for the payment of a portion of the Cost of Acquisition and Construction of the System, including providing a portion of the funds required to refund the Refunded Bonds. The 2006 Series A Bonds shall be issued pursuant to the Bond Resolution in the aggregate



principal amount of \$53,305,000. The 2006 Series A Bonds shall be executed and delivered as provided in Section 16 hereof.

**SECTION 6. Authorization and Approval of the Negotiated Sale of the 2006 Series A Bonds and Execution of the Contract of Purchase.** The terms and conditions set forth in the Contract of Purchase between the City and the Underwriter, providing for the negotiated sale and purchase of the 2006 Series A Bonds, in substantially the form of the contract attached hereto as Exhibit C, are hereby approved. The purchase price of the 2006 Series A Bonds to be paid by the Underwriter pursuant to the Contract of Purchase shall be \$53,195,427.67, which is equal to the principal amount of the 2006 Series A Bonds, \$53,305,000, less the Underwriter's discount, \$109,572.33. The Contract of Purchase shall be executed and delivered as provided in Section 16 hereof; *provided, however*, that at or prior to the time of the execution and delivery of the Contract of Purchase, the City shall have received from the Underwriter the disclosure statement required pursuant to Section 218.385(6), Florida Statutes.

**SECTION 7. Appointment of Remarketing Agent for the 2006 Series A Bonds; Authorization and Approval of the Execution and Delivery of the Remarketing Agreement.** Goldman, Sachs & Co. is hereby appointed as the initial Remarketing Agent for the 2006 Series A Bonds and, in connection therewith, the terms and conditions set forth in the Remarketing Agreement between the City and Goldman, Sachs & Co., in substantially the form of the contract attached hereto as Exhibit D, are hereby approved. The Remarketing Agreement shall be executed and delivered as provided in Section 16 hereof.

**SECTION 8. Appointment of Tender Agent for the 2006 Series A Bonds; Authorization and Approval of the Execution and Delivery of the Tender Agency**



**Agreement.** U.S. Bank Trust National Association is hereby appointed as the initial Tender Agent for the 2006 Series A Bonds and, in connection therewith, the terms and conditions set forth in the Tender Agency Agreement between the City and U.S. Bank Trust National Association, in substantially the form of the contract attached hereto as Exhibit E, are hereby approved. The Tender Agency Agreement shall be executed and delivered as provided in Section 16 hereof.

**SECTION 9. Authorization and Approval of the Execution and Delivery of the Initial Liquidity Facility.** The terms and conditions set forth in the Initial Liquidity Facility between the City and the Bank, in substantially the form of the contract attached hereto as Exhibit F are hereby approved. The Initial Liquidity Facility shall be executed and delivered as provided in Section 16 hereof.

**SECTION 10. Approval of the Escrow Deposit Agreement.** The terms and conditions set forth in the Escrow Deposit Agreement between the City and U.S. Bank Trust National Association, as Trustee under the Bond Resolution, in substantially the form of the contract attached hereto as Exhibit G, are hereby approved. The Escrow Deposit Agreement shall be executed and delivered as provided in Section 16 hereof.

**SECTION 11. Escrow Account Deposits; Authorization to Purchase SLGS.** There shall be deposited into the Escrow Account to be established pursuant to the terms of the Escrow Deposit Agreement a portion of the proceeds of the 2006 Series A Bonds in an amount which, when combined with the moneys to be transferred to the Escrow Account from the Debt Service Account in the Debt Service Fund established pursuant to the Bond Resolution, will be equal to the amount necessary to purchase Defeasance Securities as provided in paragraph 3 of Section 1201 of the Bond Resolution the principal of and interest on which when due, together with the uninvested cash (if any) in the Escrow Account, will provide moneys





which will be sufficient to pay when due the Redemption Price of the Refunded Bonds on the date such Bonds are to be called for redemption and the interest to become due on such Bonds on such redemption date. In that connection, the Authorized Officers of the City shall be, and hereby are, authorized to invest and reinvest such proceeds of the 2006 Series A Bonds and other moneys, and earnings thereon, in United States Treasury Securities – State and Local Government Series (“SLGS”) in such amounts, at such times, maturing at such times and having such rate or rates of interest as any of such Authorized Officers shall determine is necessary or desirable; and each such Authorized Officer and, upon receipt of instructions from an Authorized Officer of the City, any authorized officer of the Trustee shall be, and hereby is, authorized in the name and on behalf of the City to submit subscriptions to the Bureau of Public Debt of the Department of the Treasury of the United States or any Federal Reserve Bank or Branch for the purchase of book-entry form SLGS, and to take such other actions as such person deems necessary or appropriate to effectuate such purposes, and all actions heretofore taken by any such Authorized Officer are hereby ratified, confirmed and approved.

**SECTION 12. Authorization of Authentication.** U.S. Bank Trust National Association, as Trustee under the Bond Resolution, is hereby requested and authorized to authenticate the 2006 Series A Bonds in the aggregate principal amount of \$53,305,000, and to deliver such Bonds to or on behalf of the Underwriter, upon payment for the account of the City of the sum specified in Section 6 hereof and pursuant to the terms of the Bond Resolution and the Contract of Purchase.

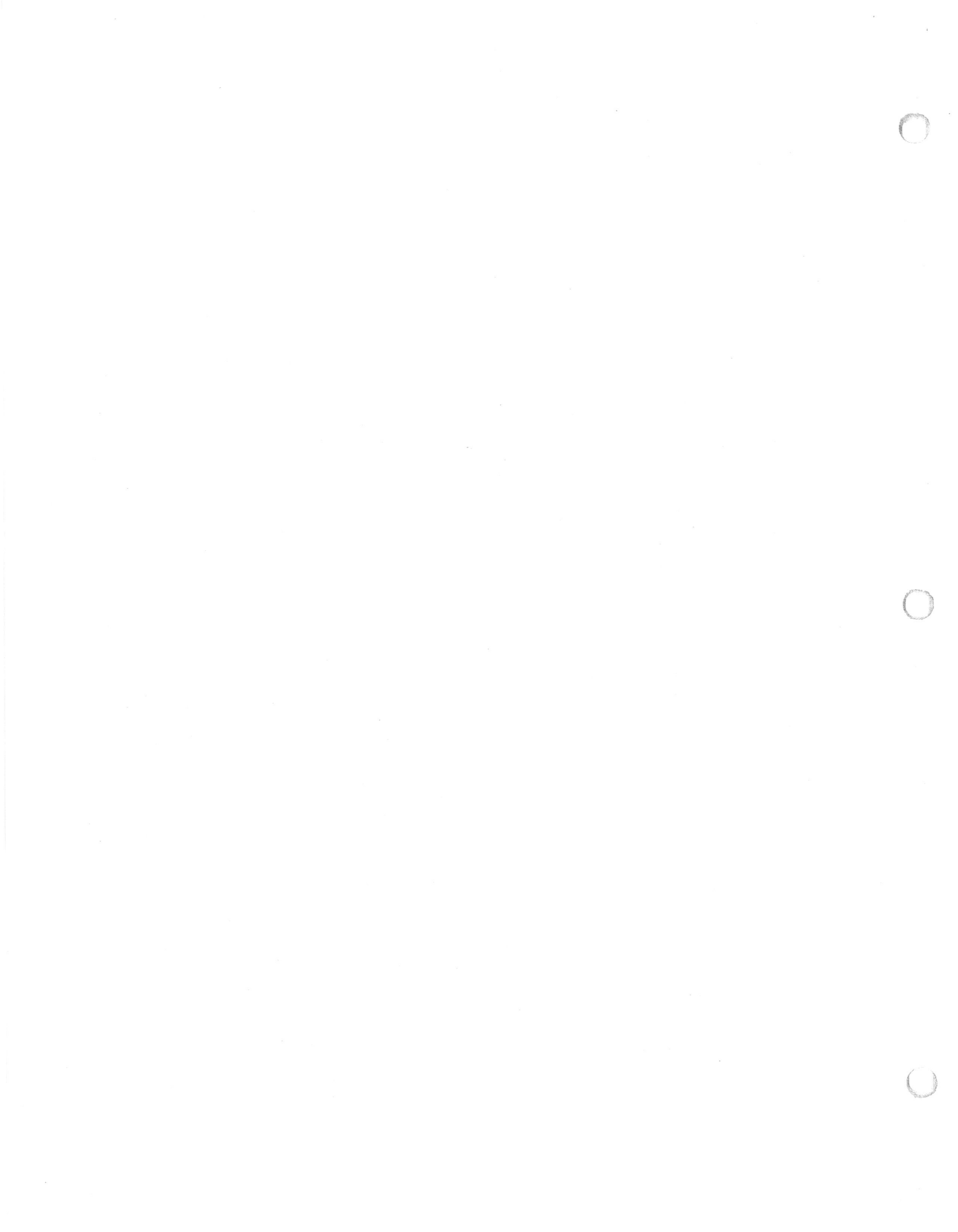
**SECTION 13. Approval of the Form and Use of the Official Statement.** The Official Statement, in substantially the form of the draft thereof attached hereto as Exhibit H, with such changes thereto as may be made thereto by the City, with the approval of the Underwriter under and pursuant to the terms of the Contract of Purchase, is hereby authorized



and approved for use in connection with the offering and sale of the 2006 Series A Bonds, and the General Manager for Utilities of the City is hereby authorized to deem said Official Statement final for purposes of Rule 15c2-12. Said Official Statement shall be executed as provided in Section 16 hereof.

**SECTION 14. Approval With Respect to Registration or Qualification of the 2006 Series A Bonds Under the Blue Sky or Securities Laws of Various States.** The proper officers of the City shall be, and hereby are, authorized in the name and on behalf of the City, to take any and all actions which they deem necessary or advisable in order to effect the registration or qualification (or exemption therefrom) of the 2006 Series A Bonds for issue, offer, sale or trade under the Blue Sky or securities laws of any of the states of the United States of America and in connection therewith to execute, acknowledge, verify, deliver, file or cause to be published any applications, reports, consents to service of process, appointments of attorneys to receive service of process and other papers and instruments which may be required under such laws, and to take any and all further actions which they may deem necessary or advisable in order to maintain any such registration or qualification for as long as they deem necessary or as required by law or by the Underwriter, and all such actions previously taken are hereby ratified, confirmed and approved.

**SECTION 15. Approval of the Continuing Disclosure Certificate.** The execution and delivery of a Continuing Disclosure Certificate with respect to the 2006 Series A Bonds at such time, if any, as the 2006 Series A Bonds shall be converted to the Auction Mode, the Term Mode or the Fixed Mode are hereby authorized. Such Continuing Disclosure Certificate shall be in substantially the form of the Continuing Disclosure Certificate executed and delivered by the City on November 16, 2005 in connection with the issuance of the City's \$196,950,000 Utilities System Revenue Bonds, 2005 Series A and \$61,590,000 Utilities System



Revenue Bonds, 2005 Series B (Federally Taxable). Such Continuing Disclosure Certificate shall be executed and delivered as provided in Section 16 hereof.

**SECTION 16. Execution and Delivery of 2006 Series A Bonds and Related Documents.** The Mayor of the City is hereby authorized to execute the Seventeenth Supplemental Resolution and the 2006 Series A Bonds on behalf of the City, subject to the approval of the City Attorney of the City or his or her designee as to form and legality; *provided, however,* that the 2006 Series A Bonds shall be executed and delivered pursuant to the Bond Resolution and applicable law. The Mayor, the General Manager for Utilities and the Utility Chief Financial Officer of the City are each hereby authorized to execute the Contract of Purchase, the Remarketing Agreement, the Tender Agency Agreement, the Initial Liquidity Facility, the Escrow Deposit Agreement, the Continuing Disclosure Certificate, if applicable, and the Official Statement on behalf of the City, each subject to completion thereof, and with such changes therein as the officer executing the same may approve as necessary and desirable and in the best interests of the City, such approval to be evidenced by the execution and delivery thereof, subject to the approval of the City Attorney of the City or his or her designee as to form and legality. The Clerk of the Commission of the City is hereby authorized to cause the seal of the City to be affixed to each of the 2006 Series A Bonds and the foregoing documents and to attest the same. Such officers are each hereby authorized to deliver such Bonds and documents on behalf of the City.

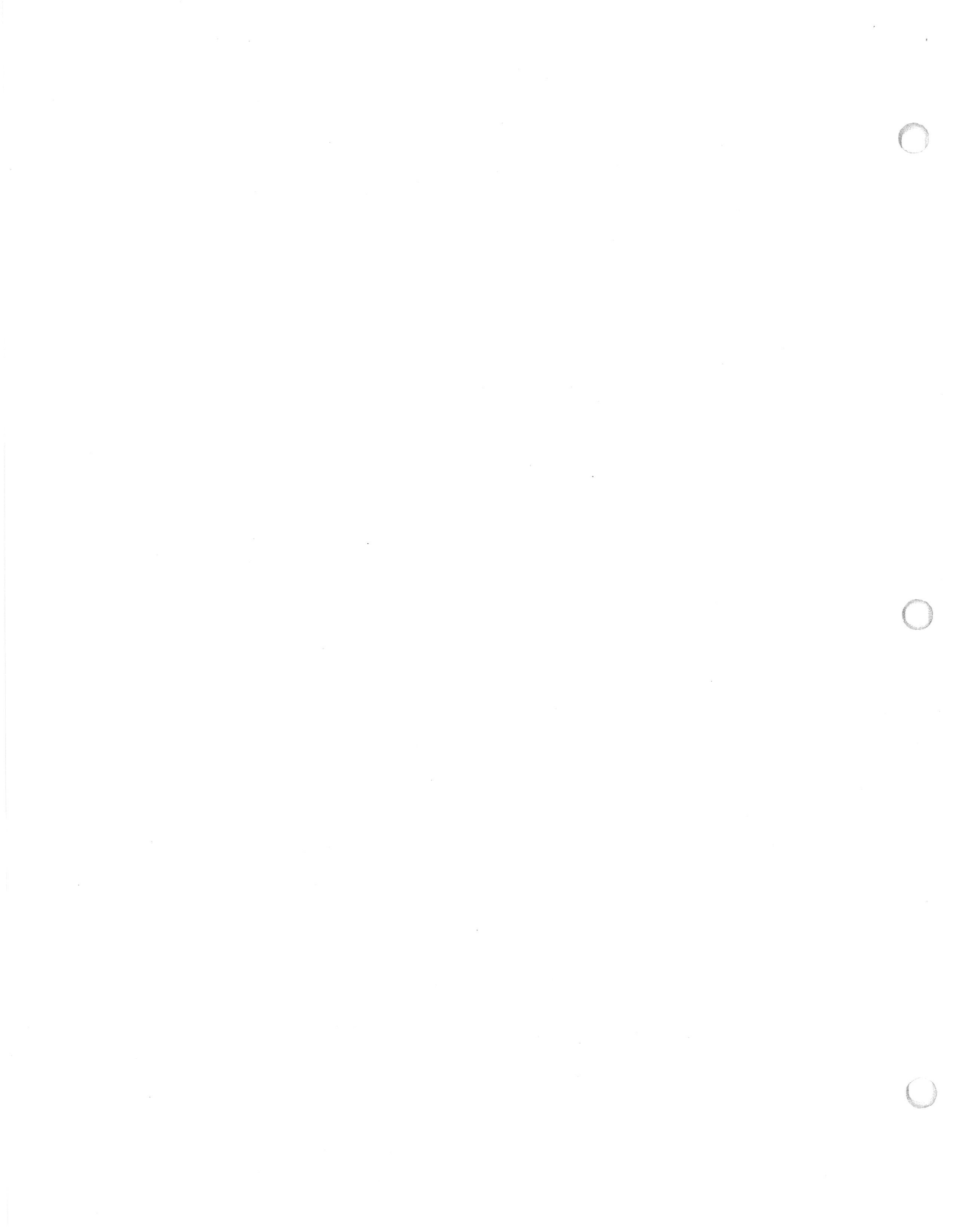
**SECTION 17. Further Actions.** Each Authorized Officer of the City is hereby authorized and empowered to execute and deliver or cause to be executed and delivered such other documents and opinions and to do all such acts and things as may be necessary or desirable in connection with the adoption of the Seventeenth Supplemental Resolution and the approval, execution and delivery of the Contract of Purchase, the Remarketing Agreement, the



Tender Agency Agreement, the Initial Liquidity Facility, the Escrow Deposit Agreement and, if applicable, the Continuing Disclosure Certificate and the carrying out of their terms and the terms of the Bond Resolution; the issuance, sale, execution and delivery of the 2006 Series A Bonds; and the use of the Official Statement.

**SECTION 18. Authorization to Extend the Term of a Particular Liquidity Facility or to Procure a Substitute Liquidity Facility in Substitution Therefor.** The General Manager for Utilities of the City, or his or her designee, is hereby authorized, from time to time, (1) to extend the term of a particular Liquidity Facility for the 2006 Series A Bonds or (2) to procure a Substitute Liquidity Facility for the 2006 Series A Bonds in substitution for the Liquidity Facility then in effect with respect thereto, in either such case, upon such terms and conditions as shall be determined by the General Manager for Utilities of the City, or such designee, to be advantageous to the City and commercially reasonable (which terms and conditions (including, without limitation, the amounts of the “commitment fee” and other fees payable by the City thereunder and the specification of the interest rates payable on loans or advances thereunder) may differ from the terms and conditions then in effect pursuant to such Liquidity Facility then in effect), such determination to be confirmed in writing by the firm serving at that time as the System’s financial advisor to the extent provided below.

In connection with any such extension of the term of a particular Liquidity Facility, the General Manager for Utilities of the City, or his or her designee, is hereby further authorized to execute and deliver, on behalf of the City, such documents and instruments (including, without limitation, an amendment to such Liquidity Facility) as shall be determined by the General Manager for Utilities of the City, or such designee, to be (a) necessary or desirable and advantageous to the City and (b) in commercially reasonable form; *provided, however,* that if any such extension shall be on terms and conditions different from the terms and





conditions of such Liquidity Facility as then in effect, then (i) such determination of the General Manager for Utilities of the City, or such designee, shall be confirmed in writing by the firm serving at that time as the System's financial advisor and (ii) the form of each such document or instrument shall be approved by the City Attorney of the City or his or her designee as to form and legality prior to the execution thereof by the General Manager for Utilities of the City, or such designee.

In connection with any such procurement of a Substitute Liquidity Facility for the 2006 Series A Bonds in substitution for the Liquidity Facility then in effect with respect thereto, the General Manager for Utilities of the City, or his or her designee, is hereby further authorized to execute and deliver, on behalf of the City, such documents and instruments (including, without limitation, a standby bond purchase agreement, credit agreement or other similar document) as shall be determined by the General Manager for Utilities of the City, or such designee, to be (a) necessary or desirable and advantageous to the City and (b) in commercially reasonable form, such determination to be confirmed in writing by the firm serving at that time as the System's financial advisor; *provided, however*, that the form of each such document or instrument shall be approved by the City Attorney of the City or his or her designee as to form and legality prior to the execution thereof by the General Manager for Utilities of the City, or such designee; and *provided, further*, that the procedures utilized in connection with any such procurement shall be consistent with any requirements of any law, rule, regulation, ordinance or resolution applicable thereto.

**SECTION 19. Authorization to Remove the Remarketing Agent and/or Tender Agent for the 2006 Series A Bonds and to Appoint Successor(s) Therefor.** The General Manager for Utilities of the City, or his or her designee, is hereby authorized, from time to time, (a) to remove the firm at the time serving as Remarketing Agent for the 2006 Series A



Bonds and to appoint a successor therefor and/or (b) to remove the firm at the time serving as Tender Agent for the 2006 Series A Bonds and to appoint a successor therefor, in either such case, upon such terms and conditions as shall be determined by the General Manager for Utilities of the City, or such designee, to be advantageous to the City and commercially reasonable (which terms and conditions (including, without limitation, the amounts of the fees payable by the City thereto) may differ from the terms and conditions then in effect with respect to the Remarketing Agent and/or the Tender Agent, as the case may be, for the 2006 Series A Bonds then serving as such), such determination to be confirmed in writing by the firm serving at that time as the System's financial advisor; *provided, however*, that any such successor Remarketing Agent or Tender Agent shall have the qualifications to serve as such contained in the Bond Resolution (including the Seventeenth Supplemental Resolution).

In connection with any such removal and appointment of a successor Remarketing Agent and/or Tender Agent for the 2006 Series A Bonds, the General Manager for Utilities of the City, or his or her designee, is hereby further authorized to execute and deliver, on behalf of the City, such documents and instruments as shall be determined by the General Manager for Utilities of the City, or such designee to be (a) necessary or desirable and advantageous to the City and (b) in commercially reasonable form, such determination to be confirmed in writing by the firm serving at that time as the System's financial advisor; *provided, however*, that the form of each such document or instrument shall be approved by the City Attorney of the City or his or her designee as to form and legality prior to the execution thereof by the General Manager for Utilities of the City, or such designee.

**SECTION 20. Severability.** If any one or more of the covenants, agreements or provisions of this resolution should be determined by a court of competent jurisdiction to be



contrary to law, such provisions shall be deemed to be severable from the remaining provisions hereof and shall in no way effect the validity or enforceability of such remaining provisions.

**SECTION 21. Effective Date.** This resolution shall take effect immediately upon its adoption.

Dated this 26th day of June A.D., 2006.

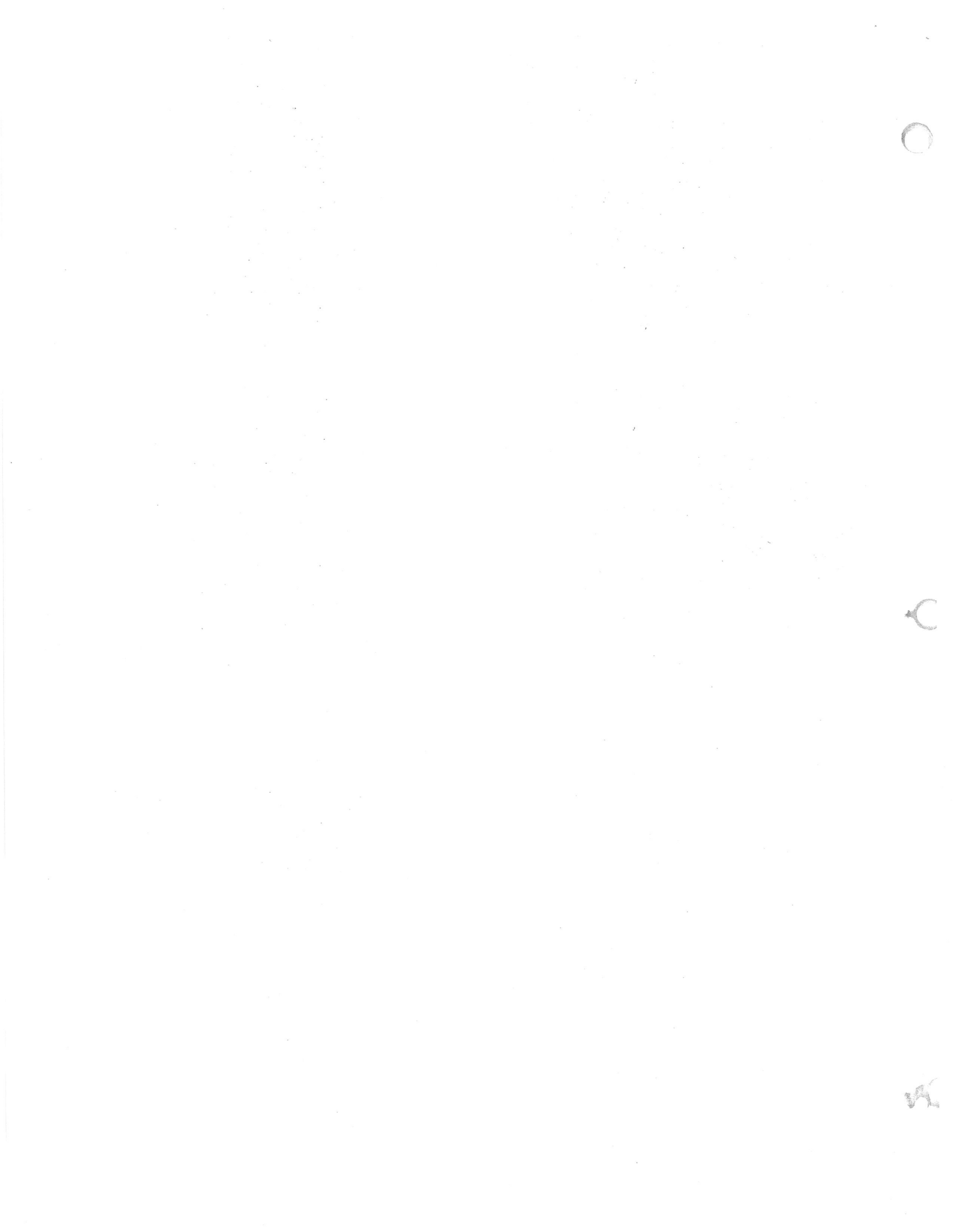
Regent Hamahan  
Mayor

ATTEST:  
  
Clerk of the Commission



Approved as to Form and Legality:

By August M. [Signature]  
City Attorney



## INDEX OF EXHIBITS

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- EXHIBIT D – Form of Remarketing Agreement
- EXHIBIT E – Form of Tender Agency Agreement
- EXHIBIT F – Form of Initial Liquidity Facility
- EXHIBIT G – Form of Escrow Deposit Agreement
- EXHIBIT H – Draft of Official Statement



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