
CITY OF GAINESVILLE, FLORIDA

**Not to Exceed
\$660,000,000
Utilities System Revenue Bonds,
2019 Series D**

and

**Not to Exceed
\$890,000,000
Utilities System Revenue Bonds,
2019 Series E**

**RESOLUTION NO. 190483
THIRTY-SECOND SUPPLEMENTAL UTILITIES SYSTEM
REVENUE BOND RESOLUTION**

Adopted October 17, 2019

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RESOLUTION NO. 190483

**THIRTY-SECOND SUPPLEMENTAL UTILITIES SYSTEM
REVENUE BOND RESOLUTION**

A RESOLUTION OF THE CITY COMMISSION OF THE CITY OF GAINESVILLE, FLORIDA FOR THE PURPOSE OF AUTHORIZING THE ISSUANCE, SALE, EXECUTION AND DELIVERY OF NOT TO EXCEED \$660,000,000 OF THE CITY OF GAINESVILLE, FLORIDA UTILITIES SYSTEM REVENUE BONDS, 2019 SERIES D AND \$890,000,000 OF THE CITY OF GAINESVILLE, FLORIDA UTILITIES SYSTEM REVENUE BONDS, 2019 SERIES E (COLLECTIVELY, THE "SERIES 2019 BONDS") IN ORDER TO PROVIDE MONEYS FOR THE PAYMENT OF ALL OR A PORTION OF THE COST OF REFUNDING ALL OR A PORTION OF CERTAIN OUTSTANDING UTILITY SYSTEM BONDS, AND TO PAY THE COSTS OF ISSUANCE THEREOF, AND DELEGATING THE AUTHORITY TO DETERMINE CERTAIN MATTERS IN CONNECTION THEREWITH; APPROVING THE NEGOTIATED SALE OF SUCH SERIES 2019 BONDS AND APPROVING THE FORM, AND AUTHORIZING THE EXECUTION AND DELIVERY, OF ONE OR MORE PURCHASE CONTRACTS WITH RESPECT THERETO, AND DELEGATING THE AUTHORITY TO DETERMINE CERTAIN MATTERS IN CONNECTION THEREWITH; APPROVING THE FORM, AND AUTHORIZING THE EXECUTION AND DELIVERY, OF A CONTINUING DISCLOSURE CERTIFICATE WITH RESPECT TO THE SERIES 2019 BONDS; AUTHORIZING THE AUTHENTICATION AND DELIVERY OF THE SERIES 2019 BONDS; AUTHORIZING THE PREPARATION AND DEEMING FINAL THE PRELIMINARY OFFICIAL STATEMENT AND EXECUTION AND DELIVERY OF A FINAL OFFICIAL STATEMENT EACH RELATING TO THE SERIES 2019 BONDS; APPROVING THE AMENDMENT OF AN INTEREST RATE HEDGE AGREEMENT RELATED TO OUTSTANDING BONDS; APPROVING THE CASH DEFEASANCE OF CERTAIN OUTSTANDING BONDS; APPROVING ENTERING INTO A QUALIFIED HEDGING CONTRACT TO SYNTHETICALLY FIX THE INTEREST RATE ON CERTAIN VARIABLE RATE BONDS; APPROVING THE FORM, AND AUTHORIZING THE EXECUTION AND DELIVERY, OF ONE OR MORE ESCROW DEPOSIT AGREEMENTS WITH RESPECT THERETO; AND AUTHORIZING CERTAIN CITY OFFICIALS TO TAKE ALL OTHER ACTIONS DEEMED NECESSARY OR ADVISABLE IN CONNECTION WITH THE ISSUANCE, SALE AND DELIVERY OF THE SERIES 2019 BONDS, DEFEASANCE OF CERTAIN BONDS AND AMENDMENT OF THE INTEREST RATE HEDGE AGREEMENT; PROVIDING CERTAIN OTHER MATTERS IN CONNECTION THEREWITH; AND PROVIDING AN EFFECTIVE DATE.

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 Resolution is supplemental to 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 "Master Resolution"). The Master Resolution as supplemented is hereinafter referred to as the "Bond Resolution."

1.02. Definitions. 1. All terms which are defined in Section 101 of the Master Resolution shall have the same meanings, respectively, in this Resolution, unless otherwise defined herein.

2. In this Resolution, in addition to the terms elsewhere defined herein, the following terms shall have the meanings set forth below:

"Authorized Officer" or **"Authorized Officers"** shall mean the "Authorized Officers of the City," as defined in the Bond Resolution.

"Business Day" shall mean a day other than (i) a Saturday, Sunday, legal holiday or day on which banking institutions in the city which the Paying Agent has designated as the location of its corporate trust offices are authorized or required by law or executive order to close, or (ii) a day on which the New York Stock Exchange is closed.

"Cash Defeased Bonds" shall mean all or a portion of the Utilities System Revenue Bonds included on Schedule "3" attached hereto that are defeased with available cash of the City.

"Chief Financial Officer" shall mean the Chief Financial Officer for Utilities as designated by the City from time to time.

"City" shall mean the City of Gainesville, Florida.

"City Attorney" shall mean the City Attorney, the Utilities Attorney or such other assistant City Attorney as designated by the City Attorney.

"Clerk" shall mean the Clerk of the City Commission, any Deputy Clerk of the City Commission or any Acting Clerk of the City Commission.

"Code" shall mean the Internal Revenue Code of 1986, as amended, and any rules and applicable regulations thereunder in effect or proposed.

"Continuing Disclosure Certificate" shall mean the Continuing Disclosure Certificate to be executed in connection with the issuance of the Series 2019 Bonds.

"Delivery Date" shall mean the date of the initial issuance and delivery of each of 2019 Series D Bonds and 2019 Series E Bonds, as applicable.

"DTC" shall mean The Depository Trust Company, New York, New York, or its successors.

"Escrow Agent" shall mean U.S. Bank National Association in its capacity as escrow agent under each Escrow Deposit Agreement.

"Escrow Deposit Agreement" shall mean each Escrow Deposit Agreement to be entered into between the City and the Escrow Agent in connection with the defeasance of the Cash Defeased Bonds and/or the Fixed Rate Refunded Bonds.

"Fixed Rate Refunded Bonds" shall mean all or a portion of the Utilities System Revenue Bonds included on Schedule "1" attached hereto that are refunded with proceeds of the 2019 Series E Bonds.

"General Manager" shall mean the General Manager for Utilities, as designated by the City from time to time.

"Mayor" shall mean the Mayor or Mayor-Commissioner Pro Tempore.

"Official Statement" shall mean the Official Statement of the City relating to the Series 2019 Bonds referred to in Section 3.03 hereof.

"Preliminary Official Statement" shall mean the Preliminary Official Statement of the City relating to the Series 2019 Bonds referred to in Section 3.04 hereof.

"Purchase Contract" shall mean each Bond Purchase Contract to be entered into between the City and the Underwriters in connection with the sale of the 2019 Series D Bonds and 2019 Series E Bonds and such other Series of Bonds issued hereunder.

"Rebate Amount" shall mean the excess of the future value, as of a computation date, of all receipts on nonpurpose investments (as defined in Section 1.148-3 of the Income Tax Regulations) over the future value, as of that date, of all payments on nonpurpose investments, but shall not include any amount exempted by Section 148(f) of the Code from payment to the United States.

"Refunded Bonds" shall mean collectively, the Fixed Rate Refunded Bonds and the Variable Rate Refunded Bonds.

"Resolution" shall mean this Thirty-Second Supplemental Utilities System Revenue Bond Resolution.

"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.

"2019 Hedge Agreement" shall mean the Qualified Hedging Contract authorized pursuant to Article VI herein.

"2019 Series D Bonds" shall mean the City's Utilities System Revenue Bonds, 2019 Series D, authorized by Article II of this Resolution, or such other series designation as permitted herein.

"2019 Series E Bonds" shall mean the City's Utilities System Revenue Bonds, 2019 Series E, authorized by Article II of this Resolution or such other series designation as permitted herein.

"Subordinated Bond Resolution" shall mean the Amended and Restated Subordinated Utilities System Bond Resolution adopted by the City on December 8, 2003, as amended.

"Swap Advisor" shall mean PFM Swap Advisors LLC, or such other entity as the City may designate as its Qualified Independent Representative.

"Synthetic Fixed Rate Bonds" shall mean all or a portion of the Utilities System Revenue Bonds included on Schedule "4" attached hereto which may be synthetically fixed pursuant to the 2019 Hedge Agreement authorized herein.

"Tax Exempt Bonds" shall mean Bonds authorized pursuant to Article II of this Resolution the interest on which is excludable from the gross income of the holder thereof for federal income tax purposes.

"Taxable Bonds" shall mean Bonds authorized pursuant to Article II of this Resolution which are not Tax Exempt Bonds.

"Underwriters" shall mean any or all of the following Goldman Sachs & Co., BofA Securities, Inc., Citigroup Global Markets Inc., Barclays Bank, Plc, and Wells Fargo Bank, National Association, and such other underwriting firms as determined by the General Manager and set forth in the Purchase Contract and execution of the Purchase Contract as provided herein shall be conclusive evidence of such approval.

"Variable Rate Refunded Bonds" shall mean all or a portion of the Variable Rate Utilities System Revenue Bonds included on Schedule "2" attached hereto that are refunded with proceeds of the 2019 Series D Bonds.

1.03. Authority for this Resolution. This Resolution is adopted (i) pursuant to the provisions of the Act and (ii) in accordance with Article II, Article X and Article XI of the Master Resolution, and other applicable provisions therein.

1.04. Findings. It is hereby ascertained, determined and declared that:

1. Pursuant to the Master Resolution, the City may issue Refunding Bonds for the purpose of refunding the Refunded Bonds and paying costs of issuance related thereto.

2. Pursuant to the Master Resolution, the City may defease the Cash Defeased Bonds with cash of the City and may terminate outstanding interest rate hedge agreements related to certain outstanding Bonds.

3. The City deems it necessary and in its best interest to issue and sell the 2019 Series D Bonds for the purpose of refunding the Variable Rate Refunded Bonds and paying costs of issuance related thereto upon satisfying the parameters set forth herein, in order to achieve a fixed interest rate and thereby reduce the risk of changes in the variable interest rate on the Variable Rate Refunded Bonds.

4. The City deems it necessary and in its best interest to issue and sell the 2019 Series E Bonds for the purpose of refunding the Fixed Rate Refunded Bonds and paying costs of issuance related thereto upon satisfying the parameters set forth herein in order to achieve debt service savings.

5. Because of the characteristics of the Series 2019 Bonds, prevailing and anticipated volatile market conditions, and savings and benefits to be realized from an expeditious sale of the Series 2019 Bonds, and taking into account the advice of PFM Financial Advisors LLC, the financial advisor to the City (the "Financial Advisor"), assuming the offer shall be made within the parameters for the terms of the Series 2019 Bonds hereinafter described, it shall be in the best interest of the City to accept the offer of the Underwriters to purchase the Series 2019 Bonds at a negotiated sale upon the terms and conditions outlined herein.

6. The City desires to delegate the award and sale of the Series 2019 Bonds and certain other matters hereunder to the General Manager or the Chief Financial Officer or such other Authorized Officer within the parameters set forth in this Resolution.

7. The City has previously entered into a Master Agreement, Schedule and Credit Support Annex with Goldman Sachs Bank USA (the "GS Counterparty"), each dated as of November 2, 2017, and thereafter entered into a trade confirmation with a trade date of November 7, 2017 in an original notional amount of \$105,000,000 (the transaction is referred to herein as the "GS Swap") pursuant to which the GS Counterparty pays a variable rate of interest and the GS Counterparty receives from the City a fixed rate of interests and the GS Swap includes an option of the City to terminate the GS Swap without payment of a termination fee on October 1, 2027 (the "Initial Cancellation Option Date") and semiannually thereafter until October 1, 2044, such transaction acting as an interest rate hedge with respect to the Variable Rate Utilities System Revenue Bonds, 2017 Series B (the "2017 Series B Bonds").

8. The City has determined that it may be advantageous to amend the GS Swap to extend the Initial Cancellation Option Date of the GS Swap in return for either an upfront payment or a reduction in the fixed rate interest rate of the GS Swap payable by the City to the GS Counterparty, subject to the parameters set forth herein.

9. The City deems it necessary and in its best interest to cash defease the Cash Defeased Bonds and pay the costs associated therewith with legally available funds of the Utility System upon satisfying the parameters set forth herein.

10. The City wishes to hedge its floating interest rate risk under all or a portion of the Synthetic Fixed Rate Bonds or to provide for a forward starting synthetic fixed rate payable by the City which will be used in connection with the expected issuance of a future floating rate Series of Bonds, in each case by entering into a Master ISDA Agreement and

Schedule and a Credit Support Annex reflecting the terms outlined in the Credit Support Annex Term Sheet, all in forms substantially as attached hereto as composite Exhibit F (collectively, the "Swap Documents") with the successful bidder or bidders pursuant to a bidding process heretofore initiated by the City (the "Counterparty"), and to enter into trade confirmations with respect thereto (collectively, the "Confirmation"), upon satisfying the conditions set forth herein (collectively, the "Swap").

11. The Swap Documents and Confirmation will collectively constitute Qualified Hedging Contracts, and the obligations thereunder (to the extent scheduled) will constitute Parity Hedging Contract Obligations under the Master Resolution and the termination payments and other Hedge Charges due thereunder shall constitute Subordinated Hedging Contract Obligations for purposes of the Master Resolution.

12. The City desires to delegate to the General Manager and Chief Financial Officer, or either of them, subject to the delegation parameters and limitations set forth herein, the authority to complete the negotiation of the Swap Documents, the Confirmation and the Swap, and to pay any associated costs from legally available funds of the City.

ARTICLE II AUTHORIZATION OF SERIES 2019 BONDS

2.01. Principal Amount, Designation of Series and Description of Series 2019 Bonds. Pursuant to the provisions of the Master Resolution, a Series of Bonds is hereby authorized in an aggregate principal amount which will not exceed \$660,000,000 and shall be designated as, and shall be distinguished from the Bonds of all other Series by the title, "Utilities System Revenue Bonds, 2019 Series D" with such additional identifying information as the General Manager may determine. Pursuant to the provisions of the Master Resolution, a second Series of Bonds is hereby authorized in an aggregate principal amount which will not exceed \$890,000,000 and shall be designated as, and shall be distinguished from the Bonds of all other Series by the title, "Utilities System Revenue Bonds, 2019 Series E" with such additional identifying information as the General Manager may determine, including whether such Bonds are Taxable Bonds. The General Manager may authorize the modification of the name or series designation of the Series 2019 Bonds, as deemed appropriate, with the approval of such modification to be evidenced by the execution of the Purchase Contract showing such modification. The series designation of the Series 2019 Bonds may be changed by the addition of a letter or letters or a numeral or numerals to reflect the issuance of the 2019 Series D Bonds and/or 2019 Series E Bonds in more than one series, if applicable, or to reflect the year of issuance or to reflect that interest of such Series of Bonds is or is not excludable from the gross income of the holder thereof.

If both Series of Bonds are issued as Tax-Exempt Bonds notwithstanding anything to the contrary herein, the aggregate principal amount authorized herein may be aggregated in a single Series. Subject to the maximum principal amounts set forth above, the actual aggregate principal amount of each Series of the Series 2019 Bonds to be issued shall be determined by the General Manager or the Chief Financial Officer or such other Authorized Officer and execution of the Purchase Contract as provided herein shall be conclusive evidence of such approval.

If the date for the payment of principal of, or premium, if any, or interest on any Series 2019 Bonds shall be a day other than a Business Day, then the date for such payment shall be the next succeeding Business Day, and payment on such day shall have the same force and effect as if made on the nominal date of payment.

The Series 2019 Bonds shall be and have all the qualities and incidents of negotiable instruments under the laws of the State of Florida, and each successive Bondholder, in accepting any of the Series 2019 Bonds, shall be conclusively deemed to have agreed that such Series 2019 Bonds shall be and have all of the qualities and incidents of negotiable instruments under the laws of the State of Florida.

2.02. Purpose. The 2019 Series D Bonds are being issued for the purposes of (1) refunding the Variable Rate Refunded Bonds and (2) providing for the payment of the costs of issuance related to the 2019 Series D Bonds. The 2019 Series E Bonds are being issued for the purposes of (1) refunding the Fixed Rate Refunded Bonds, and (2) providing for the payment of the costs of issuance related to the 2019 Series E Bonds.

2.03. Maturities and Interest; Certain Determinations with Respect to the Series 2019 Bonds. The Series 2019 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 on such date as may be set forth in the applicable Purchase Contract. Fully registered Series 2019 Bonds shall bear interest from the respective Delivery Dates, or, if one or more payments of interest on the Series 2019 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. The 2019 Series D Bonds shall be issued as Tax-Exempt Bonds. The 2019 Series E Bonds, or portions thereof, shall be issued as either Taxable Bonds and/or Tax-Exempt Bonds as shall be determined by the General Manager, the Chief Financial Officer or another Authorized Officer, based on the advice of the Financial Advisor and Bond Counsel, and execution of each Purchase Contract as provided herein shall be conclusive evidence of such approval.

The General Manager or the Chief Financial Officer, or such other Authorized Officer, in reliance upon advice of the Financial Advisor, is hereby directed and authorized to award the sale of the Series 2019 Bonds to the Underwriters, and to approve the terms of the Series 2019 Bonds, including, without limitation, the date thereof, the aggregate principal amount thereof, the interest rate or rates with respect thereto, whether such Series 2019 Bonds shall be subject to redemption prior to maturity as provided in Article IV of the Master Resolution by operation of the Debt Service Fund from mandatory Sinking Fund Installments and/or serial bonds, the purchase price thereof, the maturity dates thereof and the redemption terms (including, without limitation, optional, mandatory and make-whole) with respect thereto, all such terms to be set forth in the Purchase Contract and to determine in consultation with the Financial Advisor, whether either or both Series of Series 2019 Bonds shall be issued (which issuance may occur on different dates) and the aggregate principal amount of Fixed Rate Refunded Bonds and Variable Rate Refunded Bonds to be refunded; provided, however, the Purchase Contract shall not be executed by the General Manager or Chief Financial Officer or such other Authorized Officer unless the following conditions have been satisfied:

(a) The execution and delivery of any Purchase Contract shall occur on or before September 30, 2020;

(b) the aggregate principal amount of the 2019 Series D Bonds (without regard to net original issue premium or discount) shall not exceed \$660,000,000 and the aggregate principal amount of the 2019 Series E Bonds (without regard to net original issue premium or discount) shall not exceed \$890,000,000;

(c) the final maturity of the 2019 Series D Bonds shall not be later than the final maturity of the Variable Rate Refunded Bonds being refunded thereby and the final maturity of the 2019 Series E Bonds shall not be later than the final maturity date of the Fixed Rate Refunded Bonds being refunded thereby;

(d) If the Tax-Exempt Bonds shall be subject to optional redemption (A) the first optional call date shall not be later than eleven (11) years from the Delivery Date, and (B) the highest Redemption Price at which the 2019 Series D Bonds may be so redeemed shall be not greater than 100% of the principal amount thereof, plus accrued interest to the date of redemption.

(e) If the Taxable Bonds shall be subject to optional redemption, (i) the Taxable Bonds may be subject to a make-whole redemption as set forth in the form of 2019 Series E Bond herein and a spread over the Treasury Rate (as defined in the form of the 2019 Series E Bonds) of not greater than 1.00% (100 basis points) ("Make-Whole Redemption"), and/or (ii) the Taxable Bonds may be subject to optional redemption (A) the first optional call date shall not be later than eleven (11) years from the Delivery Date, and (B) the highest Redemption Price at which the Taxable Bonds may be so redeemed shall be not greater than 100% of the principal amount thereof, plus accrued interest to the date of redemption; provided, however, the determination of whether the Taxable Bonds shall be subject to optional redemption provisions set forth in clause (i) or (ii) shall be determined by the General Manager, the Chief Financial Officer or another Authorized Officer, based upon the advice of the Financial Advisor, and the execution of the applicable Purchase Contract as provided herein shall be conclusive evidence of such approval.

(f) (i) the purchase price for the 2019 Series D Bonds to be paid by the Underwriters pursuant to the applicable Purchase Contract shall not be less than 97% of the original principal amount thereof (excluding original issue discount and original issue premium), and (ii) the purchase price for the 2019 Series E Bonds to be paid by the Underwriters pursuant to the applicable Purchase Contract shall not be less than 97% of the original principal amount thereof (excluding original issue discount and original issue premium);

(g) the interest rate on the 2019 Series D Bonds shall not exceed the lesser of a true interest cost rate of 5.00% or the maximum rate permitted by law;

(h) (i) the interest rate on the 2019 Series E Bonds shall not exceed the lesser of a true interest cost rate of 5.00% or the maximum rate permitted by law, and (ii) the

overall net present value savings achieved by refunding the Fixed Rate Refunded Bonds selected to be refunded shall be no less than 5.00% of the par amount of such Fixed Rate Refunded Bonds.

The applicable Escrow Deposit Agreement shall expressly identify which Fixed Rate Refunded Bonds shall be defeased, execution of the Escrow Deposit Agreement shall be conclusive evidence of such determination. The Bond Purchase Agreement for the 2019 Series D Bonds shall expressly identify which Variable Rate Refunded Bonds shall be defeased, execution of the Bond Purchase Agreement shall be conclusive evidence of such determination. The Variable Rate Refunded Bonds shall not include any such portion of the Variable Rate Refunded Bonds which the interest rate is synthetically fixed pursuant to a Qualified Hedging Contract in accordance with Article VI hereof.

The Fixed Rate Refunded Bonds shall not include any such portion of the Fixed Rate Refunded Bonds which a forward starting Qualified Hedging Contract is entered into in accordance with Article VI hereof.

2.04. Redemption Provisions for Series 2019 Bonds. 1. The Series 2019 Bonds may be subject to optional redemption prior to maturity at the option of the City, either as a whole or in part on the dates and at the Redemption Prices, if any, set forth in such Series 2019 Bonds and in the applicable Purchase Contract, in accordance with Section 2.03 hereof. Except as otherwise provided by the Series 2019 Bonds with respect to such Series of Bonds, if fewer than all of a Series of Series 2019 Bonds subject to optional redemption are called for optional redemption, such Series of Series 2019 Bonds or Sinking Fund Installment to be redeemed shall be selected in such order of maturity and manner as the City, in its discretion, shall determine, and (a) if not Make-Whole Bonds (as hereinafter defined), if less than all of the Series 2019 Bonds of a maturity or a Sinking Fund Installment shall be called for redemption, such Series 2019 Bonds or Sinking Fund Installment to be redeemed shall be selected by lot within such maturity and (b) if less than all of the Taxable Bonds subject to a Make-Whole Redemption (the "Make-Whole Bonds") of a maturity or a Sinking Fund Installment shall be called for redemption such Make-Whole Bonds or Sinking Fund Installment to be redeemed shall be selected on a pro-rata pass-through distribution of principal basis in accordance with DTC Procedures, provided that, so long as the Make-Whole Bonds are held in book-entry form, the selection for redemption of such Make-Whole Bonds shall be made in accordance with the operational arrangements with DTC then in effect. The Series 2019 Bonds may also be subject to redemption prior to maturity as provided in Article IV of the Master Resolution by operation of the Debt Service Fund from mandatory Sinking Fund Installments which for the Series 2019 Bonds will match the mandatory redemption requirements for term bonds as set forth in the applicable Purchase Contract. In any event, the portion of Series 2019 Bonds to be redeemed in part shall be in principal amounts of \$5,000 or any integral multiple thereof.

2. Notwithstanding Section 405 of the Master Resolution, notice of redemption of the Series 2019 Bonds, may be given not more than sixty (60) days or less than twenty (20) days prior to the redemption date of the Series 2019 Bonds, and such notice may be given electronically. Notwithstanding any other provision hereof, notice of optional redemption may be conditioned upon the occurrence or non-occurrence of such event or events as shall be

specified in such notice of optional redemption and may also be subject to rescission by the City if expressly set forth in such notice.

3. Notwithstanding any provision contained in the Bond Resolution to the contrary, the City shall have the option to cause the Series 2019 Bonds to be purchased in lieu of redemption on the applicable redemption date at a price equal to the then applicable redemption price, plus accrued interest thereon to, but not including, the date of such purchase. Such option may be exercised by delivery to the Paying Agent (if the Trustee is not the Paying Agent for such Series 2019 Bonds) on or prior to the Business Day preceding the redemption date of a written notice of the City specifying that the Series 2019 Bonds shall not be redeemed, but instead shall be subject to purchase pursuant to this paragraph with the moneys provided or to be provided by or on behalf of the City. Upon delivery of such notice, the Series 2019 Bonds shall not be redeemed but shall instead be subject to mandatory tender at the redemption price on the date that would have been the redemption date.

2.05. Application of Proceeds of 2019 Series D Bonds. In accordance with subsection (7) of paragraph 1 of Section 202, paragraph 2 of Section 203 and paragraph 3 of Section 204 of the Master Resolution, the net proceeds of the 2019 Series D Bonds, to the extent permitted under the Code and not otherwise provided by the City by a certificate of the General Manager, Chief Financial Officer or another Authorized Officer, delivered at or prior to the Delivery Date, together with certain legally available funds of the City, if any, shall be applied in the following manner:

(A) The amount necessary to pay the principal amount of Variable Rate Refunded Bonds, together with accrued interest and redemption premium, if any, to their respective maturity dates, or earlier redemption dates, shall be transferred to the paying agent for the payment of such Refunded Bonds in accordance with the resolution for such Refunded Bonds.

(B) An amount sufficient to pay costs of issuance of the 2019 Series D Bonds shall be applied by the City to pay such costs (any of which costs may be paid directly by the Underwriters).

No proceeds of the 2019 Series D Bonds shall be deposited into the Rate Stabilization Fund, the Debt Service Reserve Account or any subaccount therein.

2.06. Application of Proceeds of 2019 Series E Bonds. In accordance with subsection (7) of paragraph 1 of Section 202 and paragraph 3 of Section 204 of the Resolution, the net proceeds of the 2019 Series E Bonds, to the extent not otherwise provided by the City by a certificate of the General Manager, Chief Financial Officer or another Authorized Officer, delivered at or prior to the Delivery Date, together with certain legally available funds of the City, if any, shall be applied in the following manner:

(A) An amount necessary to advance refund the Fixed Rate Refunded Bonds shall be transferred to the Escrow Agent to be deposited under an Escrow Deposit Agreement or to the extent that any such Fixed Refunded Bonds may be redeemed on the delivery date of the 2019 Series E Bonds, the principal amount of such Fixed Rate Refunded Bonds, together with accrued interest and redemption premium, if any, to their respective maturity dates, or earlier redemption

dates, shall be transferred to the paying agent for the payment of such Refunded Bonds in accordance with the resolution for such Refunded Bonds.

(B) An amount sufficient to pay costs of issuance of the 2019 Series E Bonds shall be applied by the City to pay such costs (any of which costs may be paid directly by the Underwriters).

No proceeds of the 2019 Series E Bonds shall be deposited into the Rate Stabilization Fund, the Debt Service Reserve Account or any subaccount therein.

ARTICLE III APPROVAL OF DOCUMENTS

3.01. Authorization and Approval of Negotiated Sale of the Series 2019 Bonds and Execution of the Purchase Contract; Delegation of Authority to Determine Certain Matters in Connection Therewith. The form of the Purchase Contract substantially in the form attached hereto as Exhibit A is hereby approved, subject to such changes, insertions and omissions and such filling of blanks therein as may be approved and made in such Purchase Contract by the General Manager, the Chief Financial Officer or any other Authorized Officer, executing the same, in a manner consistent with the provisions of this Resolution and subject to the terms hereof, such execution to be conclusive evidence of such approval. Upon compliance with the provisions in Section 2.03 herein and receipt of a disclosure statement and truth-in-bonding statement from the representative of the Underwriters meeting the requirements of Section 218.385, Florida Statutes, and subject to the other provisions of this Resolution, the Authorized Officer signing the same, with the advice of the Financial Advisor, is hereby authorized and directed to accept the offer of the Underwriters to purchase the Series 2019 Bonds, upon the terms, conditions and redemption provisions set forth in the Purchase Contract. Subject to the provisions set forth herein, the General Manager, the Chief Financial Officer or such other Authorized Officer, is hereby authorized to execute one or more Purchase Contracts for and on behalf of the City pursuant to the terms hereof and of such Purchase Contract and the Clerk is hereby authorized to attest such signature to the extent required by the form of such Purchase Contract, subject to the approval of the City Attorney as to form and legality.

3.02. Authorization of Authentication. U.S. Bank National Association, as Trustee under the Bond Resolution, is hereby requested and authorized to authenticate the Series 2019 Bonds in the aggregate principal amounts determined as provided in Section 2.03 hereof, and to deliver such Bonds to or on behalf of the Underwriters, upon payment for the account of the City of the sum specified in each Purchase Contract pursuant to the terms of the Bond Resolution and each such Purchase Contract.

3.03. Preliminary Official Statement. The City hereby authorizes the distribution and use of one or more Preliminary Official Statements in substantially the form attached hereto as Exhibit C in connection with offering the Series 2019 Bonds for sale. If between the date hereof and the mailing of the Preliminary Official Statement, it is necessary to make insertions, modifications or changes in the Preliminary Official Statement (including to reflect the sale of Series 2019 Bonds at more than one time), the General Manager or the Chief Financial Officer (or their designee) are each hereby authorized to approve such insertions, changes and

modifications. The General Manager or the Chief Financial Officer are each hereby authorized to deem each Preliminary Official Statement "final" within the meaning of Rule 15c2-12(b) under the Securities Exchange Act of 1934 in the form as mailed. Execution of a certificate by the General Manager or the Chief Financial Officer deeming each such Preliminary Official Statement "final" as described above shall be conclusive evidence of the approval of any insertions, changes or modifications.

3.04. Official Statement. Subject in all respects with the satisfaction of the conditions set forth in Section 2.03 hereof, the General Manager or such other Authorized Officer is authorized and directed to execute and deliver one or more Official Statements in the name and on behalf of the City, and thereupon to cause each such Official Statement to be delivered to the Underwriters with such changes, amendments, modifications, omissions and additions as may be approved by such Authorized Officers executing the same. Each such Official Statement, including any such changes, amendments, modifications, omissions and additions as approved by such Authorized Officers and the information contained therein are hereby approved and authorized to be used in connection with the sale of the Series 2019 Bonds to the public. Execution by said Authorized Officers of each Official Statement shall be deemed to be conclusive evidence of approval of such changes.

3.05. Secondary Market Disclosure. The City hereby covenants and agrees that, in order to provide for compliance by the Underwriters with the secondary market disclosure requirements of Rule 15c2-12, the City will comply with and carry out all of the provisions of each Continuing Disclosure Certificate to be executed by the City upon the issuance of each Series of Series 2019 Bonds, as it may be amended from time to time in accordance with the terms thereof. Each Continuing Disclosure Certificate shall be substantially in the form of Exhibit D with such changes, amendments, modifications, omissions and additions as shall be approved by the General Manager or such other Authorized Officer, who is hereby authorized to execute and deliver such certificate. Execution by such Authorized Officer shall be deemed to be conclusive evidence of approval of such changes. Notwithstanding any other provision of this Resolution, failure of the City to comply with each such Continuing Disclosure Certificate shall not be considered an event of default under the Bond Resolution; provided, however, any Series 2019 Bondholder may take such actions as may be necessary and appropriate, including seeking mandamus or specific performance by court order, to cause the City to comply with its obligations under this Section 3.05 and the Continuing Disclosure Certificate applicable to such Series. For purposes of this Section 3.05, "Series 2019 Bondholder" shall mean any person who (A) has the power, directly or indirectly, to vote or consent with respect to, or to dispose of ownership of, any Series 2019 Bonds (including persons holding Series 2019 Bonds through nominees, depositories or other intermediaries), or (B) is treated as the owner of any Series 2019 Bond for federal income tax purposes.

3.06. Approval of Escrow Deposit Agreement; Appointment of Escrow Agent; Purchase of Escrow Investments. The Escrow Deposit Agreement to be utilized in connection with the refunding and redemption of the Fixed Rate Refunded Bonds and Cash Defeased Bonds, a form of which is attached hereto as Exhibit E, is hereby approved, subject to such changes, insertions and omissions and filling of blanks therein as may be approved and made in such form of such Escrow Deposit Agreement by the officers of the City executing the same, in a manner consistent with the provisions of this Resolution, such execution to be conclusive evidence of

such approval. Subject to the provisions set forth herein, the General Manager, the Chief Financial Officer or such other Authorized Officer, is hereby authorized to execute one or more Escrow Deposit Agreements for and on behalf of the City pursuant to the terms hereof and of such Escrow Deposit Agreements and the Clerk is hereby authorized to attest such signature to the extent required by the form of such Escrow Deposit Agreements, subject to the approval of the City Attorney as to form and legality. U.S. Bank National Association, is hereby appointed as Escrow Agent under each such Escrow Deposit Agreement and, to the extent applicable, is hereby authorized to subscribe for or to purchase on behalf of the Issuer securities for deposit under each such Escrow Deposit Agreement.

In connection with the refunding of the Fixed Rate Refunded Bonds and the Cash Defeased Bonds, each Authorized Officer is hereby authorized to cause proceeds of the 2019 Series E Bonds and/or other legally available funds, and earnings thereon, to be invested in United States Treasury Securities - State and Local Government Series ("SLGS") or other United States Treasury Securities or other obligations permitted to be used to accomplish the defeasance of the Fixed Rate Refunded Bonds and the Cash Defeased Bonds, as applicable, in such amounts, at such times, maturing at such times and having such rate or rates of interest as such officer shall determine is necessary or desirable; and any authorized officer of the escrow agent or the Financial Advisor (or an affiliate company of the Financial Advisor) is hereby authorized in the name and on behalf of the City to submit subscriptions to the Bureau of Public Debt of the United States Department of the Treasury for the purchase of book-entry form SLGS, and to take such other action as such person deems necessary or appropriate to effectuate such purposes or to purchase such other obligations, including, without limitation, the solicitation of bids for the sale of such securities to the City for deposit under the applicable Escrow Deposit Agreement and the engagement of the Financial Advisor (or an affiliate company of the Financial Advisor) or such other firm, to solicit such bids is hereby authorized. Each Authorized Officer is hereby authorized to amend or supplement any such Escrow Deposit Agreements to purchase such securities after the deposit of funds therein and to deliver such other certificates, notices and agreements necessary to accomplish the investment of such proceeds.

3.07. Authorization to Amend Swap. The General Manager, Chief Financial Officer or any Authorized Officer, upon the advice of the Financial Advisor (or an affiliate company of the Financial Advisor), are each hereby authorized to enter into documents to amend the GS Swap in order to extend the Initial Cancellation Option Date to a date not to exceed October 1, 2034 and to execute and deliver such agreements, documents and instruments on behalf of the City as may be necessary to evidence such amendments; provided, however, that no such documents to effect such amendment shall be executed and delivered unless (x)(i) the aggregate settlement payment to the City, exclusive of costs and expenses of the City incurred in connection therewith, is at least \$5,000,000, or (ii) the minimum annual savings based on a reduction in the fixed interest rate leg of the swap is at least \$200,000, and (y) such amendment shall be effective on or before September 30, 2020. The amendments referred to herein shall relate only to the GS Swap and shall not affect any other transactions of the City under any other agreements.

3.08. Authorization to Defeasement Bonds. The General Manager, Chief Financial Officer or any Authorized Officers, upon the advice of the Financial Advisor (or an affiliate company of the Financial Advisor), are each hereby authorized to determine which Cash Defeased Bonds

shall be selected for defeasance and to use available cash of the Utility System to defease up to \$25,000,000 of the Cash Defeased Bonds and to deposit such amounts under an Escrow Deposit Agreement in the form approved under Section 3.06 hereof in amount sufficient, together with investment earnings thereon to pay the principal of, redemption premium if any, and interest thereon to their maturity or earlier redemption, provided, however, such defeasance must occur on or before September 30, 2020. The Escrow Deposit Agreement shall expressly identify which Cash Defeased Bonds shall be defeased, execution of the Escrow Deposit Agreement shall be conclusive evidence of such determination.

3.09. Execution and Delivery of Series 2019 Bonds and Related Documents. The Mayor of the City is hereby authorized to execute the Series 2019 Bonds on behalf of the City, subject to the approval of the City Attorney as to form and legality; *provided, however*, that the Series 2019 Bonds shall be executed and delivered pursuant to the Bond Resolution and applicable law. The Authorized Officers, collectively or individually, upon satisfaction of the conditions set forth herein, are hereby authorized to execute one or more Purchase Contracts, Continuing Disclosure Certificates, Escrow Deposit Agreements and Official Statements on behalf of the City, each subject to completion thereof, and with such changes therein as the officer(s) 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 as to form and legality. The City Clerk is hereby authorized to cause the seal of the City to be affixed to each of the Series 2019 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. The Authorized Officers, individually and collectively and the officers, attorneys and other agents or employees of the City are each hereby authorized to do all acts and things required of them by the Bond Resolution, each Official Statement, Purchase Contract or Escrow Deposit Agreement or desirable or consistent with the requirements of the Bond Resolution, each Official Statement, Escrow Deposit Agreement or Purchase Contract for the full punctual and complete performance of all the terms, covenants and agreements contained herein or in each Series of Series 2019 Bonds, the Bond Resolution, each Official Statement, Escrow Deposit Agreement and Purchase Contract and each Authorized Officer, employee, attorney and officer of the City is hereby authorized and directed to execute and deliver any and all papers and instruments, and to be and cause to be done any and all acts and things necessary or proper for carrying out the transactions contemplated hereunder.

3.10. Further Actions. Each Authorized Officer and the City Attorney 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 Resolution and the approval, execution and delivery of each Purchase Contract, Continuing Disclosure Certificate and Escrow Deposit Agreement and the carrying out of their terms and the terms of the Bond Resolution, including without limitation the issuance, sale, execution and delivery of the Series 2019 Bonds, and the use of each Preliminary Official Statement and each Official Statement.

**ARTICLE IV
ADDITIONAL PROVISIONS RELATING
TO THE SERIES 2019 BONDS**

4.01. Minimum Denominations, Dates, Numbers and Letters. The Series 2019 Bonds shall be dated as of their date of issuance, shall be issued in the form of fully registered Bonds in the denomination of \$5,000 principal amount or any integral multiple thereof, shall be numbered consecutively from one upward in order of maturity within a Series and preceded by the letter "R," with such additional identifying information as the General Manager may determine, and shall bear interest from their date or dates of issuance payable on such dates as provided in Section 2.03 hereof. Interest on the Series 2019 Bonds will be computed on the basis of a 360-day year consisting of twelve-30 day months.

4.02. Designation of the Series 2019 Bonds as Book Entry Bonds; Appointment of Securities Depository for the Series 2019 Bonds. 1. Except as provided in paragraph 4 below, the Series 2019 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 Master Resolution.

2. DTC is hereby appointed as the initial Securities Depository for the Series 2019 Bonds.

3. The Series 2019 Bonds of each Series 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 Series 2019 Bonds, as applicable, registered in the name of Cede & Co. ("Cede"), as nominee of DTC. So long thereafter as DTC serves as Securities Depository for the Series 2019 Bonds, the registered holder of all Series 2019 Bonds shall be, and each of the Series 2019 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 Bond Resolution, the word "Cede" in this Resolution shall refer to such new nominee of DTC. So long as any of the Series 2019 Bonds is registered in the name of Cede, as nominee of DTC in its capacity as Securities Depository for the Series 2019 Bonds, all payments with respect to the principal or Redemption Price of, and interest on, such Series 2019 Bond and all notices with respect to such Series 2019 Bond shall be made or given to DTC as provided in the procedures of DTC as in effect from time to time.

4. With respect to the Series 2019 Bonds registered in the registration books kept by the Bond Registrar in the name of Cede & Co., as nominee of DTC, the City and the Bond Registrar shall have no responsibility or obligation to any direct or indirect participant in the DTC book-entry program (a "Participant"). Without limiting the immediately preceding sentence, the City and the Bond Registrar shall have no responsibility or obligation with respect to (A) the accuracy of the records of DTC, Cede & Co. or any Participant with respect to any ownership interest on the Series 2019 Bonds, (B) the delivery to any Participant or any other person other than a Series 2019 Bondholder, as shown in the registration books kept by the Bond Registrar, of any notice with respect to the Series 2019 Bonds, including any notice of redemption, or (C) the payment to any Participant or any other person, other than a Series 2019 Bondholder, as shown in the registration books kept by the Bond Registrar, of any amount with

respect to principal, interest or redemption premium, if any, of the Series 2019 Bonds. The City and the Bond Registrar may treat and consider the person in whose name each Series 2019 Bond is registered in the registration books kept by the Bond Registrar as the Holder and absolute owner of such Series 2019 Bond for the purpose of payment of principal, interest or redemption premium, if any, with respect to such Series 2019 Bond, for the purpose of giving notices of redemption and other matters with respect to such Series 2019 Bond, for the purpose of registering transfers with respect to such Series 2019 Bond, and for all other purposes whatsoever. The Bond Registrar shall pay all principal, interest or redemption premium, if any, of the Series 2019 Bonds only to or upon the order of the respective Owners, as shown in the registration books kept by the Bond Registrar, or their respective attorneys duly authorized in writing, as provided herein and in the Bond Resolution and all such payments shall be valid and effective to fully satisfy and discharge the City's obligations with respect to payment of principal, interest or redemption premium, if any, of the Series 2019 Bonds to the extent of the sum or sums so paid. No person other than a Holder of Bonds, as shown in the registration books kept by the Bond Registrar, shall receive a certificated Series 2019 Bond evidencing the obligation of the City to make payments of principal, interest or redemption premium, if any, pursuant to the provisions hereof.

5. (a) DTC may determine to discontinue providing its services as Securities Depository for the Series 2019 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 Series 2019 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 Bond Resolution upon reasonable and customary terms. If no such successor can be found within such period, the Series 2019 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 Series 2019 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 5, (i) the City shall execute and the Trustee shall authenticate and deliver, upon presentation and surrender of the Series 2019 Bonds 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 Series 2019 Bonds and (ii) the Bond Registrar shall notify the Paying Agents that the Series 2019 Bonds no longer are restricted to being registered in the registration books kept by the Bond Registrar in the name of a Securities Depository.

4.03. Place of Payment and Paying Agents. Except as provided in Section 309 of the Master Resolution and Section 4.02 hereof, the principal and Redemption Price of the Series 2019 Bonds shall be payable at the designated corporate trust office of U.S. Bank National Association, and such institution is hereby appointed Paying Agent for the Series 2019 Bonds. Except as provided in Section 309 of the Master Resolution and Section 4.02 hereof, the principal and Redemption Price of the Series 2019 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 Bond Resolution. Except as provided in Section 309 of the

Master Resolution and Section 4.02 hereof, interest on the Series 2019 Bonds shall be payable by check or draft of the Trustee or wire transfer (or other electronic payment method), 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 designated corporate trust office of the Trustee, as Bond Registrar. U.S. Bank National Association is hereby requested to execute an acceptance of the office of Paying Agent for the Series 2019 Bonds in substantially the form attached hereto as Exhibit B.

4.04. Tax Covenants Relating to the Tax-Exempt Bonds. It is the intention of the City and all parties under its control that the interest on Tax-Exempt Bonds issued hereunder be and remain excluded from gross income for federal income tax purposes and to this end the City hereby represents to and covenants with each of the holders of the Tax-Exempt Bonds issued hereunder that it will comply with the requirements applicable to it contained in Section 103 and Part IV of Subchapter B of Chapter 1 of Subtitle A of the Code to the extent necessary to preserve the exclusion of interest on the Tax-Exempt Bonds issued hereunder from gross income for federal income tax purposes. Specifically, without intending to limit in any way the generality of the foregoing, the City covenants and agrees:

(A) to the extent required by the Code, to make or cause to be made all necessary determinations and calculations of the Rebate Amount and required payments of the Rebate Amount;

(B) to set aside sufficient moneys from the Revenues to timely pay the Rebate Amount to the United States of America;

(C) to pay, at the times and to the extent required under the Code, the Rebate Amount to the United States of America from the funds described in (B) above;

(D) to maintain and retain all records pertaining to the Rebate Amount with respect to the Tax-Exempt Bonds issued hereunder and required payments of the Rebate Amount with respect to the Tax-Exempt Bonds for at least six years after the final maturity of the Tax-Exempt Bonds or such other period as shall be necessary to comply with the Code;

(E) to refrain from taking any action that would cause the Tax-Exempt Bonds issued hereunder to become arbitrage bonds under Section 148 of the Code; and

(F) to refrain from using proceeds of the Tax-Exempt Bonds issued hereunder in a manner that would cause the Tax-Exempt Bonds or any of them to be classified as private activity bonds under Sections 141(a) and/or 141(d) of the Code.

The City understands that the foregoing covenants impose continuing obligations of the City that will exist as long as the requirements of Section 103 and Part IV of Subchapter B of Chapter 1 of Subtitle A of the Code are applicable to the Tax-Exempt Bonds.

Notwithstanding any other provision of the Bond Resolution, the obligation of the City to pay the Rebate Amount to the United States of America and to comply with the other requirements of this Section shall survive the defeasance or payment in full of the Tax-Exempt Bonds.

Notwithstanding any other provision of the Bond Resolution to the contrary, (a) upon the City's failure to observe or refusal to comply with the above covenants, the Holders of the Tax-Exempt Bonds, or the Trustee acting on their behalf, shall be entitled to the rights and remedies provided to Bondholders under the Bond Resolution, other than the right (which is hereby abrogated solely in regard to the City's failure to observe or refusal to comply with the covenants of this Section) to declare the principal of all Tax-Exempt Bonds then outstanding, and the interest accrued thereon, to be due and payable and (b) neither the Holders of the Bonds of any Series other than the Tax-Exempt Bonds, nor the Trustee acting on their behalf, shall be entitled to exercise any right or remedy provided to Bondholders under the Bond Resolution based upon the City's failure to observe, or refusal to comply with, the above covenants.

**ARTICLE V
FORM OF BONDS**

5.01. Form of Bonds; Trustee's Certificate of Authentication. Subject to the provisions of the Bond Resolution, the form of the Series 2019 Bonds and the Trustee's certificate of authentication shall be of substantially the following tenor with such omissions, insertions, and variations as may be necessary and desirable, and as may be authorized or permitted by the Bond Resolution and approved by the Mayor and the Trustee:

No. R-___ \$ _____

**UNITED STATES OF AMERICA
STATE OF FLORIDA
CITY OF GAINESVILLE
UTILITIES SYSTEM REVENUE BOND,
2019 SERIES [D][E] [(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 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 _____ 1, 20____, 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 or wire transfer (or other electronic payment method) 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, 2019 Series [D][E] [(Federally Taxable)]" (herein sometimes called the "2019 Series [D][E] 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 Resolution No. 170395 incorporating by reference the Second Amended and Restated Utilities System Revenue Bond Resolution adopted by the City on September 21, 2017 (the "Bond Resolution"), as amended and supplemented, including as supplemented by a resolution supplemental thereto authorizing, among others, the 2019 Series [D][E] Bonds (collectively with the Bond Resolution, 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 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 terms and conditions upon which the Bonds are issued and may be issued thereunder, and for the other terms and provisions thereof.

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 2019 Series [D][E] Bonds are issuable in the form of fully registered bonds in the denominations of \$5,000 or any multiple of \$5,000 in excess thereof.

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

[2019 Series D Bonds Only] [The 2019 Series D Bonds [maturing on and after _____ 1, 20__] [also] are subject to redemption prior to maturity at the election of the City, on and after _____ 1, 20__, as a whole or in part at any time, at a redemption price of 100% of the principal amount thereof, plus accrued interest to the date of redemption.

If less than all of the 2019 Series D Bonds of like maturity are to be redeemed, the particular 2019 Series D Bonds or portions of such Bonds of such maturity (or Sinking Fund Installment) shall be selected by the Trustee in accordance with the Resolution.]

[2019 Series E Bonds Only] [The 2019 Series E Bonds of each maturity are subject to redemption at the option of the City in whole or in part pro-rata at any time at the Redemption Price that is the greater of (A) 100% of the principal amount of the 2019 Series E Bonds to be redeemed and (B) the sum of the present value of the remaining scheduled payments of principal and interest to the maturity date of the 2019 Series E Bonds to be redeemed, not including any portion of those payments of interest accrued unpaid as of the date on which the 2019 Series E Bonds are to be redeemed, discounted to the date on which the 2019 Series E Bonds are to be redeemed on a semi-annual basis, assuming a 360-day year consisting of twelve 30-day months, at the Treasury Rate (as defined below) plus [____] basis points, plus, in each

case, accrued and unpaid interest on the 2019 Series E Bonds to be redeemed to but not including the redemption date.

"Treasury Rate" means, as of any redemption date for a 2019 Series E Bond, (i) the time-weighted interpolated average yield to maturity, assuming a 360-day year consisting of twelve 30-day months, for a term equal to the Make Whole Period of the yields of the two U.S. Treasury nominal securities at "constant maturity" (as compiled and published in the Federal Reserve Statistical Release H.15 (519) that is publicly available not less than two (2) Business Days nor more than [45] calendar days prior to the redemption date (excluding inflation indexed securities) (or, if such Statistical Release is no longer published, any publicly available source of similar market data reasonably selected by the Trustee most nearly equal to the period from the redemption date to the maturity date of such 2019 Series E Bond)) maturing immediately preceding and succeeding the Make Whole Period or (ii) if the period from the redemption date to such maturity date is less than one year, the weekly average yield on actually traded U.S. Treasury Securities adjusted to a constant maturity of one year. The Treasury Rate will be determined by the Calculation Agent.

The redemption price of the 2019 Series E Bonds to be redeemed pursuant to the make whole optional redemption provision described above will be determined by Calculation Agent or an independent accounting firm, investment banking firm or financial advisor retained by the City at the City's expense to calculate such redemption price. The Trustee and the City may conclusively rely on such determination of redemption price by such Calculation Agent or independent accounting firm, investment banking firm or financial advisor and will not be liable for such reliance.

"Calculation Agent" means an independent accounting firm, investment banking firm or financial advisor retained by the City and compensated by the City at the City's expense to determine the redemption price of the 2019 Series E Bonds to be redeemed pursuant to the make whole optional redemption provisions above.

"Make Whole Period" means the period between the date of redemption of the 2019 Series E Bonds to be redeemed pursuant to the make whole redemption provisions and the maturity date.

If less than all of the 2019 Series E Bonds are to be so redeemed, the Trustee will select the 2019 Series E Bonds to be redeemed from the outstanding 2019 Series E Bonds on a pro-rata pass through distribution of principal basis, provided that, so long as the 2019 Series E Bonds shall be made in accordance with the operational arrangements of DTC then in effect and, if DTC operational arrangements do not allow for the redemption on a pro-rata pass-through distribution of principal basis, the 2019 Series E Bonds will be selected for redemption, in accordance with DTC procedures, by lot. The portion of any 2019 Series E Bonds of a denomination of more than \$5,000 to be redeemed will be on the principal amount of \$5,000 or any integral multiple thereof.]

The 2019 Series [D][E] 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 2019 Series

[D][E] Bonds not less than 20 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 2019 Series [D][E] Bond will not affect the validity of the proceedings for the redemption of any other 2019 Series [D][E] Bonds. If notice of redemption shall have been given as aforesaid and shall not have been rescinded or ceased to be in effect, the 2019 Series [D][E] 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 2019 Series [D][E] 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 2019 Series [D][E] 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

**[FORM OF CERTIFICATE OF AUTHENTICATION
ON SERIES 2019 BONDS]**

TRUSTEE'S CERTIFICATE OF AUTHENTICATION

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

U.S. BANK NATIONAL ASSOCIATION,
Trustee

By: _____
Authorized Officer

**ARTICLE VI
SYNTHETIC FIXED RATE BONDS**

6.01. Authorization Swap Documents; Delegation. The Swap Documents, each in the form attached hereto as composite Exhibit "F" are hereby approved. The General Manager and the Chief Financial Officer are, or either of them is, upon the recommendation of the Swap Advisor and Financial Advisor, hereby authorized and directed to conduct a negotiated bid of the Swap with counterparties designated by the Swap Advisor, to select the successful bidder(s), to complete the negotiation of the Swap Documents, including the full negotiation of the Schedule, the Credit Support Annex and the Confirmation and the approval of changes to the Swap Documents and Confirmation as they deem necessary, and to effectuate one or more interest rate hedges thereunder that will (x) convert the floating rate of all or a portion of the Synthetic Fixed

Rate Bonds to a synthetic fixed rate through the scheduled maturity date of such Synthetic Fixed Rate Bonds (referred to herein as the "Synthetic Fixed Rate Transaction"), and/or (y) provide for a forward starting synthetic fixed rate payable by the City which will be used in connection with the expected issuance of a future floating rate Series of Bonds (the "Future Bonds"), the proceeds of which when issued will be used to refund all or any portion of the Fixed Rate Refunded Bonds (referred to herein as the "Forward Starting Swap Transaction"), all in accordance with the delegation parameters set forth below. Such officers, or either of them, are further authorized to negotiate and execute all Swap Documents and Confirmations and other documents necessary or related to effectuate the Swap, including without limitation, Dodd Frank Protocols and related documentation, and to take such further action, all as may be necessary or desirable to effectuate the Swap, provided in each case that the parameters described herein are satisfied. The Synthetic Fixed Rate Bonds to which the Synthetic Fixed Rate Transaction would apply shall not include such portion of the Synthetic Fixed Rate Bonds which are refunded with proceeds of the 2019 Series D Bonds. The Fixed Rate Refunded Bonds to which the Forward Swap Transaction would apply shall not include such portion of the Fixed Rate Refunded Bonds which are refunded with proceeds of the 2019 Series E Bonds.

The City acknowledges that the London Interbank Offered Rate, commonly referred to as "LIBOR", as a reference index published by International Continental Exchange Benchmark Administration Ltd. ("ICE") as a sponsor, is expected to be cease to be required to be determined by the participating reference banks by the end of 2021 and a substitution rate and equivalency factors have not been commonly agreed to in the market. Thus, the City hereby delegates to the General Manager and the Chief Financial Officer, in consultation with the Financial Advisor and Swap Advisor, the authority to the negotiate and determine (i) an appropriate substitution rate, whether now existing or subsequently developed, that is deemed approximately equivalent to LIBOR and other related adjustments and amendments to either or both of the fixed rate or variable portions of the swap as may be necessary and appropriate for the implementation and administration of the replacement index, and (ii) an appropriate effective date of the substitution rate (which could become immediately effective upon determination that LIBOR as a reference rate is no longer reliable or unascertainable), each of which may be determined by a LIBOR fallback protocol to be published by the International Swaps and Derivatives Association.

6.02. Delegation Parameters. The Swap Documents and Confirmation shall not be executed by the General Manager or the Chief Financial Officer and the Swap shall not be effectuated, until such time as the following conditions have been satisfied:

(i) Each Counterparty shall constitute a Qualified Hedging Contract Provider and each Swap (as evidenced by the Swap Documents and Confirmation) shall constitute a Qualified Hedging Contract under the General Bond Resolution;

(ii) The termination date of the Swap shall not be later than the final maturity date of the applicable Synthetic Fixed Rate Bonds (or the latest maturity if more than one Series of Bonds is applicable to the Swap), and the notional amount of the Swap shall be equal to or less than, and shall amortize proportionally in accordance with, the amortization schedule for, the applicable portion of the Synthetic Fixed Rate Bonds for which such Swap applies;

(iii) (a) With respect to the Synthetic Fixed Rate Transaction, the fixed rate payable by the City under the Swap shall not exceed 3.25%; and (b) the floating rate payable by Counterparty shall be a variable rate based on 1-month LIBOR or SIFMA Municipal Swap Index (formerly the BMA Municipal Swap Index) (collectively, the "Index"), or such other comparable index as shall be recommended by the Swap Advisor; and

(b) With respect to the Forward Starting Swap Transaction, assuming that the Future Bonds were issued based on the fixed interest rate on the Swap and the notional amount of the Swap, the estimated overall net present value savings achieved by the proposed refunding such Fixed Rate Refunded Bonds selected to be refunded shall be no less than 5.00% of the par amount of such Fixed Rate Refunded Bonds;

(iv) The City may have the option to terminate either Swap without payment to either party, on such date(s) as shall be recommended by the Financial Advisor; provided, however if recommended by the Financial Advisor to have such right, the initial termination right with respect to the Synthetic Fixed Rate Transaction shall not be more than 11 years from the trade date of such Swap;

(v) The Swap may be secured by a Bilateral Credit Support Annex (New York Law), within the parameters described in the CSA Term Sheet attached as part of Exhibit A;

(vi) The scheduled payments due under the Swap shall constitute Parity Hedging Contract Obligations and the termination payments and other Hedge Charges due thereunder shall constitute Subordinated Hedging Contract Obligations for purposes of the General Bond Resolution; and

(vii) Any Swap shall be entered into by the City with a trade date on or before September 30, 2020.

The General Manager or the Chief Financial Officer may rely conclusively upon the Financial Advisor and Swap Advisor for a determination that the City has complied with the conditions provided in clauses (ii) through (v) above. The applicable Confirmation or a certificate of the General Manager or Chief Financial Officer shall expressly identify which Synthetic Fixed Rate Bonds shall be applicable to such Swap, and/or the Series of Fixed Rate Refunded Bonds to be refunded with such Future Bonds. The execution of the Confirmation or certificate shall be conclusive evidence of such determination.

6.03. Pledge of Revenues. The City hereby grants to each Counterparty a lien on the Trust Estate (as defined in the General Bond Resolution) to secure the City's obligations under the Swap as a Parity Hedging Contract Obligation in the manner and to the extent provided in the General Bond Resolution. In furtherance of the foregoing, the obligations of the City to make monthly payments under interest rate hedging transactions entered into pursuant to Swap are hereby designated as Parity Hedging Contract Obligations under the General Bond Resolution and shall be entitled to the rights and benefits of such obligations thereunder, and the obligations of the City to make any termination payments and any other Hedge Charges under the Swap are

hereby designated as Subordinated Hedging Contract Obligations under the General Bond Resolution, entitled to the benefits thereof on a parity with other obligations issued or incurred by the City under the Subordinated Bond Resolution.

6.04. Further Actions. Each Authorized Officer and the City Attorney 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 Resolution and the execution and delivery of the Swap Documents and Confirmation, for the full punctual and complete performance of all the terms, covenants and agreements contained herein and in the Swap Documents and Confirmation and the Clerk is hereby authorized to attest such signatures to the extent required by the Swap Documents and Confirmation, subject to the approval of the City Attorney as to form and legality. The Authorized Officers, or their respective designees, the Clerk and the City Attorney are each hereby authorized and directed to execute and deliver any and all papers, instruments and opinions and to do and cause to be done any and all acts and things necessary or proper for carrying out the transactions contemplated hereunder.

ARTICLE VII MISCELLANEOUS PROVISIONS

7.01. Severability. If any one or more of the covenants, agreements or provisions of this Resolution should be held to be contrary to any express provision of law or to be contrary to the policy of express law, though not expressly prohibited, or to be against public policy, or should for any reason whatsoever be held invalid, then such covenants, agreements, or provisions of, and in no way affect the validity of, all the other provisions of the Bond Resolution or of the Series 2019 Bonds.

7.02. Effective Date. This 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 with the Trustee.

Thirty-Second Supplemental Utilities System Revenue Bond Resolution approved and adopted October 17, 2019.

CITY OF GAINESVILLE, FLORIDA



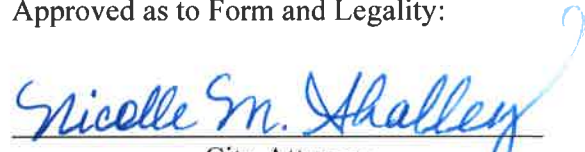
Mayor

ATTESTED:



Clerk of the Commission *for* *10-22-19*
Marie P. Kesder

Approved as to Form and Legality:



City Attorney
NICOLLE M. SHALLEY

#69883569_v8