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February 22, 2021

City of Gainesville, Florida  
200 East University Ave  
Gainesville FL 32601

**Project: Non-Ad Valorem Capital Improvement Revenue Refunding Bond, Series 2021**

Sterling National Bank ("SNB") is pleased to present this financing proposal (the "Term Sheet") to the City of Gainesville, FL subject to final credit approval, in connection with the above-referenced project. Working with SNB has several major advantages, including:

- **Experience and Expertise:** Each member of the SNB Public Finance team has significant experience regarding the financing of essential governmental equipment and projects, and can help you document your financing in a manner that complies with applicable local laws.
- **Financial Capability:** The SNB Public Finance team is part of Sterling National Bank, a publicly traded commercial bank, which has the capability of funding tax-exempt financings on a nationwide basis.
- **Reliability:** The SNB Public Finance team prides itself on excellent customer service and the prompt closing of awarded transactions.
- **Simplified Financing Structure:** SNB is proposing to finance 100% of the Revenue Refunding Bond the RFP via Tax Exempt Revenue Bond.

We look forward to working with you and your team on this assignment, and please do not hesitate to contact us with any questions, comments, or concerns. We are positive that you will enjoy working with SNB.

Very truly yours,

A handwritten signature in black ink, appearing to be 'M. Cargo', written over a horizontal line.

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### **TERM SHEET**

<b>TYPE OF FINANCING:</b>	Tax Exempt Capital Improvement Non-Ad Valorem Revenue Refunding Bond, Series 2021 (the “2021 Bond” or the “Bond”), with repayment from a Covenant to Budget & Appropriate, from all Non-Ad Valorem Revenues of the City, which will enable the Borrower to Refund the outstanding portions of the Bonds as detailed in the RFP. Lender will fund the Bond on a private-placement basis.
<b>ISSUER/BORROWER:</b>	The City of Gainesville, Florida (the “City”)
<b>PURCHASER/LENDER:</b>	Sterling National Bank, or its designee or assignee
<b>ESCROW/DRAW OPTION:</b>	The “Bond” may be funded into a Sterling National Bank escrow account (the “Escrow Fund”) as needed, with disbursements made as needed. The Escrow may be set up with Sterling National Bank at no cost and will be collateralized as required by the State of Florida. Escrow Fund earnings will accrue for the benefit of the borrower.
<b>AMOUNT FINANCED:</b>	Not to exceed \$12,000,000.00.
<b>PROJECTS/USE:</b>	The 2021 Bond is being issued by the City to (i) currently refund the outstanding Capital Improvement Revenue Bonds, Series 2010 (the “2010 Bonds”) and the Capital Improvement Revenue Bond, Series 2017 (the “2017 Bond”) and (ii) pay the costs of issuance of the 2021 Bond.
<b>TERM:</b>	Approximately Sixteen (16) years, Six (6) months (Exhibit A).
<b>PAYMENT STRUCTURE:</b>	Borrower shall make principal and interest Bond payments as set forth in Exhibit A.
<b>INTEREST RATE:</b>	2.03%
<b>ANTICIPATED CLOSING DATE:</b>	On or before April 9, 2021

**INTEREST RATE LOCK:**

The Interest Rates quoted above are valid through the Anticipated Closing Date.

**BANK QUALIFICATION:**

If applicable, the Bond may be designated as Bank or Non-Bank Qualified Tax-Exempt (Exhibit A) Obligation under section 265(b) of the Internal Revenue Code of 1986, as amended.

**SECURITY:**

The 2021 Bond will be secured by a covenant of the City to appropriate in its annual budget an amount from legally available non-ad valorem revenues of the City to pay the principal of and interest on the 2021 Bond after satisfying funding obligations with an express lien on sources of non-ad valorem revenues and after satisfying obligations with respect to essential services of the City.

**PREPAYMENT:**

Borrower shall have the right to pre-pay the Bond (in whole or in part subject to mutually agreed upon parameters) on any payment date by paying the Redemption Price, provided the Borrower gives Lender at least thirty (30) days prior written notice of its intent to do so. The Redemption Price, as a percentage of the then-outstanding Bond balance, shall be equal to:

Exhibit A:

Year:	Percentage:
1-5	No Call
6-8	101%
Thereafter	100%

**FEES OF LENDER:**

**None.** The costs of issuance incurred by Borrower, such as Bond counsel fees, are payable by Borrower and may be capitalized into the Bond upon request.

**DOCUMENTATION:**

Borrower shall provide the documentation for the Bond, subject to review & approval by Lender. Borrower shall provide an opinion of legal counsel attesting to the legal, valid, binding, and enforceable nature of the Bond. **The Lender will use Gilmore & Bell as counsel to review the documents.** The Borrower will be required to send the Lender financial statements on an annual basis by agreed upon dates.

**ASSIGNMENT:**

Sterling National Bank (the “Purchaser/Lender”) is purchasing the Loan Obligation as a vehicle for making a commercial loan for its own account with the present intent to hold the Loan Obligation to maturity or earlier prepayment, and without any present intent to distribute or sell any interest therein or portion, provided, however, the Purchaser/Lender reserves the right – without the consent of (but with notice to) the Borrower - to assign, transfer or convey the Loan or any interest therein or portion thereof, but no such assignment, transfer or conveyance shall be effective as against the Borrower, unless and until the Purchaser/Lender has delivered to the Borrower written notice thereof that discloses the name and address of the assignee and such assignment, transfer or conveyance shall be made only to (i) an affiliate of the registered owner of the Loan or (ii) banks, insurance companies or other financial institutions or their affiliates. Nothing in the Loan shall limit the right of the Purchaser/Lender or its assignees to sell or assign participation interests in the Loan to one or more entities listed in (i) or (ii). Sterling National Bank will sign an Investment Letter and a sample copy has been included with this Term Sheet.

**IRS CIRCULAR 230 DISCLOSURE:**

Lender and its affiliates do not provide tax advice. Accordingly, any discussion of U.S. tax matters contained herein (including any attachments) is not written or intended to be used, and cannot be used, in connection with the promotion, marketing or recommendation by anyone unaffiliated with Lender of any of the matters addressed herein or for the purpose of avoiding U.S. tax-related penalties.

**ADVISORY DISCLOSURE:**

SNB is not a registered municipal advisor as defined under the Dodd-Frank Wall Street Reform and Consumer Protection Act and its related rules and regulations. In providing this Term Sheet, SNB is not providing any advice, advisory services, or recommendations with respect to the structure, timing, terms, or similar matters concerning an issuance of municipal securities. This Term Sheet is a commercial, arms-length proposal that does not create a fiduciary duty by SNB to the Borrower. The Borrower may engage, separately and at its own cost, an advisor to review this Term Sheet and the proposed transaction on the Borrower’s behalf.

**CREDIT APPROVAL:**

Although favorably prescreened, the Bond are subject to final credit approval by SNB and the negotiation of mutually acceptable documentation. For due diligence, Lender will require Borrower’s three (3) most recent audited financial statements, its most recently adopted budget, and any other information that Lender may reasonably require.

**PROPOSAL EXPIRATION:**

Unless accepted by the Borrower or extended in writing by SNB at its sole discretion, this Term Sheet shall expire on February 26, 2021.

Upon receipt of the signed Term Sheet, we will endeavor to provide you with a timely commitment, and we will use good faith efforts to negotiate and finance the Bond based on the terms herein. It is a pleasure to offer this financing proposal and we look forward to your favorable review.

Very truly yours,



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**Agreed to and Accepted by:**  
**City of Gainesville, Florida**

\_\_\_\_\_ (Name)

\_\_\_\_\_ (Title)

\_\_\_\_\_ (Date)

		<b>Exhibit A--Sample Amortization Schedule</b>				
Funding Amount:		\$11,486,000.00			Interest Rate:	2.03%
Down Payment:		\$0.00			Closing Date:	4/7/2021
Capitalized Interest:		\$0.00			Term (years):	16.5
Cost of Issuance:		<u>\$0.00</u>				
Amount Financed:		\$11,486,000.00				
Payment	Payment	Payment	Interest	Principal	Outstanding	Redemption
<u>Number</u>	<u>Date</u>	<u>Amount</u>	<u>Component</u>	<u>Component</u>	<u>Balance</u>	<u>Price</u>
Principal:	4/7/2021				\$11,486,000.00	No Call
1	10/1/2021	\$468,069.44	\$113,069.44	\$355,000.00	\$11,131,000.00	No Call
2	4/1/2022	\$112,979.65	\$112,979.65	\$0.00	\$11,131,000.00	No Call
3	10/1/2022	\$825,979.65	\$112,979.65	\$713,000.00	\$10,418,000.00	No Call
4	4/1/2023	\$105,742.70	\$105,742.70	\$0.00	\$10,418,000.00	No Call
5	10/1/2023	\$836,742.70	\$105,742.70	\$731,000.00	\$9,687,000.00	No Call
6	4/1/2024	\$98,323.05	\$98,323.05	\$0.00	\$9,687,000.00	No Call
7	10/1/2024	\$837,323.05	\$98,323.05	\$739,000.00	\$8,948,000.00	No Call
8	4/1/2025	\$90,822.20	\$90,822.20	\$0.00	\$8,948,000.00	No Call
9	10/1/2025	\$842,822.20	\$90,822.20	\$752,000.00	\$8,196,000.00	No Call
10	4/1/2026	\$83,189.40	\$83,189.40	\$0.00	\$8,196,000.00	\$8,277,960.00
11	10/1/2026	\$852,189.40	\$83,189.40	\$769,000.00	\$7,427,000.00	\$7,501,270.00
12	4/1/2027	\$75,384.05	\$75,384.05	\$0.00	\$7,427,000.00	\$7,501,270.00
13	10/1/2027	\$860,384.05	\$75,384.05	\$785,000.00	\$6,642,000.00	\$6,708,420.00
14	4/1/2028	\$67,416.30	\$67,416.30	\$0.00	\$6,642,000.00	\$6,708,420.00
15	10/1/2028	\$867,416.30	\$67,416.30	\$800,000.00	\$5,842,000.00	\$5,900,420.00
16	4/1/2029	\$59,296.30	\$59,296.30	\$0.00	\$5,842,000.00	\$5,842,000.00
17	10/1/2029	\$874,296.30	\$59,296.30	\$815,000.00	\$5,027,000.00	\$5,027,000.00
18	4/1/2030	\$51,024.05	\$51,024.05	\$0.00	\$5,027,000.00	\$5,027,000.00
19	10/1/2030	\$889,024.05	\$51,024.05	\$838,000.00	\$4,189,000.00	\$4,189,000.00
20	4/1/2031	\$42,518.35	\$42,518.35	\$0.00	\$4,189,000.00	\$4,189,000.00
21	10/1/2031	\$604,518.35	\$42,518.35	\$562,000.00	\$3,627,000.00	\$3,627,000.00
22	4/1/2032	\$36,814.05	\$36,814.05	\$0.00	\$3,627,000.00	\$3,627,000.00
23	10/1/2032	\$609,814.05	\$36,814.05	\$573,000.00	\$3,054,000.00	\$3,054,000.00
24	4/1/2033	\$30,998.10	\$30,998.10	\$0.00	\$3,054,000.00	\$3,054,000.00
25	10/1/2033	\$619,998.10	\$30,998.10	\$589,000.00	\$2,465,000.00	\$2,465,000.00
26	4/1/2034	\$25,019.75	\$25,019.75	\$0.00	\$2,465,000.00	\$2,465,000.00
27	10/1/2034	\$624,019.75	\$25,019.75	\$599,000.00	\$1,866,000.00	\$1,866,000.00
28	4/1/2035	\$18,939.90	\$18,939.90	\$0.00	\$1,866,000.00	\$1,866,000.00
29	10/1/2035	\$627,939.90	\$18,939.90	\$609,000.00	\$1,257,000.00	\$1,257,000.00
30	4/1/2036	\$12,758.55	\$12,758.55	\$0.00	\$1,257,000.00	\$1,257,000.00
31	10/1/2036	\$636,758.55	\$12,758.55	\$624,000.00	\$633,000.00	\$633,000.00
32	4/1/2037	\$6,424.95	\$6,424.95	\$0.00	\$633,000.00	\$633,000.00
33	10/1/2037	<u>\$639,424.95</u>	<u>\$6,424.95</u>	<u>\$633,000.00</u>		
Total:		\$13,434,372.14	\$1,948,372.14	\$11,486,000.00		



#### **ABOUT – STERLING NATIONAL BANK**

Sterling Bancorp, of which the principal subsidiary is Sterling National Bank, specializes in the delivery of service and solutions to business owners, their families, and consumers within the communities we serve through teams of dedicated and experienced relationship managers. Sterling National Bank offers a complete line of commercial, business, and consumer banking products and services. In a 2012 annual survey commissioned by Forbes and prepared by Governance Metrics International, a global leader in corporate governance, we were named one of America's 100 Most Trustworthy Companies. Sterling National Bank has origins dating to 1888, and Sterling Bancorp is traded on the New York Stock Exchange under the symbol "STL". For more information about Sterling Bancorp and Sterling National Bank, please visit [www.snb.com](http://www.snb.com).

The public finance group of Sterling National Bank provides tax-exempt and taxable financing solutions on a nationwide basis for state & local governments, non-profit corporations, and the federal government. Projects financed include virtually all types of essential capital items, including equipment, vehicles, energy efficiency & renewable energy equipment, and real property. Financing terms are tied to the useful life of the capital improvements, and range from 3 to 20 years. Each member of the public finance team has 25 or more years of lending experience, and is committed to the timely closing of awarded transactions.

#### **CONTACT INFORMATION**

For more information about this financing opportunity, please contact:

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