

**AMENDMENT TO
THIRTY-FIRST SUPPLEMENTAL UTILITIES SYSTEM
REVENUE BOND RESOLUTION NO. 180818**

WHEREAS, pursuant to (a) Resolution No. 170395 incorporating by reference the Second Amended and Restated Utilities System Revenue Bond Resolution adopted by the City on September 21, 2017, as amended and supplemented (the "Resolution") and (b) the Thirty-First Supplemental Utilities System Revenue Bond Resolution No. 180818 adopted by the City on March 21, 2019 (the "Thirty-First Supplemental Resolution"), the City heretofore has authorized the issuance of its Variable Rate Utilities System Revenue Bonds, 2019 Series C (the "2019 Series C Bonds"); and

WHEREAS the 2019 Series C Bonds were authorized to be issued as variable rate demand obligations, initially in the Daily Mode or Weekly Mode (such term, and all other capitalized terms used herein without definition, having the respective meanings assigned thereto in the Resolution or, if not defined therein, in the Thirty-First Supplemental Resolution), and will upon issuance subject to mandatory and optional tender for purchase at certain times and under certain circumstances; and

WHEREAS, in order to enhance the marketability of the 2019 Series C Bonds and thereby reduce the interest cost to the City of the 2019 Series C Bonds, it is desirable that the 2019 Series C Bonds have short-term ratings assigned by Moody's, S&P and Fitch (the "Rating Agencies"); and

WHEREAS, in the course of assigning their respective ratings to the 2019 Series C Bonds, the Rating Agencies requested that certain technical amendments be made to the Thirty-First Supplemental Resolution; and

WHEREAS, the 2019 Series C Bonds have not been issued and therefor the City is authorized to amend the Thirty-First Supplemental Resolution, without the consent of the Holders of Outstanding Bonds; and

WHEREAS, it is hereby determined to be necessary and desirable that the Thirty-First Supplemental Resolution be amended in the manner provided herein in order to reflect the changes thereto requested by the Rating Agencies;

NOW, THEREFORE, BE IT RESOLVED by the City Commission of the City of Gainesville, Florida as follows:

ARTICLE I

AUTHORITY

SECTION 101. Supplemental Resolution. This Amendment to Thirty-First Supplemental Utilities System Revenue Bond Resolution (this "Amendment") is supplemental to, and is adopted in accordance with Article X of, the Resolution to amend the Thirty-First Supplemental Resolution prior to the issuance of the 2019 Series C Bonds.

SECTION 102. Authority for this Amendment. This Amendment is adopted (i) pursuant to the provisions of the Act and (ii) in accordance with the Resolution and the Thirty-First Supplemental Resolution.

ARTICLE II

AMENDMENT OF THIRTY-FIRST SUPPLEMENTAL RESOLUTION

SECTION 201. Amendment of Section 1.01 of the Thirty-First Supplemental Resolution. The definition of "Eligible Moneys" in Section 1.01 of the Thirty-First Supplemental Resolution is hereby deleted.

SECTION 202. Amendment of Section 2.06 of the Thirty-First Supplemental Resolution. Paragraph 8 of Section 2.06 of the Thirty-First Supplemental Resolution is hereby amended to read in its entirety as follows (with deletions indicated by strikethrough):

8. During the period the Letter of Credit or any Alternate Credit Facility consisting of a direct-pay letter of credit is in effect and the 2019 Series C Bonds are in the Weekly Mode or Daily Mode, there may be no ~~optional prepayment of 2019 Series C Bonds or~~ defeasance of the 2019 Series C Bonds ~~pursuant to Section 1201 of the Bond Resolution with money other than Eligible Moneys and or 2019 Series C Bank Bonds may not be defeased~~ pursuant to Section 1201 of the Bond Resolution. ~~In accordance with Section 7.03 hereof, the Trustee shall first draw on the Letter of Credit or such Alternate Credit Facility for such prepayment if such Letter of Credit or such Alternate Credit Facility is then in effect.~~

SECTION 203. Amendment of Section 3.01 of the Thirty-First Supplemental Resolution. Paragraph (a)(i) of Section 3.01 of the Thirty-First Supplemental Resolution is hereby amended to read in its entirety as follows (with additions indicated by double-underscoring):

(i) **Effective Date:** the first day of the newly designated Interest Mode or Interest Period for the 2019 Series C Bonds (referred to herein as the "Mode Adjustment Date"), which shall be (A) if the Interest Mode then in effect for the 2019 Series C Bonds is the Auction Mode with an Auction Period other than a daily Auction Period, the second Interest Payment Date following the final Auction Date, (B) if the Interest Mode then in effect for the 2019 Series C Bonds is the Auction Mode with a daily Auction Period, the Daily Mode or the Weekly Mode, an Interest Payment Date, (C) if the Interest Mode then in effect for the 2019 Series C Bonds is the Term Mode, any day following requisite notice on which the 2019 Series C Bonds could be redeemed at the option of the City pursuant to paragraph 2 or 3 of Section 2.06 at a Redemption Price of 100% of the principal amount thereof, plus accrued interest, if any, thereon, and (D) if the Interest Mode then in effect for the 2019 Series C Bonds is the Flexible Mode, the latest Interest Payment Date for all Interest Periods thereon then in effect or any Business Day thereafter.

SECTION 204. Amendment of Section 6.01 of the Thirty-First Supplemental Resolution. Section 6.01 of the Thirty-First Supplemental Resolution is hereby amended to read in its entirety as follows (with additions indicated by double-underscoring and deletions indicated by strikethrough):

SECTION 6.01 2019 Series C Bond Purchase Fund. There is hereby created a fund to be held by the Tender Agent and known as the "2019 Series C Bond Purchase Fund", consisting of a 2019 Series C Bond Liquidity Proceeds Account and a 2019 Series C Bond Remarketing Proceeds Account. The 2019 Series C Bond Purchase Fund and the Accounts therein (a) shall constitute Eligible Accounts, as such term is defined in Section 1.01 hereof and (b) shall not constitute funds or accounts for purposes of the Bond Resolution. In the event that the 2019 Series C Bond Purchase Fund or any Account therein shall no longer comply with the requirements set forth in said definition of the term "Eligible Account," the Tender Agent promptly (and, in any case, within not more than 30 calendar days) shall move the 2019 Series C Bond Purchase Fund and the Accounts therein to another financial institution such that such requirements again shall be satisfied. Amounts on deposit in the 2019 Series C Bond Purchase Fund shall not be commingled with the amounts held in any fund or account under the Bond Resolution. All amounts received by the Tender Agent from the Remarketing Agent representing the Purchase Price of 2019 Series C Bonds remarketed by the Remarketing Agent shall be deposited in the 2019 Series C Bond Remarketing Proceeds Account in the 2019 Series C Bond Purchase Fund. All amounts received by the Tender Agent from the Agent Bank representing the proceeds of a drawing or request for funding, as the case may be, under the Liquidity Facility to pay the Purchase Price of 2019 Series C Bonds tendered or deemed tendered for purchase shall be deposited in the 2019 Series C Bond Liquidity Proceeds Account in the 2019 Series C Bond Purchase Fund. All amounts on deposit in such Accounts in the 2019 Series C Bond Purchase Fund shall be used only to pay the Purchase Price of the 2019 Series C Bonds so remarketed (i) as provided in Section 3.10 in the case of 2019 Series C Bonds tendered for purchase and (ii) as provided in paragraph 5 of Section 5.01 in the case of 2019 Series C Bank Bonds being remarketed; *provided, however*, that in the event that there shall not be sufficient funds on deposit in the 2019 Series C Bond Purchase Fund to purchase all 2019 Series C Bonds subject to purchase on a particular date as a result of any Liquidity Provider failing to honor its commitment to advance funds under the Liquidity Facility, the Tender Agent shall select the particular 2019 Series C Bonds (or portions thereof or beneficial interests therein) to be so purchased at random in such manner as the Tender Agent in its discretion may deem fair and appropriate; and *provided, further*, that any funds on deposit in the 2019 Series C Bond Purchase Fund ~~Liquidity Proceeds Account~~ in the 2019 Series C Bond Purchase Fund that will not be required to be applied to the purchase of 2019 Series C Bonds tendered or deemed tendered for purchase shall be returned to the Agent Bank, in immediately available funds, by close of business of the Tender Agent, on the date on which such funds shall have been received by the Tender Agent (or such later time as may be specified in the Liquidity Facility).

SECTION 205. Amendment of Section 7.03 of the Thirty-First Supplemental Resolution. Section 7.03 of the Thirty-First Supplemental Resolution is hereby amended to read in its entirety as follows (with additions indicated by double-underscoring and deletions indicated by strikethrough):

SECTION 7.03 Drawings Under Letter of Credit to Effect Redemptions at the Election of the City. In the event that a Letter of Credit is in effect with respect to the 2019 Series C Bonds, on any date upon which the City shall have called for redemption at its election any 2019 Series C Bonds (other than 2019 Series C Bank Bonds or 2019 Series C Bonds held by or for the account of the City), the Trustee shall make a drawing under such Letter of Credit in an amount equal to the Redemption Price of such 2019 Series C Bonds so called for redemption, and shall use the proceeds of such drawing solely to pay such Redemption Price; ~~provided, however, upon direction of the City and deposit with the Trustee of Eligible Moneys, such payment of the Redemption Price may be made with Eligible Moneys in accordance with subsection 8 of Section 2.06.~~ Each such drawing shall be made by such date and time as shall be necessary to ensure that funds are available to pay such Redemption Price in a timely manner on the due date thereof. The Trustee shall make no drawing under a Letter of Credit, and no such drawing shall be used, to pay any 2019 Series C Bank Bonds or 2019 Series C Bonds held by or for the account of the City called for redemption at the election of the City.

SECTION 206. Amendment of Section 7.05 of the Thirty-First Supplemental Resolution. Section 7.05 of the Thirty-First Supplemental Resolution is hereby amended to read in its entirety as follows (with additions indicated by double-underscoring and deletions indicated by strikethrough):

SECTION 7.05 Notice of Failure to Honor Drawing Under Letter of Credit Application of Amounts in the 2019 Series C Bond Purchase Fund. ~~1.~~ Notwithstanding any other provision of this Thirty-First Supplemental Resolution or of the Bond Resolution, in the event that any drawing under a Letter of Credit to pay the principal or Redemption Price of, or interest on, the 2019 Series C Bonds shall not be honored in the full amount so drawn by the time provided therein for the honoring of drawings thereunder, the Trustee immediately shall (a) notify the City as to the occurrence of such circumstance and (b) apply amounts on deposit in the Debt Service Account ~~2019 Series C Bond Purchase Fund~~ and available therefor to the payment of such principal or Redemption Price or interest.

2. On any day on which a drawing under a Letter of Credit to pay the principal or Redemption Price of, or interest on, the 2019 Series C Bonds shall be honored by the Letter of Credit Issuer(s) of such Letter of Credit, the Trustee shall apply amounts on deposit in the Debt Service Account and available to pay such principal or Redemption Price or interest to reimburse such Letter of Credit Issuer(s) for the amount of such drawing by the time and in the manner provided in the Reimbursement Agreement relating to such Letter of Credit, but only after the application of such amounts pursuant to subsection 1 of this Section 7.05.

SECTION 207. Amendment of Section 7.06 of the Thirty-First Supplemental Resolution. The second paragraph of Paragraph 3 of Section 7.06 of the Thirty-First Supplemental Resolution is hereby amended to read in its entirety as follows (with additions indicated by double-underscoring):

Notwithstanding anything to the contrary contained herein, if, on any Substitution Date with respect to the 2019 Series C Bonds, (a) an Alternate Credit Facility is being substituted for the Credit Facility then in effect and (b) the Purchase Price, if any, principal or Redemption Price of, or interest on, any 2019 Series C Bonds is to be paid from the proceeds of a drawing on or request for funding under, as applicable, such Credit Facility then in effect, then the Trustee shall make a drawing on or request for funding under, as applicable, such Credit Facility then in effect that is being replaced by such Alternate Credit Facility, in order to obtain funds for the payment of such Purchase Price, if any, principal or Redemption Price or interest.

SECTION 208. Amendment of Section 7.07 of the Thirty-First Supplemental Resolution. The first paragraph of Section 7.07 of the Thirty-First Supplemental Resolution is hereby amended to read in its entirety as follows (with additions indicated by double-underscoring and deletions indicated by strikethrough):

SECTION 7.07 Authorization to Extend the Term of a Particular Liquidity Facility or Credit Facility. The General Manager, the Chief Financial Officer or such other Authorized Officer is hereby authorized, from time to time, (1) to extend the term of a particular Liquidity Facility or Credit Facility for the 2019 ~~2005~~ Series C Bonds, upon such terms and conditions as shall be determined by such Authorized Officer, 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 and/or Credit 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.

SECTION 209. Amendment of Section 11.08 of the Thirty-First Supplemental Resolution. Paragraph (b) of Section 11.08 of the Thirty-First Supplemental Resolution is hereby amended to read in its entirety as follows (with additions indicated by double-underscoring and deletions indicated by strikethrough):

(b) the Tender Agent shall not require indemnity as a condition to (i) drawing on or requesting funding under, as applicable any Credit Facility or any Liquidity Facility, (ii) giving notice in accordance with subsection 2 of Section 3.08 that the 2019 Series C Bonds have become subject to mandatory tender for purchase or (iii) making payment of the Purchase Price of 2019 Series C Bonds (or portions thereof or beneficial ownership interests therein) tendered or deemed tendered for purchase as provided in Article III hereof.

ARTICLE III

MISCELLANEOUS PROVISIONS

SECTION 301. Further Actions. Each Authorized Officer (as defined in the Thirty-First Supplemental Resolution) 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 this Supplemental Resolution. Notwithstanding anything to the contrary contained in the Thirty-First Supplemental Resolution, the General Manager, the Chief Financial Officer or any other Authorized Officer may determine the initial Interest Payment Date which date shall be set forth in the Purchase Contract or a certificate of such Authorized Officer.

SECTION 302. Effective Date. This Amendment shall be effective upon (i) the delivery to the Trustee of a copy hereof certified by an Authorized Officer of the City and (ii) the filing with the City of an instrument in writing made by the Trustee consenting hereto, in substantially the form attached hereto as Annex A.

Amendment to Thirty-First Supplemental Utilities System Revenue Bond Resolution approved and adopted April 18, 2019.

THE CITY OF GAINESVILLE, FLORIDA

Mayor

ATTESTED:

Clerk of the Commission

Approved as to Form and Legality:

City Attorney

CONSENT OF TRUSTEE

_____, 2019

The undersigned, as Trustee, under Resolution No. 170395 incorporating by reference the Second Amended and Restated Utilities System Revenue Bond Resolution adopted by the City of Gainesville, Florida (the "City") on September 21, 2017 (the "Bond Resolution"), as heretofore supplemented and amended hereby acknowledges the filing with it of a copy of the Amendment to Thirty-First Supplemental Utilities System Revenue Bond Resolution (the "Amendment") adopted by the City on April 18, 2019, certified by an Authorized Officer of the City pursuant to Section 1002 of the Bond Resolution, and hereby consents to the adoption of the Amendment.

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

By _____
Authorized Officer

[SEAL]

Attest:

Title: