
CITY OF FORT LAUDERDALE, FLORIDA

RESOLUTION NO. 12-_____

Adopted on September 5, 2012

Authorizing and Securing
Special Obligation Bonds

RESOLUTION NO. 12-_____

A RESOLUTION OF THE CITY COMMISSION OF THE CITY OF FORT LAUDERDALE, FLORIDA, PROVIDING FOR THE ISSUANCE, IN ONE OR MORE SERIES, OF THE CITY'S SPECIAL OBLIGATION BONDS; PROVIDING THAT SUCH BONDS SHALL NOT CONSTITUTE AN INDEBTEDNESS OF THE CITY WITHIN THE MEANING OF ANY CONSTITUTIONAL OR STATUTORY PROVISION OR LIMITATION, OR A PLEDGE OF THE CITY'S FULL FAITH AND CREDIT, BUT SHALL BE SECURED BY AND PAYABLE FROM PLEDGED FUNDS CONSISTING OF, AMONG OTHER SOURCES (i) CERTAIN DESIGNATED REVENUES NOT DERIVED FROM AD VALOREM TAXES AND (ii) LEGALLY AVAILABLE NON-AD VALOREM REVENUES BUDGETED AND APPROPRIATED BY THE CITY AND DEPOSITED IN THE FUNDS AND ACCOUNTS ESTABLISHED HEREUNDER, AS AND TO THE EXTENT PROVIDED HEREIN; PROVIDING FOR THE ISSUANCE OF THE FIRST SERIES OF SUCH BONDS IN AN AGGREGATE PRINCIPAL AMOUNT NOT EXCEEDING THREE HUNDRED FORTY MILLION (\$340,000,000), TO BE DESIGNATED CITY OF FORT LAUDERDALE, FLORIDA TAXABLE SPECIAL OBLIGATION BONDS, SERIES 2012 (PENSION FUNDING PROJECT) ("SERIES 2012 BONDS"), FOR THE PURPOSE OF FUNDING A PORTION OF THE UNFUNDED ACTUARIAL ACCRUED LIABILITIES OF THE CITY'S GENERAL EMPLOYEES RETIREMENT SYSTEM AND POLICE AND FIREFIGHTERS' RETIREMENT SYSTEM, INCLUDING REPAYMENT TO THE CITY OF A PORTION OF ITS CONTRIBUTION TO THE POLICE AND FIREFIGHTERS' RETIREMENT SYSTEM, AS PROVIDED HEREIN; PROVIDING FOR THE ISSUANCE OF ADDITIONAL SPECIAL OBLIGATION BONDS AND SPECIAL OBLIGATION REFUNDING BONDS UNDER CERTAIN CONDITIONS; PROVIDING FOR THE CREATION OF CERTAIN FUNDS AND ACCOUNTS; DELEGATING TO THE CITY MANAGER AUTHORITY TO DETERMINE THE TERMS OF THE SERIES 2012 BONDS WITHIN PRESCRIBED PARAMETERS; DESIGNATING A BOND REGISTRAR AND PAYING AGENT FOR THE SERIES 2012 BONDS; APPROVING THE FORM AND AUTHORIZING THE EXECUTION AND DELIVERY OF A PAYING AGENT AND BOND REGISTRAR AGREEMENT FOR THE SERIES 2012 BONDS; FINDING NECESSITY FOR A NEGOTIATED SALE OF THE SERIES 2012 BONDS; APPROVING THE FORM AND AUTHORIZING EXECUTION AND DELIVERY OF A BOND PURCHASE CONTRACT; APPROVING THE FORM AND AUTHORIZING THE DISTRIBUTION OF A PRELIMINARY OFFICIAL STATEMENT RELATING TO THE SERIES 2012 BONDS; APPROVING THE FORM AND AUTHORIZING THE EXECUTION AND DISTRIBUTION OF A FINAL OFFICIAL STATEMENT RELATING TO THE SERIES 2012 BONDS; PROVIDING FOR A BOOK-ENTRY ONLY SYSTEM WITH RESPECT TO THE SERIES 2012 BONDS; AUTHORIZING THE CITY MANAGER TO NEGOTIATE FOR AND OBTAIN CREDIT FACILITIES AND RESERVE ACCOUNT CREDIT FACILITIES AND TO EXECUTE

AGREEMENTS RELATING THERETO WITH RESPECT TO THE SERIES 2012 BONDS; APPROVING THE FORM AND AUTHORIZING THE EXECUTION AND DELIVERY OF A CONTINUING DISCLOSURE AGREEMENT WITH RESPECT TO THE SERIES 2012 BONDS; AUTHORIZING CITY OFFICIALS TO DO ALL THINGS DEEMED NECESSARY IN CONNECTION WITH THE ISSUANCE, SALE AND DELIVERY OF THE SERIES 2012 BONDS; PROVIDING FOR SEVERABILITY; PROVIDING AN EFFECTIVE DATE.

WHEREAS, the City of Fort Lauderdale, Florida (the "City") is a municipal corporation duly organized and operating under the Constitution and laws of the State of Florida (the "State"), including particularly Chapter 166, Florida Statutes, as amended, and the Charter of the City;

WHEREAS, pursuant to Chapter 20, Article IV, Division 2 of the City's Code of Ordinances (collectively, the "GERS Legislation"), there is created and maintained in the City a system of pensions for disability and retirement from service for eligible general employees of the City known as "The City of Fort Lauderdale General Employees Retirement System" (the "GERS");

WHEREAS, pursuant to Chapters 175 and 185, Florida Statutes, as amended, and Chapter 20, Article IV, Division 3 of the City's Code of Ordinances (collectively, the "Police/Fire Pension Plan Legislation"), there is created and maintained in the City a system of pensions for disability and retirement from service for members of the City's police and fire departments known as "The City of Fort Lauderdale Police and Firefighters' Retirement System" (the "Police/Fire Pension Plan");

WHEREAS, the GERS Legislation and the Police/Fire Pension Plan Legislation are hereinafter sometimes referred to individually as "the applicable Pension Plan Legislation" and collectively as the "Pension Plans Legislation" and the GERS and the Police/Fire Pension Plan are hereinafter sometimes referred to individually as the "Pension Plan" and collectively as the "Pension Plans";

WHEREAS, pursuant to the Pension Plans Legislation and Chapter 112, Part VII, Florida Statutes, as amended ("Chapter 112"), the City is obligated to make total contributions each year into each such Pension Plan in such amounts, actuarially determined by independent actuaries, as shall be sufficient, after taking into account contributions by participants in such particular Pension Plan, to meet the normal cost of such Pension Plan and to fully amortize, over a period of 30 years, in the case of the GERS, and 20 years, in the case of the Police/Fire Pension Plan, with interest at such rates as shall be determined by the independent board of trustees for each such Pension Plan established under the applicable Pension Plan Legislation (each a "Board of Trustees"), the liability that has accrued under each such Pension Plan and which has not been paid through normal contributions (individually with respect to each Pension Plan, the "Unfunded Actuarial Accrued Liability" and collectively, the "Unfunded Actuarial Accrued Liabilities");

WHEREAS, pursuant to the Pension Plans Legislation and Chapter 112, the contributions described above, including the Unfunded Actuarial Accrued Liabilities, are a liability and obligation of the City which must be funded and paid by the City in accordance with such requirements and as such constitute a financial burden imposed upon the City and its taxpayers;

WHEREAS, the independent actuaries have determined that the Unfunded Actuarial Accrued Liability with respect to the GERS was \$181,027,990 as of October 1, 2011 and the Unfunded Actuarial Accrued Liability with respect to the Police/Fire Pension Plan was \$218,794,060 as of January 1, 2012;

WHEREAS, the City Commission has determined that it expects to obtain substantial savings in its required contributions to the Pension Plans by issuing its Taxable Special Obligation Bonds, Series 2012 (Pension Funding Project) (the "Series 2012 Bonds"), to be secured as described in this Resolution, and applying the proceeds of the Series 2012 Bonds to the discharge of a portion of the Unfunded Actuarial Accrued Liabilities of the Pension Plans, all under the authority of the Constitution of the State of Florida, Chapter 166, Florida Statutes, as amended, Chapter 159, Part VII, Florida Statutes, as amended, and the Charter of the City (collectively, the "Act"), and that such issuance of the Series 2012 Bonds and application of the proceeds thereof serves a valid public and municipal purpose in accordance with the Act; and

WHEREAS, pursuant to the Constitution and laws of the State of Florida, including the Act, the City may also issue its special obligation bonds to finance and refinance the cost of capital improvements and other projects within the City;

WHEREAS, in addition to issuing the Series 2012 Bonds to discharge a portion of the Unfunded Actuarial Accrued Liabilities of the Pension Plans, the City has determined to provide for the future issuance in one or more series of special obligation bonds to finance and refinance capital improvements within the City, and to pledge for the payment of such special obligation bonds the Pledged Funds (as hereinafter defined), as and to the extent provided herein; and

WHEREAS, based on the findings set forth in this Resolution, the City Commission of the City deems it in the best financial interests of the City that the Series 2012 Bonds be sold by negotiated sale to the Underwriters (hereinafter defined) on such date and at such time as set forth in the Bond Purchase Contract (hereinafter defined) authorized by this Resolution and to authorize and approve such documents as are required in connection with the issuance of the Series 2012 Bonds, as set forth in Section 208 hereof;

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COMMISSION OF THE CITY OF FORT LAUDERDALE, FLORIDA:

(This Table of Contents is not a part of the Resolution but is for convenience of reference only)

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ARTICLE I

DEFINITIONS

Section 101. Incorporation of Recitals. The City Commission hereby finds and determines and does hereby incorporate as part of this Resolution the matters set forth in the foregoing recitals.

Section 102. Meaning of Words and Terms. In addition to words and terms elsewhere defined in this Resolution, the following words and terms as used in this Resolution shall have the following meanings, unless some other meaning is plainly intended:

“Accountant” means a firm of independent certified public accountants at the time serving as such pursuant to this Resolution.

“Additional Bonds” means any Bonds issued at any time under the provisions of Section 209 of this Resolution.

“Amortization Requirements” shall mean the amounts required to be deposited in the Principal and Interest Account for any Series of Bonds for the purpose of redeeming prior to their maturity and paying at their maturity the Term Bonds of any Series, issued pursuant to this Resolution, the specific amounts and times of such deposits to be set forth or provided for in the Series Resolution with respect to such Series of Bonds.

“Annual Budget” means the budget or budgets, as amended and supplemented from time to time, prepared by the City for each Fiscal Year in accordance with the laws of the State.

“Bond Counsel” means counsel selected by the City Attorney, which counsel is nationally recognized on the subject of and qualified to render approving legal opinions on the issuance of municipal bonds.

“Bond Purchase Contract” means (i) with respect to the Series 2012 Bonds, the Bond Purchase Contract between the City and the Underwriters in the form authorized pursuant to Section 208(h) hereof and (ii) with respect to any other Series of Bonds, the bond purchase contract between the City and the initial purchasers of the Bonds approved under the Series Resolution authorizing the issuance of such Bonds.

“Bond Registrar” means, as to any particular Series of Bonds, a bank or trust company, either within or without the State of Florida, designated as such in the Series Resolution for such Series of Bonds, which shall perform such functions as Bond Registrar; provided, however, the City may designate itself, acting by and through the Finance Director, to serve as Bond Registrar. If the City has designated itself, acting by and through the Finance Director, to serve as Bond Registrar for a Series of Bonds, any reference in this Resolution to the “principal corporate trust office,” “designated corporate trust office” or “principal office” of the Bond Registrar with respect to such Series of Bonds shall mean the office of the Finance Director, located in the City of Fort Lauderdale. The Bond Registrar for the Series 2012 Bonds shall be as set forth in Section 208(f) hereof.

“Bonds” means, collectively, any bonds issued under the provisions of this Resolution.

“Book-Entry Bonds” and “Bonds in Book-Entry Form” means Bonds which are subject to a Book-Entry System.

“Book-Entry System” or “Book-Entry-Only-System” means a system under which either (a) bond certificates are not issued and the ownership of bonds is reflected solely by the Register, or (b) physical certificates in fully registered form are issued to a securities depository or to its nominee as Registered Owner, with the certificated bonds held by and “immobilized” in the custody of such securities depository, and under which records maintained by Persons, other than the Bond Registrar, constitute the written record that identifies the ownership and transfer of the beneficial interests in those Bonds.

“Business Day” means any day, other than a Saturday or Sunday, on which commercial banks are open for business in the State and in New York, New York and on which the New York Stock Exchange is open.

“Business Tax Revenues” means the revenues received by the City from the levy of the business tax authorized under Chapter 205, Florida Statutes, as amended, and imposed by Ordinance No. C-1154 enacted by the City Commission on August 2, 1955, as amended.

“City” means the City of Fort Lauderdale, Florida.

“City Attorney” means the City Attorney of the City or any Assistant City Attorney designated by the City Attorney to act on the City Attorney’s behalf or any person succeeding to the principal functions of the office.

“City Clerk” means the City Clerk of the City or any Deputy City Clerk designated by the City Clerk to act on the City Clerk’s behalf or any person succeeding to the principal functions of the office.

“City Commission” means the City Commission of the City.

“Code” means the Internal Revenue Code of 1986, as amended from time to time. Each reference to a section of the Code herein shall be deemed to include the United States Treasury Regulations proposed or in effect thereunder and applied to Bonds which are issued as Tax-Exempt Bonds or the use of proceeds thereof, and also includes all amendments and successor provisions unless the context clearly requires otherwise.

“Communications Services Tax Revenues” means the revenues received by the City from the levy of the communications services tax authorized under Chapter 202, Florida Statutes, as amended, and imposed by Ordinance No. C-85-99 enacted by the City Commission on November 22, 1985, as amended.

“Construction Fund” means the City of Fort Lauderdale Special Obligation Bonds Construction Fund created and so designated by Section 410 of this Resolution.

“City Manager” means the City Manager, or any Assistant City Manager designated by the City Manager to act on the City Manager’s behalf, or the officer or officers succeeding to the principal functions of that office.

“Credit Agreement” means any contract, agreement, or other instrument executed by the City in connection with obtaining or administering any Credit Facility, Insurance Policy or Reserve Fund Letter of Credit for any Bonds, including, but not limited to, any reimbursement agreement, financial guaranty agreement, or standby bond purchase agreement.

“Credit Bank” means, as to any particular Series of Bonds, the person (other than an Insurer) providing a Credit Facility.

“Credit Facility” means, as to any particular Series of Bonds, a letter of credit, a line of credit or another credit enhancement or liquidity facility provided by a Credit Bank (other than an Insurance Policy issued by an Insurer).

“Current Interest Bonds” means Bonds the interest on which is payable on the Interest Payment Dates provided therefor in or pursuant to the Series Resolution for such Series of Bonds.

“Debt Service Fund” means the City of Fort Lauderdale Special Obligation Bonds Debt Service Fund created and so designated by Section 401 of this Resolution.

“Debt Service Funding Deficiency” means an insufficiency, whether projected or actual, in the amount of the Pledged Funds (without taking into consideration Non-Ad Valorem Revenues described in clause (ii) of the definition of Pledged Funds) to be received or actually received in a given Fiscal Year to pay the Principal and Interest Requirements due and payable on an Interest Payment Date in such Fiscal Year.

“Defeasance Obligations” means (a) Government Obligations; (b) obligations evidencing ownership interests in Government Obligations or in specified portions thereof (which may consist of specific portions of the principal of or interest in such Government Obligations); and (c) municipal obligations rated in the highest rating category of each Rating Agency, the payment of the principal of, interest and redemption premium, if any, on which is irrevocably secured by cash or obligations described in clause (a) or (b) of this definition and which obligations have been deposited in an escrow account which is irrevocably pledged to the payment of the principal of and interest and redemption premium, if any, on such municipal obligations.

“Depository” means one or more banks or trust companies authorized under the laws of the United States of America or the State to engage in the banking business within the State and that shall have been designated by the City as a depository of money pursuant to the provisions of this Resolution.

“Designated Revenues” means, collectively, (a) the Communications Services Tax Revenues, (b) the Public Service Tax Revenues, (c) the Guaranteed Entitlement Revenues, (d) the Business Tax Revenues, and (e) such additional revenue sources as may be designated by a Series Resolution as Designated Revenues for one or more Series of Bonds. Any fees,

commissions, charges or taxes established pursuant to the laws of the State or ordinances of the City which replace any of the items mentioned in clause (a), (b), (c), (d) or (e), if any, shall be included in the definition of Designated Revenues, unless expressly prohibited by law.

“Designated Revenues Fund” means the Fund required to be established pursuant to Section 401 hereof.

“Disclosure Counsel” means counsel selected by the City Attorney, which counsel is recognized on the subject of and qualified to render legal opinions on disclosure matters relating to municipal bonds.

“Dissemination Agent” means the entity, if any, designated by the City to serve as its disclosure dissemination agent for purposes of the Rule.

“Fiduciary” means the Paying Agent, the Bond Registrar and any Depository or any or all of them, as may be appropriate; when the City itself serves as Bond Registrar and/or Paying Agent, “Fiduciary” shall mean the City and the Person or Persons acting on behalf of the City.

“Finance Director” means the Finance Director of the City or any person designated to act on the Finance Director’s behalf, or the officer or officers succeeding to his/her principal functions.

“Fiscal Year” means the 12-month period constituting the fiscal year of the City.

“Fitch” means Fitch Ratings, its successors and assigns, and if such entity no longer performs the functions of a securities rating agency, “Fitch” shall refer to any other nationally recognized securities rating agency designated by the City.

“Government Obligations” means direct obligations of the United States of America, or obligations the timely payment of the principal of and interest on which are unconditionally guaranteed by, the United States of America (including bonds, notes and other obligations).

“Guaranteed Entitlement Revenues” means an amount equal to the guaranteed entitlement portion of state revenue sharing revenues received by the City pursuant to Chapter 218, Part II, Florida Statutes, as amended; provided, however, that for purposes of securing and/or paying debt service on the Series 2012 Bonds, no portion of such guaranteed entitlement amount shall be derived from the tax on motor fuel imposed under the provisions of Section 206.605, Florida Statutes, as amended. The foregoing proviso notwithstanding, in connection with the issuance of a Series of Additional Bonds or Refunding Bonds, the Series Resolution for such Series of Additional Bonds or Refunding Bonds may provide that revenues derived from the tax on motor fuel imposed under the provisions of Section 206.605, Florida Statutes, as amended, may be included as Guaranteed Entitlement Revenues to secure and pay all or a portion of such Series of Additional Bonds or Refunding Bonds, if and to the extent that the project being financed or refinanced with such Series of Additional Bonds or Refunding Bonds, as the case may be, is a project for which the proceeds of such tax on motor fuel may be applied under the provisions of applicable law.

“Holder”, “Owner”, “Registered Owner” or “Bondholder” means a person in whose name a Bond (or one or more Predecessor Bonds) is registered in the registration books provided for in Section 206 of this Resolution.

“Insurance Policy” means, as to any one or more Series of Bonds, a policy of municipal bond insurance, financial guaranty insurance, or similar credit enhancement facility provided by an Insurer.

“Insurer” means, as to any one or more Series of Bonds, the Person undertaking to insure such Bonds by means of an Insurance Policy.

“Interest Payment Date” means, when used with reference to any Bonds, the dates specified in or pursuant to the Series Resolution for such Bonds, on which interest is stated to be due thereon, and any date on which interest becomes due thereon on account of the early redemption thereof or on account of the happening of an event which, under the terms of such Bonds, requires a payment of interest to be made thereon.

“Investment Obligations” means, to the extent permitted by law, those investments authorized by the City’s investment policy adopted by the City Commission on September 6, 2000 pursuant to Resolution No. 00-115, as amended.

“Mayor” means the Mayor of the City or in his absence or inability to perform the Vice Mayor of the City or any person succeeding to the principal function of the office of Mayor.

“Maximum Principal and Interest Requirement” means, as of any particular date of calculation, the greatest amount of Principal and Interest Requirements for the then current or any future Fiscal Year.

“Moody’s” means Moody’s Investors Service Inc., its successors and assigns, and if such entity no longer performs the functions of a securities rating agency, “Moody’s” shall refer to any other nationally recognized securities rating agency designated by the City.

“Non-Ad Valorem Revenues” means all revenues of the City derived from any source whatsoever, other than ad valorem taxation on real or personal property, which are legally available to be budgeted, appropriated and deposited by the City into the Principal and Interest Account of the Debt Service Fund as required by Section 603 hereof to pay principal of and interest on the Bonds; provided, however, that Designated Revenues shall not be considered Non-Ad Valorem Revenues for purposes of this definition and the provisions of Section 603 hereof.

“Outstanding” means all Bonds that have been authenticated and delivered by the Bond Registrar under this Resolution except:

- (a) Bonds paid or redeemed or delivered to or acquired by the Bond Registrar for cancellation;
- (b) Bonds deemed to be paid under the provisions of this Resolution; and

(c) Bonds in exchange for or in lieu of which other Bonds have been authenticated and delivered under this Resolution;

provided, however, that in determining whether the Holder of the requisite principal amount of Outstanding Bonds has given any request, demand, authorization, direction, notice, consent or waiver hereunder, Bonds owned by the City shall be disregarded and deemed not to be Outstanding, except that, in determining whether any Fiduciary hereunder shall be protected in relying upon any such request, demand, authorization, direction, notice, consent or waiver, only Bonds that such Fiduciary knows to be so owned shall be so disregarded.

“Paying Agent” means, as to any particular Series of Bonds, the banks or trust companies, either within or without the State, designated or provided for in the Series Resolution for such Series of Bonds, which shall perform such functions as Paying Agent; provided, however, the City, acting by and through the Finance Director, may serve as Paying Agent.

“Person” means and includes an association, unincorporated organization, a corporation, a partnership, a joint venture, a business trust, or a government or an agency or a political subdivision thereof, or any other public or private entity, or a natural person.

“Pledged Funds” means (i) the Designated Revenues, (ii) any Non-Ad Valorem Revenues actually deposited pursuant to Section 603 hereof in the Principal and Interest Account of the Debt Service Fund in order to cure a Debt Service Funding Deficiency, and (iii) all investment income in the Funds and Accounts established under the Resolution, except for the Rebate Fund; provided, however, that amounts on deposit in or to the credit of a Reserve Account within the Reserve Fund shall constitute Pledged Funds for, and secure, only the particular Series of Bonds for which such Reserve Account is established.

“Predecessor Bonds” of any particular Bond means every previous Bond evidencing all or a portion of the same debt as that evidenced by such particular Bond. For purposes of this definition, any Bond authenticated and delivered under Section 211 of this Resolution in lieu of a mutilated, destroyed, stolen or lost Bond shall be deemed to evidence the same debt as the mutilated, destroyed, stolen or lost Bond.

“Principal and Interest Account” means the Principal and Interest Account created within the Debt Service Fund and so designated by Section 401 of this Resolution.

“Principal and Interest Requirements” means the respective amounts which are required in each Fiscal Year to provide:

- (i) for paying the interest on all such Bonds then Outstanding;
- (ii) for paying the principal of Serial Bonds then Outstanding; and
- (iii) for paying the Amortization Requirements, if any, for all Term Bonds then Outstanding for such Fiscal Year.

For purposes of computing (i), (ii) and (iii) above, any principal, interest or Amortization Requirements due on the first day of the following Fiscal Year shall be deemed due in the preceding Fiscal Year.

The following rules shall apply in determining the amount of the Maximum Principal and Interest Requirement for any Fiscal Year:

- (A) If all or a portion of the principal of or interest on a Series of Bonds is payable from funds irrevocably set aside or deposited for such purpose, together with projected earnings thereon, as determined by an Accountant, to the extent such earnings are projected to be from Investment Obligations, such principal or interest shall not be included in determining Principal and Interest Requirements.
- (B) If all or any portion of the interest or principal due or coming due on Bonds is paid or expected to be paid from cash subsidy payments or other similar payments made or expected to be made by the United States Treasury or other federal or state governmental entity to or on behalf of the City, the amount of interest or principal so paid or expected to be paid shall not be included in determining Principal and Interest Requirements.

“Public Service Tax Revenues” means the revenues received by the City from the levy of the public service taxes on the purchase of electricity, gas and water within the City authorized under Section 166.231, Florida Statutes, as amended, and imposed by Ordinance No. C-72-41 enacted by the City Commission on June 6, 1972, as amended.

“Rating Agency(ies)” means, S&P, Moody’s and Fitch, but only to the extent that each such entity then has at the request of the City a rating in effect on Bonds issued and Outstanding under this Resolution.

“Rebate Amount” means the amount of any rebate or penalty in lieu of rebate which is payable under Section 148(f) of the Code in connection with Tax-Exempt Bonds.

“Rebate Fund” means the City of Fort Lauderdale Special Obligation Bonds Rebate Fund created and so designated by Section 401 of this Resolution.

“Record Date” means, for (i) the Series 2012 Bonds, the close of business on the fifteenth (15th) day of the month preceding each Interest Payment Date and (ii) for other Series of Bonds, the record date or dates established for the Bonds of such Series in or as provided for in the Series Resolution for such Bonds.

“Refunding Bonds” means the Bonds authorized pursuant to Section 210 of this Resolution.

“Register” means the registration book or books maintained by the Bond Registrar for the Bonds.

“Reserve Account” means the Reserve Account established within the Reserve Fund for a Series of Bonds secured by the Reserve Fund, as provided in the Series Resolution for such Series of Bonds. No Reserve Account shall be established for the Series 2012 Bonds.

“Reserve Fund” means the City of Fort Lauderdale Special Obligation Bonds Reserve Fund created and so designated by Section 401 of this Resolution; provided, however, that each particular Series of Bonds issued under this Resolution shall be secured by the Reserve Fund only to the extent that the Series Resolution corresponding to such Series of Bonds expressly so provides and, in each such case, a separate Reserve Account shall be established within the Reserve Fund for each such Series of Bonds.

“Reserve Fund Insurance Policy” means the insurance policy, surety bond or other evidence of insurance deposited to the credit of the Reserve Fund or any account thereof in lieu of or in partial substitution for cash or securities on deposit therein, which policy, bond or other evidence of insurance constitutes an unconditional senior obligation of the issuer thereof. The issuer thereof shall be a municipal bond insurer whose senior debt obligations ranking pari passu with its obligations under such policy, bond or other evidence of insurance are rated at the time of deposit of such policy, bond or other evidence of insurance to the credit of the Reserve Fund or any account thereof in any of the two highest rating categories of the Rating Agencies.

“Reserve Fund Letter of Credit” means the irrevocable, transferable letter of credit deposited to the credit of the Reserve Fund or any account thereof in lieu of or in partial substitution for cash or securities on deposit therein, which letter of credit constitutes an unconditional senior obligation of the issuer thereof. The issuer of such letter of credit shall be a banking association, bank or trust company or branch thereof whose senior debt obligations ranking pari passu with its obligations under such letter of credit are rated at the time of deposit of the letter of credit to the credit of the Reserve Fund or any account thereof in any of the two highest rating categories of the Rating Agencies.

“Rule” means Rule 15c2-12, as amended, prescribed by the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934.

“Serial Bonds” means the Bonds that are stated to mature in consecutive annual installments and that are so designated or provided for in a Series Resolution.

“Series” means all of the Bonds authenticated and delivered on original issuance as a separate series of Bonds, including the Series 2012 Bonds authorized hereunder, or any Bonds thereafter authenticated and delivered in lieu of or in substitution for such Bonds pursuant to Article II hereof.

“Series Reserve Fund Requirement” means, for any Series of Bonds, to the extent that the Series Resolution for such Series of Bonds expressly provides that such Series of Bonds is to be secured by the Reserve Fund, the amount stipulated in the Series Resolution as the Series Reserve Fund Requirement for such Series of Bonds or, if such Bonds are Tax-Exempt Bonds, any lesser amount as may be necessary in order to preserve the exclusion of interest on the Tax-Exempt Bonds of such Series from gross income for federal income tax purposes, as provided in the corresponding Series Resolution; provided, however, that where more than one Series of

Bonds are issued simultaneously, all such Series of Bonds which are issued as Tax-Exempt Bonds may be treated as one Series of Bonds hereunder for purposes of computing the Series Reserve Fund Requirement therefor and any Series of Bonds issued as Taxable Bonds may be treated as a separate Series of Bonds hereunder for purposes of computing the Series Reserve Fund Requirement therefor. There shall be no Series Reserve Fund Requirement established for the Series 2012 Bonds.

“Series Resolution” means, (i) as to the Series 2012 Bonds, Section 208 of this Resolution, and (ii) as to any one or more additional Series of Bonds, the resolution or resolutions of the City providing for the authorization, sale and issuance of such Series of Bonds authorized to be issued as Additional Bonds under Section 209 hereof or Refunding Bonds under Section 210 hereof; provided, however, that a Series Resolution may provide that the terms of a particular Series of Bonds shall be set forth in the Bond Purchase Contract for such Series of Bonds and/or in a City Manager’s certificate establishing the terms of such Series of Bonds.

“Series 2012 Bonds” means the Bonds authorized by Section 208 of this Resolution, the proceeds of which, together with other available moneys, will be used as set forth or provided for in said Section 208.

“S&P” means Standard & Poor’s Ratings Services, a business of Standard & Poor’s Financial Services LLC, its successors and assigns, and if such entity no longer performs the functions of a securities rating agency, “S&P” shall refer to any other nationally recognized securities rating agency designated by the City.

“State” means the State of Florida.

“Subordinated Indebtedness” shall mean bonds, notes or other forms of indebtedness, the payment of the principal or interest or redemption premium on which are payable solely from the Designated Revenues after all payments on account of the Bonds required by Section 403 of this Resolution have been made, and which is designated as Subordinated Indebtedness by the City Commission in the resolution authorizing the issuance of such indebtedness.

“Taxable Bonds” means Bonds the interest on which is not intended at the time of the issuance thereof to be excluded from the gross income of the Holders thereof for federal income tax purposes.

“Tax-Exempt Bonds” means Bonds the interest on which is excludable from the gross income of the Holders thereof for federal income tax purposes.

“Term Bonds” means that portion of any Bonds which are stated to mature on one date in a calendar year and which shall be subject to mandatory redemption by operation of an Amortization Requirement.

“Underwriters” means, (i) with respect to the Series 2012 Bonds, Citigroup Global Markets Inc., J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, and Morgan Stanley & Co. LLC, with Citigroup Global Markets Inc. serving as the book-running senior manager and as the representative of the Underwriters for the Series 2012 Bonds,

and (ii) with respect to any other Series of Bonds, the investment banking firm or firms set forth in or provided for in the Series Resolution for such Series of Bonds.

Section 103. Interpretations. Unless the context shall otherwise indicate, the words “Bond”, “owner”, “holder” and “person” (whether or not such words are capitalized) shall include the plural as well as the singular number, the word “person” means any individual, corporation, partnership, joint venture, association, joint-stock company, trust, unincorporated organization or government or any agency or political subdivision thereof, and the words “holder”, “bondholder” and “registered owner” (whether or not such words are capitalized) when used herein with respect to Bonds issued hereunder shall mean the Holder or registered owner, as the case may be, of Bonds at the time issued and Outstanding hereunder. The word “may” shall mean “may, but shall not be required to” and the word “including” shall mean “including, without limitation.”

Any reference to a section or provision of the Constitution of the State, or to a section, provision or chapter of the Florida Statutes, or to any statute of the United States of America, or to any ordinance or resolution of the City, includes that section, provision or chapter as amended, modified, revised, supplemented or superseded from time to time; provided, that no amendment, modification, revision, supplement or superseding section, provision or chapter shall be applicable solely by reason of this paragraph, if it constitutes in any way an impairment of the rights or obligations of the City, the Holders or any Credit Bank, Insurer, the Bonds or any other instrument or document entered into in connection with any of the foregoing, including, without limitation, any alteration of the obligation to pay Principal and Interest Requirements in the amount and manner, at the times, and from the sources provided in this Resolution, except as permitted herein.

Section 104. Resolution Constitutes Contract. In consideration of the acceptance of the Bonds authorized to be issued hereunder by those who shall own the same from time to time, this Resolution and any Series Resolution adopted pursuant hereto shall be deemed to be and shall constitute a contract between the City and such Bondholders, and the covenants and agreements herein set forth to be performed by the City shall be for the equal benefit, protection and security of the owners of any and all of such Bonds, all of which shall be of equal rank and without preference, priority, or distinction of any of the Bonds over any other thereof except as expressly provided therein and herein.

[END OF ARTICLE I]

ARTICLE II

DETAILS OF BONDS; ISSUANCE OF BONDS

Section 201. Limitation on Issuance of Bonds. No Bonds may be issued under the provisions of this Resolution except in accordance with the provisions of this Article.

Section 202. Form of Bonds. Except to the extent provided in Section 1001(f) hereof, all definitive Bonds are issuable as fully registered Bonds in substantially the form set forth in Exhibit "A" hereto, and in denominations as set forth herein or in the applicable Series Resolution or in any supplemental resolution adopted in accordance with this Resolution. All Bonds may have endorsed thereon such legends or text as may be necessary or appropriate to conform to any applicable rules and regulations of any governmental authority or of any securities exchange on which the Bonds may be listed or any usage or requirement of law with respect thereto.

Section 203. Details of Bonds. The City may issue Bonds hereunder in the form of Current Interest Bonds bearing interest at fixed rates, as Tax-Exempt Bonds or Taxable Bonds, all as provided in or pursuant to the applicable Series Resolution. Each Bond shall be issued as part of a Series of Bonds, shall be dated, shall have such Interest Payment Dates, shall bear interest from such date or dates and at such rate or rates until the maturity thereof, payable on such Interest Payment Dates, and shall be stated to mature (subject to the right of prior redemption), all as provided in, or pursuant to, the applicable Series Resolution.

Unless otherwise provided in the applicable Series Resolution pursuant to which each Series of Bonds is issued, each Bond shall bear interest from the Interest Payment Date next preceding the date on which it is authenticated unless it is (i) authenticated upon any Interest Payment Date in which event it shall bear interest from such Interest Payment Date or (ii) authenticated before the first Interest Payment Date in which event it shall bear interest from its date; provided, however, that if at the time of authentication of any Bond interest is in default, such Bond shall bear interest from the date to which interest has been paid.

Unless otherwise provided in the applicable Series Resolution, the Bonds shall be executed with the signatures or facsimile signatures of the Mayor and the City Manager shall be attested with the manual or facsimile signature of the City Clerk and a facsimile of the official seal of the City shall be impressed or imprinted thereon.

In case any officer whose signature or a facsimile of whose signature shall appear on any Bonds shall cease to be such officer before the delivery of such Bonds, such signature or such facsimile shall nevertheless be valid and sufficient for all purposes the same as if such person had remained in office until such delivery, and also any Bonds may bear the facsimile signatures of, or may be signed by, such persons as at the actual time of the execution of such Bonds shall be the proper officers to sign such Bonds although at the date of such Bonds such persons may not have been such officers.

Both the principal of and the interest on the Bonds shall be payable in any coin or currency of the United States of America which is legal tender on the respective dates of

payment thereof for the payment of public and private debts. Unless otherwise provided herein or in the applicable Series Resolution, the principal of all Bonds shall be payable at the principal or designated corporate trust office of the Bond Registrar upon the presentation and surrender of such Bonds as the same shall become due and payable.

Except to the extent otherwise provided as to any Series of Bonds in the applicable Series Resolution, interest on any Bond is payable on any Interest Payment Date by check or draft mailed to the person in whose name that Bond (or one or more Predecessor Bonds) is registered at the close of business on the Record Date for such Interest Payment Date; provided, however, that the Holder of Bonds in an aggregate principal amount of at least \$1,000,000 shall be entitled to have interest paid by wire transfer to such Holder to the bank account number on file with the Paying Agent, upon written request to the Paying Agent received prior to the Record Date preceding any Interest Payment Date, which written request shall specify the bank (which shall be a bank within the continental United States) and bank account number to which interest payments are to be wired. Any such request for interest payments by wire transfer shall remain in effect until rescinded or changed by written notice to the Paying Agent received prior to the Record Date preceding any Interest Payment Date.

Section 204. Authentication of Bonds. Only such Bonds as shall have endorsed thereon a certificate of authentication duly executed by the Bond Registrar shall be entitled to any benefit or security under this Resolution. No Bond shall be valid or obligatory for any purpose unless and until such certificate of authentication on the Bond shall have been duly executed by the Bond Registrar and such certificate of the Bond Registrar upon any such Bond shall be conclusive evidence that such Bond has been duly authenticated and delivered under this Resolution. The Bond Registrar's certificate of authentication on any Bond shall be deemed to have been duly executed if signed by an authorized signatory of the Bond Registrar, but it shall not be necessary that the same signatory sign the certificate of authentication on all of the Bonds that may be issued hereunder at any one time.

Section 205. Exchange of Bonds. Bonds, upon surrender thereof at the principal office of the Bond Registrar, together with an assignment duly executed by the Holder or such Holder's attorney or legal representative in such form as shall be satisfactory to the Bond Registrar, may, at the option of the Holder thereof, be exchanged for an equal aggregate principal amount of Bonds of the same Series and maturity, of any denomination or denominations authorized by this Resolution and bearing interest at the same rate as the registered Bonds surrendered for exchange.

Section 206. Registration of Transfer of Bonds. The Bond Registrar shall keep books for the registration, exchange and registration of transfer of Bonds as provided in this Resolution. The Bond Registrar shall evidence acceptance of the duties, obligations and responsibilities of Bond Registrar by execution of the certificate of authentication on the Bonds.

The transfer of any Bond may be registered only upon the books kept for the registration of transfer of Bonds upon surrender of such Bond to the Bond Registrar, together with an assignment duly executed by the Holder or such Holder's attorney or legal representative in such form as shall be satisfactory to the Bond Registrar.

Upon any such exchange or registration of transfer, the City shall execute (in the manner provided in Section 203 hereof) and the Bond Registrar shall authenticate and deliver in exchange for such Bond a new registered Bond or Bonds, registered in the name of the transferee, of any denomination or denominations authorized by this Resolution, in the aggregate principal amount equal to the principal amount of such Bond surrendered, of the same Series and maturity and bearing interest at the same rate.

In all cases in which Bonds shall be exchanged or the transfer of Bonds shall be registered hereunder, the City shall execute (in the manner provided in Section 203 hereof) and the Bond Registrar shall authenticate and deliver at the earliest practicable time Bonds in accordance with the provisions of this Resolution. All Bonds surrendered in any such exchange or registration of transfer shall forthwith be cancelled by the Bond Registrar. No service charge shall be made for any registration of transfer or exchange of Bonds, but the City and the Bond Registrar may require payment of a sum sufficient to cover any tax or other governmental charge that may be imposed in connection with any registration of transfer or exchange of Bonds. Except as provided in a Series Resolution, the Bond Registrar shall not be required (i) to register the transfer of or to exchange Bonds during a period beginning at the opening of business fifteen (15) days before the day of mailing of a notice of redemption of Bonds under this Resolution and ending at the close of business on the day of such mailing or (ii) to register the transfer of or to exchange any Bond so selected for redemption in whole or in part.

Section 207. Ownership of Bonds. The City, any Paying Agent and the Bond Registrar, and any other agent of the City, may treat the person in whose name any Bond is registered on the books of the City kept by the Bond Registrar pursuant to Section 206 hereof as the Holder of such Bond for the purpose of receiving payment of principal of and redemption premium, if any, and interest on such Bond, and for all other purposes whatsoever, whether such Bond be overdue, and, to the extent permitted by law, neither the City, any Paying Agent, the Bond Registrar nor any such agent shall be affected by any notice to the contrary.

Section 208. Issuance and Details of the Series 2012 Bonds.

(a) Authorization. There shall be initially issued under and secured by this Resolution the Series 2012 Bonds of the City, and this Section 208 shall be deemed to be the Series Resolution for such Series 2012 Bonds. The Series 2012 Bonds shall be issued as Taxable Bonds in the aggregate principal amount not to exceed Three Hundred Forty Million Dollars (\$340,000,000), with the exact aggregate principal amount of said Series 2012 Bonds to be determined by the City Manager as set forth in the Bond Purchase Contract referred to below. The Series 2012 Bonds shall be issued for the purpose of providing funds, together with other available moneys, to (i) discharge a portion of the Unfunded Actuarial Accrued Liabilities of the Pension Plans, including, without limitation, a partial repayment to the City of its contribution to the Police/Fire Pension Plan in Fiscal Year 2012 to prefund a portion of its Unfunded Actuarial Accrued Liabilities for Fiscal Year 2013, and (ii) pay the costs of issuance of the Series 2012 Bonds, including if applicable, a premium in respect of any Insurance Policy. The Series 2012 Bonds shall be designated "City of Fort Lauderdale, Florida Taxable Special Obligation Bonds, Series 2012 (Pension Funding Project)."

The City Commission hereby finds that the issuance of the Series 2012 Bonds and the discharge of a portion of the Unfunded Actuarial Accrued Liabilities of the Pension Plans, including, without limitation, partial repayment to the City of its contribution to the Police/Fire Pension Plan in Fiscal Year 2012 to prefund a portion of its Unfunded Actuarial Accrued Liabilities for Fiscal Year 2013 from the proceeds of such Series 2012 Bonds will serve a valid public and municipal purpose in accordance with the Act and is expected to provide substantial savings in the City's required contributions to the Pension Plans and thus relieving a portion of the financial burden imposed by such contributions upon the City and its taxpayers.

The Series 2012 Bonds shall be executed in the manner set forth in this Resolution and shall be deposited with the Bond Registrar for authentication but prior to or simultaneously with the authentication and delivery of the Series 2012 Bonds there shall be filed with the City Manager the following documents and opinions:

- (i) a copy, certified by the City Clerk, of this Resolution;
- (ii) an opinion of the City Attorney to the effect that this Resolution has been duly adopted by the City Commission and is in full force and effect;
- (iii) an opinion or opinions of Bond Counsel to the effect that (A) this Resolution has been duly adopted by the City Commission, is in full force and effect and is enforceable in accordance with its terms, (B) the issuance of the Series 2012 Bonds has been duly and validly authorized, (C) the Pledged Funds have been lawfully pledged, to the extent described in this Resolution, for the payment of the Series 2012 Bonds, and (D) the Series 2012 Bonds constitute special obligations of the City payable in accordance with the provisions of this Resolution; provided, however, that such opinion may take exception for limitations imposed by or resulting from bankruptcy, insolvency, moratorium, reorganization or other laws affecting creditors' rights and judicial discretion; and
- (iv) any additional documents or opinions as Bond Counsel, the Underwriters of the Series 2012 Bonds or their counsel may reasonably require.

When (i) the documents mentioned above shall have been filed with the City Manager, (ii) the Series 2012 Bonds shall have been executed by the City and authenticated by the Bond Registrar as required by this Resolution, and (iii) the Underwriters have paid to the City the purchase price of the Series 2012 Bonds, then the Bond Registrar shall deliver such Series 2012 Bonds at one time to or upon the order of the Underwriters as set forth in the Bond Purchase Contract.

The proceeds of the Series 2012 Bonds shall be applied by the City in the manner provided in a certificate of the Finance Director to be delivered prior to or simultaneously with the issuance of the Series 2012 Bonds.

(b) Form, Denominations, Date, Interest Rates and Maturity Dates. The Series 2012 Bonds are issuable only in fully registered form and shall be in substantially the form thereof set forth in Exhibit "A" to this Resolution, with such appropriate variations, omissions and insertions as may be required therein and approved by the City Manager as set forth in the Bond Purchase Contract. The Series 2012 Bonds shall be issued in denominations of \$5,000 or any

multiple thereof, or such other denominations as determined by the City Manager. The Series 2012 Bonds shall be dated on such date determined by the City Manager and set forth in the Bond Purchase Contract and shall bear interest as provided in Section 203 hereof, unless otherwise determined by the City Manager and set forth in the Bond Purchase Contract. Interest on the Series 2012 Bonds shall be payable semiannually on January 1 and July 1 of each year (or on such other dates determined by the City Manager), commencing on such date as shall be determined by the City Manager. The Series 2012 Bonds shall mature on such date, in such year or years, but not later than the year 2032, shall bear interest at such fixed rate or rates, may be subject to mandatory redemption and optional redemption, and optional and mandatory tender for purchase, all as determined by the City Manager and as set forth in the Bond Purchase Contract; provided, however, that the Series 2012 Bonds shall be sold to the Underwriters at not less than ninety-eight percent (98%) (including underwriters' discount but excluding original issue discount or premium) of the original principal amount of the Series 2012 Bonds and at a true interest cost rate not to exceed four and one-half percent (4.5%) per annum. The Series 2012 Bonds shall be numbered consecutively from R-1 and upwards. Subject to the foregoing, the aggregate principal amount, maturities, interest rates and other terms of the Series 2012 Bonds shall be as approved and determined by the City Manager and set forth in the Bond Purchase Contract, with the execution and delivery of the Bond Purchase Contract by the City Manager and the attestation thereof by the City Clerk being conclusive evidence of the City's approval of the final details and prices of the Series 2012 Bonds. The Series 2012 Bonds may have endorsed thereon such legends or text as may be necessary or appropriate to conform to any applicable rules and regulations of any governmental authority or any usage or requirement of law with respect thereto. The execution and delivery of the Series 2012 Bonds substantially in the form mentioned above is hereby authorized, and the execution of the Series 2012 Bonds for and on behalf of the City, with a facsimile or manual signature, by the Mayor and the City Manager with the official seal of the City impressed or imprinted thereon and attested, with a facsimile or manual signature, by the City Clerk, and hereby authorized and shall be conclusive evidence of any such approval.

All payments of interest on the Series 2012 Bonds shall be made by check mailed to the owners in whose names Series 2012 Bonds are registered on the Record Date; provided, however, that the Holder of Series 2012 Bonds in an aggregate principal amount of at least \$1,000,000 shall be entitled to have interest paid by wire transfer as provided in Section 203 hereof. Interest on the Series 2012 Bonds shall be computed on the basis of a 360-day year of twelve 30-day months.

(c) Optional Redemption. The Series 2012 Bonds are subject to redemption prior to maturity at the option of the City, in whole or in part at any time, at such times, and at the redemption prices, as approved and determined by the City Manager, as set forth in the Bond Purchase Contract; provided, however, the redemption premium on the Series 2012 Bonds shall not exceed one hundred one percent (101%). The execution, attestation, seal and delivery of the Bond Purchase Contract by the City Manager and the City Clerk shall be conclusive evidence of the City's approval of the optional redemption provisions contained therein relating to the Series 2012 Bonds.

The Series 2012 Bonds may also be made subject to redemption prior to maturity at the option of the City, on any date, in whole or in part, in maturities selected by the City at a make-whole redemption price equal to the greater of:

(a) 100% of the principal amount of the Series 2012 Bonds to be redeemed; or

(b) The sum of the present value of the remaining scheduled payments of principal and interest to the maturity date of the Series 2012 Bonds to be redeemed, not including any portion of those payments of interest accrued and unpaid as of the date on which the Series 2012 Bonds are to be redeemed, discounted to the date on which the Series 2012 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 (hereinafter defined), plus not less than fifteen (15) basis points;

plus, in each case, accrued and unpaid interest on the Series 2012 Bonds to be redeemed to the redemption date.

“Treasury Rate” means, with respect to any redemption date for a particular Series 2012 Bond, the yield to maturity as of such redemption date of United States Treasury securities with a constant maturity (as compiled and published in the most recent Federal Reserve Statistical Release H.15 (519) that has become publicly available at least two Business Days, but not 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) most nearly equal to the period from the redemption date to the maturity date of the Series 2012 Bonds to be redeemed; provided, however, that if the period from the redemption date to such maturity date is less than one year, the weekly average yield on actually traded United States Treasury securities adjusted to a constant maturity of one year will be used.

If less than all of the Series 2012 Bonds are to be redeemed, the Series 2012 Bonds to be redeemed shall be selected in accordance with Subsection 208(m) and Section 302 of this Resolution.

(d) Mandatory Sinking Fund Redemption. The Series 2012 Bonds consisting of Term Bonds, if any, shall be subject to mandatory redemption prior to maturity to the extent of the Amortization Requirements therefor at the principal amount of such Series 2012 Bonds to be redeemed, plus accrued interest to the date fixed for redemption, but without premium, for which there is an Amortization Requirement due on such Series 2012 Bonds. The Amortization Requirements and redemption date or dates for the Series 2012 Bonds consisting of Term Bonds shall be as approved and determined by the City Manager, all as set forth in the Bond Purchase Contract. The execution and delivery of the Bond Purchase Contract by the City Manager and the City Clerk shall be conclusive evidence of the City’s approval of the mandatory sinking fund redemption provisions contained therein relating to the Series 2012 Bonds.

(e) No Series Reserve Fund Requirement for Series 2012 Bonds. There shall be no Series Reserve Fund Requirement and no Reserve Account established for the Series 2012 Bonds.

(f) Approval of Form of Paying Agent and Bond Registrar Agreement; Designation of Paying Agent and Bond Registrar. The execution and delivery of the Paying Agent and Bond Registrar Agreement in connection with the issuance of the Series 2012 Bonds is hereby authorized and approved. The City Commission hereby authorizes and directs the City Manager to determine the final provisions of the Paying Agent and Bond Registrar Agreement. The City Manager is hereby authorized to execute and the City Clerk is hereby authorized to attest to, seal and deliver the Paying Agent and Bond Registrar Agreement in substantially the form approved at this meeting and attached hereto as Exhibit "B," subject to such changes, insertions and omissions and such filling in of blanks therein as hereafter may be approved and made by the City Manager upon the advice of the City Attorney and Bond Counsel. The execution, attestation and delivery of the Paying Agent and Bond Registrar Agreement, as described herein, shall be conclusive evidence of the City's approval of any such determinations, changes, insertions, omissions or filling in of blanks. Regions Bank is hereby designated to serve as Paying Agent and as Bond Registrar for the Series 2012 Bonds under this Resolution.

(g) Findings Regarding Negotiated Sale. In accordance with Section 218.385, Florida Statutes, the City hereby finds, determines and declares, based upon the advice of First Southwest Company, the City's Financial Advisor for the Series 2012 Bonds (the "Financial Advisor"), that a negotiated sale of the Series 2012 Bonds is in the best interests of the City for the following reasons:

(i) The structure and timing of the issuance of the Series 2012 Bonds require extensive planning, and it is not practical for the City, the Financial Advisor and the Underwriters to engage in such planning within the time constraints and uncertainties inherent within a competitive bidding process;

(ii) The Designated Revenues comprise new revenue sources being pledged by the City and consist of multiple revenue sources which require extensive planning and explanation to the market; and

(iii) The vagaries of the current and near future municipal bond market demand that the Underwriters have the maximum time and flexibility to price and market the Series 2012 Bonds, in order to obtain the most favorable interest rates available.

(h) Award. The City hereby approves the Bond Purchase Contract in substantially the form presented to this meeting and attached hereto as Exhibit "C," with such variations, omissions and insertions as may be necessary to evidence the final terms of the Series 2012 Bonds. Upon compliance by the Underwriters with the requirements of Section 218.385(6) and Section 287.133, Florida Statutes, the City Manager is authorized to finalize the terms of and execute the Bond Purchase Contract, and to deliver said Bond Purchase Contract to Citigroup Global Markets Inc., as representatives, on behalf of themselves and the other Underwriters. The City hereby approves the negotiated sale of the Series 2012 Bonds to the Underwriters upon the terms and conditions set forth herein and as set forth in the Bond Purchase Contract. The City hereby authorizes and directs the City Manager to determine the final provisions of the Bond Purchase Contract, within the parameters for the Series 2012 Bonds set forth in Section 208 of this Resolution, and authorizes and directs the City Manager to execute and the City Clerk to attest to, seal and deliver the Bond Purchase Contract in substantially the form approved at this

meeting and attached hereto as Exhibit "C," subject to such changes, insertions and omissions and such filling in of blanks therein as hereafter may be approved and made by the City Manager upon the advice of the City Attorney and Bond Counsel. The execution, attestation and delivery of the Bond Purchase Contract by the City Manager and the City Clerk shall be conclusive evidence of the City's approval of any such determinations, changes, insertions, omissions or filling in of blanks.

(i) Approval of Preliminary Official Statement and Final Official Statement; Approval of Printer. The use and distribution by the Underwriters of the Preliminary Official Statement in connection with the offering of the Series 2012 Bonds for sale by the Underwriters, in substantially the form presented to the City Commission at this meeting, and attached hereto as Exhibit "D," is hereby approved and such Preliminary Official Statement, with the permitted omissions, is deemed "final" for purposes of the Rule. The Mayor, the City Manager and the Finance Director are authorized and directed to execute and deliver a Final Official Statement in the name and on behalf of the City, and thereupon to cause such Official Statement to be delivered to the Underwriters within seven (7) Business Days of the execution of the Bond Purchase Contract, with such variations, omissions and insertions as may be determined by the City Manager after consultation with the Financial Advisor, the Finance Director, the City Attorney, Disclosure Counsel and Bond Counsel. The use and distribution of a Final Official Statement in substantially the form of the Preliminary Official Statement, and with such terms and provisions as modified to incorporate the final terms of the sale of the Series 2012 Bonds, is hereby authorized and approved, subject to such changes, modifications, deletions and additions as the City Manager, upon the advice of the Finance Director, the City Attorney, Disclosure Counsel and Bond Counsel may deem necessary and appropriate, the execution of the Final Official Statement for and on behalf of the City by the Mayor, the City Manager and the Finance Director being conclusive evidence of the City's approval of any such changes.

(j) Continuing Disclosure Commitment. In order to implement the continuing disclosure covenants contained in Section 608 hereof with respect to the Series 2012 Bonds, the City hereby authorizes and directs the City Manager to execute and the City Clerk to attest to, seal and deliver a Continuing Disclosure Commitment in substantially the form approved at this meeting and attached hereto as Exhibit "E," subject to such changes, insertions and omissions and such filling in of blanks therein as hereafter may be approved and made by the City Manager upon the advice of the City Attorney, Disclosure Counsel and Bond Counsel. The execution, attestation and delivery of the Continuing Disclosure Commitment by the City Manager and the City Clerk shall be conclusive evidence of the City's approval of any such determinations, changes, insertions, omissions or filling in of blanks. Digital Assurance Certification, LLC ("DAC") is hereby appointed as the initial Dissemination Agent under the Continuing Disclosure Commitment.

(k) Use of Proceeds of Series 2012 Bonds. The proceeds received from the sale of the Series 2012 Bonds herein authorized shall be applied, withdrawn and transferred, as applicable, for the purposes stated in and in a manner consistent with the Estimated Sources and Uses of Funds section of the Final Official Statement for the Series 2012 Bonds and the Bond Purchase Contract. The specific application of proceeds of the Series 2012 Bonds, including without limitation, amounts, if any, to be deposited in the funds and accounts established by this

Resolution for the Series 2012 Bonds shall be set forth in a certificate to be delivered by the Finance Director simultaneously with the delivery of the Series 2012 Bonds.

(l) Book-Entry Only System. The Series 2012 Bonds are to be issued as uncertificated securities, pursuant to the book-entry only system maintained by The Depository Trust Company of New York, New York (“DTC”), subject to the terms and provisions of Section 213 hereof. Upon initial issuance of the Series 2012 Bonds, and until the Series 2012 Bonds are no longer maintained through DTC’s book-entry only system, the Registered Owner of all the Series 2012 Bonds shall be, and the Series 2012 Bonds shall be registered in the name of, Cede & Co., as nominee of DTC. The Series 2012 Bonds shall be initially issued in the form of separate single typewritten Bonds for each maturity of Series 2012 Bonds.

(m) Notwithstanding anything in this Resolution to the contrary, if less than all of the Series 2012 Bonds are to be redeemed, the Bond Registrar, upon written instructions from the City, shall select the Series 2012 Bonds for redemption from such maturity dates and in such amounts as are selected by the City, and, so long as the Series 2012 Bonds constitute Book-Entry Bonds held by DTC, shall select such Series 2012 Bonds within such selected maturities on a “Pro Rata Pass-Through Distribution of Principal” basis in accordance with DTC procedures; provided that so long as such Series 2012 Bonds are held under the Book-Entry System, the selection for redemption of such Series 2012 Bonds shall be made in accordance with the operational arrangements of DTC then in effect and, if the DTC operational arrangements do not allow for redemption on a “Pro Rata Pass-Through Distribution of Principal” basis, such Series 2012 Bonds shall be selected for redemption within each such maturity in such manner as the Bond Registrar shall determine and in accordance with DTC procedures. In any event, the portion of any Series 2012 Bond to be redeemed in part shall be in the principal amount of \$5,000 or any integral multiple in excess thereof.

(n) In making the determinations as to the details and other matters relating to the Series 2012 Bonds and the documentation related thereto, the City Manager is entitled to consult with and seek advice from the Financial Advisor, the Finance Director, the City Attorney, Bond Counsel and Disclosure Counsel.

Section 209. Additional Bonds for Capital Improvements and Other Projects. In addition to the Series 2012 Bonds authorized under the provisions of Section 208 of this Article, one or more Series of Additional Bonds of the City may be issued under and secured by this Resolution, on a parity as to the pledge of the Pledged Funds with the Bonds theretofore and hereinafter issued under and secured by this Resolution and then Outstanding, subject to the conditions hereinafter provided in this Section 209, from time to time for the purpose of paying all or any part of the cost of any capital improvements within the City or other project determined in a Series Resolution to be financed by the issuance of such Additional Bonds, in each case, not inconsistent with the authorized use of the Designated Revenues. Each such Series of Additional Bonds issued pursuant to this Section 209 shall be designated as “City of Fort Lauderdale, Florida Special Obligation Bonds, Series ____ (Capital Improvements Project)”, or such other designation set forth in the Series Resolution for the issuance of such Additional Bonds, with the year in which such Series of Additional Bonds is issued inserted in the foregoing space and, if more than one Series is to be issued in a year, with an appropriate letter (commencing with “A”)

inserted after the year to distinguish each Series issued in such year from the other Series issued in such year.

Before any Additional Bonds shall be issued under the provisions of this Section, the City Commission shall adopt a Series Resolution authorizing the issuance of such Additional Bonds, fixing (or providing for the fixing of) the amount and the details thereof, and describing in brief and general terms the capital improvements or project to be constructed or acquired, which capital improvements or project shall be consistent with the authorized uses of the Designated Revenues. The Additional Bonds of each Series issued under the provisions of this Section shall be dated, shall be stated to mature (subject to the right of prior redemption as hereinafter set forth) on such date or dates, in such year or years not more than forty (40) years after the date of issuance of the Additional Bonds, shall bear interest at such fixed rate or rates, shall have such optional tender features and Credit Facility or Insurance Policy, shall have such Bond Registrar and Paying Agent, shall be in the form of Current Interest Bonds and any Term Bonds of such Series shall have such Amortization Requirements, and may be made redeemable at such times and prices (subject to the provisions of Article III of this Resolution), all as may be provided for in, or pursuant to, the Series Resolution for such Additional Bonds. Except as to any Credit Facility or Insurance Policy and as to any difference in the maturities thereof or the rate or rates of interest or the provisions for redemption and except for such differences, if any, respecting the use of moneys in the various funds and accounts created herein, such Series of Additional Bonds shall be on a parity with and shall be entitled to the same benefit and security of this Resolution as all other Bonds theretofore or thereafter issued under this Resolution.

Such Additional Bonds shall be executed in the form and manner hereinabove set forth, with such changes as may be necessary or appropriate to conform to the provisions of the Series Resolution authorizing the issuance of such Additional Bonds, and shall be deposited with the Bond Registrar for authentication and delivery, but before such Additional Bonds shall be delivered by the Bond Registrar, there shall be filed with the City Manager the following:

(a) a copy, certified by the City Clerk, of the Series Resolution for such Series of Additional Bonds;

(b) if applicable, a copy, certified by the City Clerk, of the resolution adopted by the City awarding such Additional Bonds, or the Bond Purchase Contract specifying the interest rate or rates for such Additional Bonds, and directing the delivery of such Additional Bonds to or upon the order of the purchasers therein named upon payment of the purchase price therein set forth (provided that such matters may be set forth in the Series Resolution);

(c) a certificate of the Finance Director demonstrating that the percentage derived by dividing the amount of the Designated Revenues received by the City during any twelve (12) consecutive months in the eighteen (18) months next preceding the date of delivery of the Additional Bonds then requested to be delivered, by the Maximum Principal and Interest Requirement, including the Principal and Interest Requirements with respect to the Additional Bonds then to be delivered, for any future Fiscal Year is not less than one hundred seventy-five per centum (175%);

(d) an opinion of Bond Counsel to the effect that (i) the Series Resolution referred to in clause (a) above has been duly adopted by the City, (ii) the issuance of such Additional Bonds has been duly and validly authorized, (iii) the Pledged Funds have been lawfully pledged, to the extent described in this Resolution, for the payment of the Additional Bonds, (iv) such Additional Bonds constitute special obligations of the City payable in accordance with the provisions of this Resolution and (v) to the extent that such Additional Bonds are being issued as Tax-Exempt Bonds, the interest on such Additional Bonds is excluded from gross income for federal income tax purposes;

(e) an opinion of the City Attorney to the effect that the issuance of such Additional Bonds has been duly authorized and that all conditions precedent to the delivery of such Additional Bonds have been fulfilled; and

(f) a certificate of the Finance Director to the effect that no event of default, as defined in Section 701 of this Resolution and no event which with the passage of time, the giving of notice or both would become an event of default, has occurred within the twelve (12) consecutive calendar months prior to the date of such certificate and is continuing or, if an event of default has occurred and is continuing, that such event would be cured as a result of the issuance of such Additional Bonds.

In determining whether to execute and deliver the certificate mentioned in clause (c) of this Section 209, if the rates for any of the sources of Designated Revenues shall have been revised, in accordance with applicable law, and such revision of such rates shall have gone into effect prior to the issuance of such Additional Bonds, or pursuant to a Series Resolution in which the City has designated additional revenues as Designated Revenues under clause (d) of the definition of Designated Revenues, the amount of the Designated Revenues which would have been realized during the twelve (12) consecutive month period (described in (c) above) required to be examined and reported upon in said certificate had such revised rates gone into effect or such additional revenues had been pledged on the first day of such period may be used by the Finance Director.

When the documents mentioned above in this Section 209 shall have been filed with the City Manager and when the Additional Bonds described in the resolutions mentioned in clauses (a) and (b) of this Section shall have been executed by the City and authenticated by the Bond Registrar as required by this Resolution, the Bond Registrar shall deliver such Additional Bonds at one time to or upon the order of the purchasers thereof, but only upon payment to the Finance Director of the purchase price of such Additional Bonds. The Finance Director shall be entitled to rely upon such resolutions as to all matters stated therein.

Simultaneously with the delivery of such Additional Bonds, the Finance Director shall apply the proceeds of such Additional Bonds, as follows:

(1) deposit the accrued interest, if any, received to the credit of the Principal and Interest Account;

(2) deposit in the Principal and Interest Account the amount, if any, equal to the interest on such Additional Bonds to be paid from the proceeds thereof;

(3) deposit to the credit of a separate Reserve Account in the Reserve Fund the amount, if any, equal to the Series Reserve Fund Requirement provided for in the Series Resolution or the Bond Purchase Contract relating to such Additional Bonds; and

(4) apply the balance of such proceeds as provided in the Series Resolution for such Additional Bonds.

Section 210. Refunding Bonds. One or more Series of Refunding Bonds of the City may be issued from time to time under and secured by this Resolution, subject to the conditions hereinafter provided in this Section, for the purpose of providing funds for refunding all or any Bonds of any one or more Series of Bonds then Outstanding or any other obligation of the City (whether or not such obligation was issued hereunder), including the payment of any redemption premium thereon and interest that will accrue on such Bonds or other obligation to the redemption date or stated maturity date or dates, funding any funds and accounts hereunder and paying any expenses in connection with such refunding and for any related lawful purpose. Each such Series of Refunding Bonds shall be designated as "City of Fort Lauderdale, Florida Special Obligation Refunding Bonds, Series ____", with the year in which such Series of Refunding Bonds is issued inserted in the foregoing space and, if more than one Series is to be issued in a year, with an appropriate letter (commencing with "A") inserted after the year to distinguish each Series issued in such year from the other Series issued in such year. Such Refunding Bonds shall be appropriately designated, shall be dated, shall be stated to mature in such principal amount or amounts, shall bear interest at a rate or rates not exceeding the maximum rate then permitted by law, may be secured by an Insurance Policy or a Credit Facility and may be made redeemable at such times and prices (subject to the provisions of Article III of this Resolution), all as may be provided for in, or pursuant to, the Series Resolution authorizing the issuance of such Series of Refunding Bonds. Except as to any Credit Facility or Insurance Policy and as to any difference in the maturities thereof or the rate or rates of interest or the provisions for redemption and except for such differences, if any, respecting the use of moneys in the various funds and accounts created herein, such Series of Refunding Bonds shall be on a parity with and shall be entitled to the same benefit and security of this Resolution as all other Bonds theretofore or thereafter issued under this Resolution.

Prior to or simultaneously with the authentication and delivery of such Refunding Bonds by the Bond Registrar to or upon the order of the purchasers thereof or the designated representative, there shall be filed with the City Manager the following documents and opinions:

(a) a copy, certified by the City Clerk, of the Series Resolution adopted by the City, approving the sale of such Refunding Bonds to the purchasers thereof and directing the delivery of such Refunding Bonds to or upon the order of such purchasers upon payment of the purchase price therein set forth and the accrued interest, if any, thereon;

(b) an opinion of Bond Counsel to the effect that (i) the Series Resolution referred to in clause (a) above has been duly adopted by the City, (ii) the issuance of such Refunding Bonds has been duly and validly authorized, (iii) the Pledged Funds have been lawfully pledged, to the extent described in this Resolution, for the payment of the Refunding Bonds, (iv) such Refunding Bonds constitute special obligations of the City payable in accordance with the provisions of this

Resolution and (v) to the extent that such Refunding Bonds are being issued as Tax-Exempt Bonds, the interest on such Refunding Bonds is excluded from gross income for federal income tax purposes;

(c) an opinion of the City Attorney to the effect that the issuance of such Refunding Bonds has been duly authorized and that all conditions precedent to the delivery of such Refunding Bonds have been fulfilled;

(d) a certificate of the Finance Director to the effect that no event of default, as defined in Section 701 of this Resolution and no event which with the passage of time, the giving of notice or both would become an event of default, has occurred within the twelve (12) consecutive calendar months prior to the date of such certificate and is continuing or, if an event of default has occurred and is continuing, that such event would be cured as a result of the issuance of such Refunding Bonds; and

(e) any additional documents or opinions as Bond Counsel, the initial purchasers of such Refunding Bonds or their counsel or any Credit Bank or Insurer or its counsel may reasonably require.

The Bond Registrar, however, shall not deliver such Refunding Bonds unless the City Manager has also received:

- (I) if the Bonds to be refunded do not mature or are not being redeemed on the date of delivery of the Refunding Bonds, a written verification of an Accountant that the proceeds (excluding accrued interest) of such Refunding Bonds, together with any other available money, deposited with a Depository, acting as escrow agent solely for the Holders of such Bonds to be refunded, and the interest that shall accrue upon any Defeasance Obligations acquired pursuant to clause (II) below of this Section, shall be not less than an amount sufficient to pay the principal of and the redemption premium, if any, on the Bonds to be refunded and the interest that will accrue thereon to the respective redemption and/or maturity dates, as applicable; and
- (II) a certificate of the Finance Director evidencing compliance with the requirements of Section 209(c) or stating that, assuming the issuance of such Refunding Bonds and the refunding of the Bonds to be refunded, the Principal and Interest Requirements for the Refunding Bonds proposed to be issued in each Fiscal Year through the last Fiscal Year in which the Bonds to be refunded would otherwise be Outstanding are not more than one hundred five percent (105%) of the Principal and Interest Requirements which would be due in each such year for the Outstanding Bonds to be refunded if such refunding did not occur.

After provision for payment of the expenses incident to such refunding, the proceeds of such Refunding Bonds (including accrued interest) and any other funds made available by the City shall be applied by the Finance Director simultaneously with the delivery of the Refunding Bonds as follows:

(1) the accrued interest received as part of the proceeds of such Refunding Bonds shall be deposited to the credit of the Principal and Interest Account;

(2) if the Bonds to be refunded do not mature or are not being redeemed on the date of delivery of the Refunding Bonds, an amount that, together with the interest that shall accrue on the Defeasance Obligations acquired pursuant to this clause (2), shall be sufficient to pay the principal of and redemption premium, if any, and the interest on the Bonds to be refunded hereunder, shall be paid to a Depositary, acting as escrow agent, for deposit to the credit of a special account, appropriately designated, to be held in trust for the sole and exclusive purpose of paying such principal, redemption premium and interest; and money held for the credit of such account shall, as nearly as may be practicable and reasonable, be invested and reinvested in Defeasance Obligations that shall mature or be subject to redemption by the holder thereof only at the option of such holder, at such time or times as shall be necessary or desirable to effectuate the purpose of such Refunding Bonds as stated in the Series Resolution mentioned in clause (a) of this Section;

(3) if the Bonds to be refunded mature or are being redeemed on the date of delivery of the Refunding Bonds, the amount necessary to pay or redeem the Bonds shall be applied for such purposes; and

(4) any other amounts shall be applied as provided in the Series Resolution providing for the issuance of such Refunding Bonds.

Section 211. Temporary Bonds. Until definitive Bonds are ready for delivery, there may be executed, and upon request of the City, the Bond Registrar shall authenticate and deliver, in lieu of definitive Bonds and subject to the same limitations and conditions, typewritten, printed, engraved or lithographed temporary Bonds, in the form of fully registered Bonds, substantially of the tenor of the Bonds set forth in this Resolution and with such appropriate omissions, insertions and variations as may be required.

Until definitive Bonds are ready for delivery, any temporary Bond, if so provided by the City by resolution, may be exchanged at the principal or designated corporate trust office of the Bond Registrar, without charge to the Holder thereof, for an equal aggregate principal amount of temporary fully registered Bonds of authorized denominations, of like tenor, of the same maturity and bearing interest at the same rate.

If temporary Bonds shall be issued, the City shall cause the definitive Bonds to be prepared and to be executed and delivered to the Bond Registrar, and the Bond Registrar, upon presentation to it at its principal office of any temporary Bond, shall cancel the same and authenticate and deliver in exchange therefor at the place designated by the Holder, without charge to the Holder thereof, a definitive Bond or Bonds of an equal aggregate principal amount, of the same maturity and bearing interest at the same rate as the temporary Bond surrendered. Until so exchanged, the temporary Bonds shall in all respects be entitled to the same benefit and security of this Resolution as the definitive Bonds to be issued and authenticated hereunder.

Section 212. Mutilated, Destroyed, Stolen or Lost Bonds. In case any Bond secured hereby shall become mutilated or be destroyed, stolen or lost, the City shall cause to be executed, and the Bond Registrar shall authenticate and deliver, a new Bond of like date and tenor in exchange and substitution for such mutilated Bond or in lieu of and in substitution for such Bond destroyed, stolen or lost, and the Holder shall pay the reasonable expenses and charges of the City and the Bond Registrar in connection therewith and, in case of a Bond destroyed, stolen or lost, the Holder shall file with the Bond Registrar evidence satisfactory to it and to the City that such Bond was destroyed, stolen or lost, and of such Holder's ownership thereof, and shall furnish the City and the Bond Registrar indemnity satisfactory to them.

Every Bond issued pursuant to the provisions of this Section in exchange or substitution for any Bond that is mutilated, destroyed, stolen or lost shall constitute an additional contractual obligation of the City, whether the destroyed, stolen or lost Bond shall be found at any time, or be enforceable by anyone, and shall be entitled to all the benefits hereof equally and proportionately with any and all other Bonds duly issued under this Resolution. All Bonds shall be held and owned upon the express condition that the foregoing provisions are exclusive with respect to the replacement or payment of mutilated, destroyed, stolen or lost Bonds, and shall preclude any and all other rights or remedies, notwithstanding any law or statute existing or hereafter enacted to the contrary with respect to the replacement or payment of negotiable instruments or other securities without their surrender.

Section 213. Book-Entry Only System.

(a) The provisions of this Section may be changed or varied with respect to any Series of Bonds for the purposes of (1) complying with the requirements of any automated depository and clearinghouse for securities transactions and (2) effectuating any book-entry only registration and payment system. During any and all times that any Series of Bonds is registered in the name of any securities depository pursuant to a book-entry only system of registration, such securities depository shall for all purposes under this Resolution be considered the registered owner of such Bonds and all references herein to the registered owners or holders shall mean such securities depository. The City, the Paying Agent and the Bond Registrar shall not have any obligation with respect to any depository participant or beneficial owner of the Bonds during such time as the Bonds are registered in the name of a securities depository pursuant to a book-entry only system of registration.

(b) With respect to any Series of Bonds registered in the name of Cede & Co., as nominee of DTC, or otherwise held pursuant to a book-entry only system maintained by another depository, the City, the Bond Registrar and the Paying Agent shall have no responsibility or obligation to any DTC participant (or any participant of such other depository) or to any beneficial owner (the "Beneficial Owner") of such Bonds. As to any Series of Bonds maintained through a book-entry only system, without limiting the immediately preceding sentence, the City, the Bond Registrar and the Paying Agent shall have no responsibility or obligation with respect to (i) the accuracy of the records of DTC, Cede & Co. or any DTC participant (or any such other depository) with respect to any beneficial ownership interest in such Series of Bonds, (ii) the delivery to any DTC participant, any Beneficial Owner or any other person, other than DTC (or any such other depository), of any notice with respect to such Series of Bonds, including any notice of redemption, or (iii) the payment to any DTC participant, any Beneficial

Owner or any other person, other than DTC (or any such other depository), of any amount with respect to principal of, redemption premium, if any, or interest on such Series of Bonds. Notwithstanding any other provision of this Resolution to the contrary, the City, the Bond Registrar and the Paying Agent shall be entitled to treat and consider DTC (or any such other depository) as the absolute owner of such Bonds for the purpose of payment of principal of, redemption premium, if any, and interest on such Bonds, for the purpose of giving notices of redemption and other matters with respect to such Bonds, for the purpose of registering transfers with respect to such Bonds, and for all other purposes whatsoever. The Paying Agent shall pay all principal of, redemption premium, if any, and interest on such Bonds only to or upon the order of DTC (or any such other depository then in effect) and all such payments shall be valid and effective to fully satisfy and discharge the City's obligations with respect to payment of principal of, redemption premium, if any, and interest on such Bonds to the extent of the sum or sums so paid. No person other than DTC (or any such other depository then in effect) shall receive Bonds evidencing the obligation of the City to make payments of amounts due pursuant to this Resolution. Upon delivery by DTC (or any such other depository then in effect) to the City of written notice to the effect that DTC (or any such other depository then in effect) has determined to substitute a new nominee in place of an existing nominee, and subject to the provisions in this Resolution with respect to interest checks or drafts being mailed to the Registered Owners at the close of business on the Record Date, the name of the existing nominee in this Resolution shall refer to such new nominee.

(c) (1) The securities depository may determine to discontinue providing its services with respect to the Bonds at any time by giving written notice to the City and the Bond Registrar and discharging its responsibilities with respect thereto under applicable law.

(2) The City, in its sole discretion and without the consent of any other person, may terminate the services of a securities depository with respect to a Series of Bonds if the City determines that the continuation of the system of book-entry-only transfers through such securities depository is not in the best interests of the Beneficial Owners of the Bonds or is burdensome to the City, and shall terminate the services of such securities depository with respect to the Bonds upon receipt by the City and the Bond Registrar of written notice from the depository to the effect that it has received written notice from its participants having interest, as shown in the records of the depository, in an aggregate principal amount of not less than fifty percent (50%) of the applicable Series of Bonds that: (i) the depository is unable to discharge its responsibilities with respect to the Series of Bonds; or (ii) a continuation of the requirement that all of the Outstanding Series of Bonds be registered in the registration books kept by the Bond Registrar in the name of the depository's nominee is not in the best interest of the Beneficial Owners of the Series of Bonds.

(3) Upon the termination of the services of the depository with respect to a Series of Bonds pursuant to subsection (c)(2)(ii) hereof, or upon the discontinuance or termination of the services of the depository with respect to a Series of Bonds pursuant to subsection (c)(1) or subsection (c)(2)(i) hereof after which no substitute securities depository willing to undertake the functions of the existing depository hereunder can be found which, in the opinion of the City, is willing and able to undertake such functions

upon reasonable and customary terms, such Series of Bonds shall no longer be restricted to being registered in the registration books kept by the Bond Registrar in the name of the depository's nominee. In such event, the City shall issue and the Bond Registrar shall authenticate bond certificates as requested by the depository of the like principal amount in authorized denominations to the identifiable Beneficial Owners in replacement of such Beneficial Owners' beneficial interest in the Bonds.

(4) Notwithstanding any other provisions of this Resolution to the contrary, so long as any Series of Bonds is registered in the name of the depository's nominee, all payments with respect to the principal of, redemption premium, if any, and interest on such Bonds and all notices with respect to such Bonds shall be made and given, respectively, to such depository as provided in the representation letter (or other similar document required by the depository) of the City and the Bond Registrar addressed to the depository with respect to such Series of Bonds.

(5) In connection with any notice or other communication to be provided to Bondholders pursuant to this Resolution by the City or the Bond Registrar with respect to any consent or other action to be taken by Bondholders, the City or the Bond Registrar, as the case may be, shall establish a record date for such consent or other action and give the securities depository notice of such record date not less than fifteen (15) calendar days in advance of such record date to the extent possible.

[END OF ARTICLE II]

ARTICLE III

REDEMPTION OF BONDS

Section 301. Redemption of Bonds.

(a) The Bonds of each Series issued under the provisions of this Resolution may be made subject to mandatory, extraordinary mandatory and optional redemption by the City, either in whole or in part, and at such times and prices as may be provided for in, or pursuant to, the Series Resolution providing for the issuance thereof, and with respect to the Series 2012 Bonds, Section 208 hereof.

(b) In addition, the Term Bonds of each Series are required to be redeemed to the extent of the Amortization Requirements, if any, therefor established by, or pursuant to, the Series Resolution providing for the issuance thereof, and with respect to the Series 2012 Bonds, Section 208 hereof.

Section 302. Selection of Bonds to be Redeemed. The Bonds shall be redeemed only in the minimum denomination authorized hereunder or by the applicable Series Resolution or in whole multiples of such minimum denomination, except that if, following any redemption in part of a Bond, the remaining principal amount Outstanding would not be the minimum authorized denomination or a whole multiple thereof, the Bond shall be redeemed in full. In selecting Bonds for redemption, the City and the Bond Registrar shall treat each Bond as representing the number of Bonds that is obtained by dividing the principal amount of such Bond by the minimum denomination authorized by the applicable Series Resolution. Except as otherwise provided in this Resolution or in any Series Resolution, if less than all of the Bonds shall be called for redemption, the particular maturity or maturities of Bonds or portions of Bonds to be redeemed shall be selected by the City and the particular Bonds of like maturity to be redeemed shall be selected by the Bond Registrar by such method as the Bond Registrar in its sole discretion deems fair and appropriate.

Section 303. Redemption Notice.

(a) Except as otherwise provided in a Series Resolution, at least thirty (30) days, but not more than sixty (60) days, before the redemption date of any Bonds, whether such redemption be in whole or in part, the City shall cause a notice of any such redemption signed by the Finance Director to be mailed, first class postage prepaid, to all Holders owning Bonds to be redeemed in whole or in part and to any Fiduciaries, at their addresses as they appear on the Register maintained by the Bond Registrar, but any defect in such notice or the failure so to mail any such notice to any Holder owning any Bonds shall not affect the validity of the proceedings for the redemption of any other Bonds. Each such notice shall set forth the name of the Bonds or portions thereof to be redeemed, the date fixed for redemption, the redemption price to be paid, the Series, and if less than all the Bonds of a Series shall be called for redemption, the maturities of the Bonds to be redeemed, the CUSIP numbers, the name and address (including contact person and phone number) of the Fiduciary to which Bonds called for redemption are to be delivered and, if less than all of the Bonds of any one maturity then Outstanding shall be called for redemption, the distinctive numbers and letters, if any, of such Bonds to be redeemed and, in

the case of Bonds to be redeemed in part only, the portion of the principal amount thereof to be redeemed. If any Bond is to be redeemed in part only, the notice of redemption shall also state that on or after the redemption date, upon surrender of such Bond, a new Bond in principal amount equal to the unredeemed portion of such Bond and of the same Series and maturity and bearing the same interest rate will be issued. Any notice as provided herein shall be conclusively presumed to have been duly given, whether or not the owner of the Bond receives such notice.

If at the time of mailing of notice of an optional redemption or purchase, the City shall not have deposited with a Depository or the Paying Agent moneys sufficient to redeem or purchase all the Bonds called for redemption or purchase, such notice shall state that it is subject to the deposit of the redemption or purchase moneys with the Depository or Paying Agent, as the case may be, not later than the opening of business on the redemption or purchase date and, subject to the immediately succeeding paragraph, such notice shall be of no effect unless such moneys are so deposited.

If the amount of funds deposited with the Depository or the Paying Agent, as applicable, for such redemption, or otherwise available, is insufficient to pay the redemption price and accrued interest on the Bonds so called for redemption on the redemption date, the Paying Agent shall redeem and pay on such date an amount of such Bonds for which such funds are sufficient, selecting the Bonds to be redeemed by lot from among all such Bonds called for redemption on such date, and among different maturities of Bonds in the same manner as the initial selection of Bonds to be redeemed, and from and after such redemption date, interest on the Bonds or portions thereof so paid shall cease to accrue and become payable; but interest on any Bonds or portions thereof not so paid shall continue to accrue until paid at the same rate as it would have had such Bonds not been called for redemption.

(b) In the case of an optional redemption, any notice of redemption may state that (1) it is conditioned upon the deposit of moneys, in an amount equal to the amount necessary to effect the redemption, with the Bond Registrar, Paying Agent or a Fiduciary acting as escrow agent no later than the redemption date or (2) the City retains the right to rescind such notice on or prior to the scheduled redemption date (in either case, a "Conditional Redemption"), and such notice and optional redemption shall be of no effect if such moneys are not so deposited or if the notice is rescinded as described in this subsection. Any such notice of Conditional Redemption shall be captioned "Conditional Notice of Redemption." Any Conditional Redemption may be rescinded at any time prior to the redemption date if the Finance Director delivers a written direction to the Bond Registrar directing the Bond Registrar to rescind the redemption notice. The Bond Registrar shall give prompt notice of such rescission to the affected Bondholders. Any Bonds subject to Conditional Redemption where redemption has been rescinded shall remain Outstanding, and neither the rescission nor the failure by the City to make such funds available shall constitute an event of default under this Resolution. The Bond Registrar shall give immediate notice to the securities information repositories and the affected Bondholders that the redemption did not occur and that the Bonds called for redemption and not so paid remain Outstanding.

Section 304. Effect of Calling for Redemption. On the date fixed for redemption, notice having been mailed in the manner and under the conditions hereinabove stated, provided that such notice of redemption has not been rescinded as permitted above, the Bonds or portions

thereof called for redemption shall be due and payable at the redemption price provided therefor, plus accrued interest to such date. If on the date fixed for redemption money or Defeasance Obligations, or a combination of both, sufficient to pay the redemption price of the Bonds to be redeemed, plus accrued interest thereon to the date fixed for redemption, are held by a Depositary in trust for the Holders of Bonds to be redeemed, interest on the Bonds called for redemption shall cease to accrue after the date fixed for redemption; such Bonds shall cease to be entitled to any benefits or security under this Resolution or to be deemed Outstanding; and the Holders of such Bonds shall have no rights in respect thereof except to receive payment of the redemption price thereof, plus accrued interest to the date of redemption; provided, that such notice of redemption has not been rescinded, as permitted above. Bonds and portions of Bonds for which irrevocable instructions to pay or to call for redemption on one or more specified dates have been given to the Depositary and the Bond Registrar in form satisfactory to them shall not thereafter be deemed to be Outstanding under this Resolution and shall cease to be entitled to the security of or any rights under this Resolution, other than rights to receive payment of the redemption price thereof and accrued interest thereon, to be given notice of redemption in the manner provided in Section 303, and, to the extent hereinafter provided, to receive Bonds for any unredeemed portions of Bonds, if money or Defeasance Obligations, or a combination of both, sufficient to pay the redemption price of such Bonds or portions thereof, together with accrued interest thereon to the date upon which such Bonds are to be paid or redeemed, as set forth in Article XI hereof, are held in separate accounts by the Depositary in trust for the holders of such Bonds.

Section 305. Redemption of Portion of Bonds. If a portion of an Outstanding Bond shall be selected for redemption, the Holder thereof or such Holder's attorney or legal representative shall present and surrender such Bond to the Bond Registrar for payment of the principal amount thereof so called for redemption and the redemption premium, if any, on such principal amount, and the City shall execute and the Bond Registrar shall authenticate and deliver to or upon the order of such registered owner or such owner's legal representative, without charge therefor, for the unredeemed portion of the principal amount of the Bond so surrendered, a new Bond of the same Series and maturity and bearing interest at the same rate.

Section 306. Cancellation. Bonds so redeemed, presented and surrendered shall be cancelled upon the surrender thereof. Bonds so cancelled shall be destroyed by the Bond Registrar and a certificate of destruction shall be filed with the Finance Director by the Bond Registrar.

[END OF ARTICLE III]

ARTICLE IV

FUNDS AND ACCOUNTS

Section 401. Funds and Accounts. There are hereby created and designated the “City of Fort Lauderdale Special Obligation Bonds Debt Service Fund” (the “Debt Service Fund”) and two accounts therein designated the “Principal and Interest Account” (the “Principal and Interest Account”) and the “Expense Account” (the “Expense Account”) and the “City of Fort Lauderdale Special Obligation Bonds Reserve Fund” (the “Reserve Fund”) within which separate accounts (each a “Reserve Account”) shall be established for each Series of Bonds for which a Series Reserve Fund Requirement is established in the corresponding Series Resolution. All of such Funds and Accounts shall be held in trust by the City for the benefit of the Holders of the Bonds as set forth herein. There is hereby created and designated the “City of Fort Lauderdale Special Obligation Bonds Rebate Fund” (the “Rebate Fund”), which fund shall be held by the City for the payment of any required arbitrage rebate in connection with Tax-Exempt Bonds.

There is hereby created and designated the “City of Fort Lauderdale Special Obligation Bonds Designated Revenues Fund” (the “Designated Revenues Fund”) to be held in trust by the City for the benefit of the Holders of the Bonds. The City hereby covenants that all revenues received, collected and derived from the Designated Revenues in each Fiscal Year will be deposited in or credited to the Designated Revenues Fund created hereby. All moneys deposited in or credited to the Designated Revenues Fund shall be held in trust and applied only as provided in this Resolution, and pending such application, are hereby pledged as security for the holders of the Bonds until applied, as provided herein, to a purpose not inconsistent with such pledge.

In addition, the City may create such other funds and accounts as may be provided in a Series Resolution as it determines to be necessary or advisable in connection with the issuance of any Series of Bonds.

Section 402. Funds and Accounts as Trust Funds. All moneys held in the funds and accounts established in or pursuant to Section 401 of this Article or any subfund or account established by any Series Resolution shall be held in trust and, pending the application of such moneys as hereinafter in this Article provided, such moneys (except for moneys on deposit in the Rebate Fund) shall be subject to a lien and charge in favor of the Holders, any Credit Banks and any Insurers.

Section 403. Application of Designated Revenues. The City shall cause the Finance Director to deposit all Designated Revenues, as the same are collected, to the credit of the City’s general or special fund in which such revenues are received and thereafter promptly transfer the Designated Revenues to the Designated Revenues Fund for application as set forth in this Section 403. The City shall transfer Designated Revenues from such Designated Revenues Fund to the Rebate Fund, the Principal and Interest Account, the Reserve Fund and the accounts established within said Fund and the Expense Account and apply the same to the payment of required arbitrage rebate payments, the interest on and the principal of the Bonds, the required deposits, if any, to the Reserve Fund and the fees and expenses payable from the Expense

Account, all in accordance with the provisions of this Section 403 or as otherwise provided in any Series Resolution. Any balance after meeting the foregoing requirements as to each Series of Bonds shall be deposited as provided in this Section 403.

On or before the Business Day preceding any date on which arbitrage rebate payments under the Code are required to be made, the Finance Director shall withdraw moneys from the Designated Revenues Fund and deposit to the credit of the Rebate Fund such amounts as directed by the City to make such arbitrage rebate payments hereunder.

On or before the twenty-fifth (25th) day of each month, commencing in the month immediately succeeding the month in which the Series 2012 Bonds are issued under the provisions of Section 208 of this Resolution, the Finance Director shall withdraw from the Designated Revenues Fund an amount equal to the amount then held for the credit of the Designated Revenues Fund or such lesser amount as shall be required to fund the deposit requirements set forth in clauses (a), (b), (c) and (d) below, and apply the moneys so withdrawn to make the following payments and deposits in the following order; provided, however, that the City may withdraw from the Designated Revenues Fund such greater amounts as it may, in its sole and absolute discretion, determine to deposit into the funds and accounts described in clauses (a), (b), (c) and (d) below:

(a) Deposit to the credit of the Principal and Interest Account an amount equal to one-sixth (1/6th) of the interest becoming due on the Bonds on the next semiannual Interest Payment Date; provided, however, that the amount so deposited on account of interest in each month after the delivery of the Bonds of any Series up to and including the month immediately preceding the first Interest Payment Date thereafter of the Bonds of such Series shall be that amount that when multiplied by the number of such deposits will be equal to the amount of interest payable on such Bonds on such first Interest Payment Date less the amount of any accrued interest paid on such Bonds and deposited to the credit of the Principal and Interest Account;

(b) Deposit to the credit of the Principal and Interest Account an amount equal to the sum of (i) one-twelfth (1/12th) of the principal of Serial Bonds that will mature and become due on the next annual maturity date and (ii) one-twelfth (1/12th) of the Amortization Requirements that will become due and payable on the next mandatory sinking fund redemption date, such deposits to commence in such month or to be adjusted in such amounts as will ensure that on the dates such principal or Amortization Requirements are due and payable sufficient moneys will be on deposit in the Principal and Interest Account.

Notwithstanding the foregoing provisions, moneys shall not be required to be deposited to the credit of the Principal and Interest Account (A) pursuant to clause (a) above if the amount then to the credit thereof is equal to the interest becoming due and payable on the Bonds on the next Interest Payment Date and (B) pursuant to clause (b) above if the amount then to the credit thereof is equal to the sum of (i) the principal of Serial Bonds maturing on the next maturity date and (ii) the Amortization Requirement on the next mandatory sinking fund redemption date on account of the Term Bonds Outstanding.

If the period between Interest Payment Dates is other than six (6) months or the period between principal payment dates is other than twelve (12) months, then such monthly deposits shall be increased or decreased, as appropriate, in sufficient amounts to provide the required interest amount coming due on the next Interest Payment Date or the principal amount maturing or Amortization Requirement due on the next principal payment date or redemption date, as applicable.

(c) Deposit to the credit of the Reserve Fund (or each Account within the Reserve Fund to the extent that a Reserve Account has been established within the Reserve Fund for a particular Series of Bonds), without priority of one Account over another, if any, beginning with respect to each Series of Bonds for which a Series Reserve Fund Requirement has been established on the twenty-fifth (25th) day of the month in which such Series of Bonds are delivered to the purchasers thereof, such sums as shall be at least sufficient to pay an amount equal to one-twelfth (1/12th) of the difference between the amount, if any, on deposit in the Reserve Fund or Account therein (including any Reserve Fund Insurance Policy or Reserve Fund Letter of Credit) on the date of issuance of the Series of Bonds and the increase in the amount required to be held therein due to such Series Reserve Fund Requirement, if any, for such Series of Bonds and, provided, further, that no payments shall be required to be made into the Reserve Fund or any Account therein whenever and as long as the amount deposited therein (including any Reserve Fund Insurance Policy or Reserve Fund Letter of Credit) shall be equal to all of the Series Reserve Fund Requirements for all Series of Bonds to which such Reserve Fund or Account therein relates.

Notwithstanding the foregoing provisions, in lieu of or in substitution for the required deposits, if any, hereunder (including existing deposits) into the Reserve Fund or any Account therein, the City may cause to be deposited into the Reserve Fund or any Account therein for any Series of Bonds, a Reserve Fund Insurance Policy or a Reserve Fund Letter of Credit for the benefit of the holders of the Bonds of such Series in an amount equal to the difference between the applicable Series Reserve Fund Requirement and the sums to remain on deposit in the Reserve Fund or any Account therein, after the deposit of such Reserve Fund Insurance Policy or Reserve Fund Letter of Credit, if any, which Reserve Fund Insurance Policy or Reserve Fund Letter of Credit shall be payable or available to be drawn upon, as the case may be (upon the giving of notice as required thereunder), on any Interest Payment Date on which a deficiency exists with respect to the applicable Series of Bonds which cannot be cured by all moneys in any Fund or Account, including the applicable Account, if any, in the Reserve Fund hereunder, held pursuant to this Resolution and available for such purpose. If a disbursement is made under a Reserve Fund Insurance Policy or Reserve Fund Letter of Credit, the City shall be obligated to either reinstate the maximum limits of such Reserve Fund Insurance Policy or Reserve Fund Letter of Credit within twelve (12) months following such disbursement or to deposit into the Reserve Fund or applicable Account therein, as provided in the next paragraph, funds in the amount of the disbursements made under such Reserve Fund Insurance Policy or Reserve Fund Letter of Credit, or a combination of such alternatives.

In the event that any moneys shall be withdrawn from the Reserve Fund or any Account therein for payments into the Principal and Interest Account, such withdrawals shall be subsequently restored in the manner described in the first paragraph of this clause (c) from the Designated Revenues available after all required payments have been made into the Principal

and Interest Account, including any deficiencies for prior payments, unless restored by the reinstatement of the maximum limits of a Reserve Fund Insurance Policy or Reserve Fund Letter of Credit (without priority of one Account over another Account, if any).

In the event that a Reserve Fund Insurance Policy or Reserve Fund Letter of Credit shall be drawn upon, the principal portion of the related payment obligations to the issuer of such Reserve Fund Insurance Policy or Reserve Fund Letter of Credit shall be paid after all required payments have been made to the Principal and Interest Account, including any deficiencies for prior payments, in accordance with the terms of any agreement between the City and such issuer, on a parity and on a pro-rata basis with all other obligations payable under this clause (c) to other issuers of any Reserve Fund Letter of Credit or Reserve Fund Insurance Policy and cash funding requirements to the different Accounts established for each Series of Bonds but prior to making any cash deposit to the Account to which such Reserve Fund Insurance Policy or Reserve Fund Letter of Credit relates, provided that such Reserve Fund Insurance Policy or Reserve Fund Letter of Credit is reinstated in the amount of such payment concurrently with the receipt of such payment by the issuer thereof.

(d) Any balance remaining after satisfying the requirements of clauses (a), (b) and (c) above shall be deposited to the credit of the Expense Account in an amount sufficient to pay (i) the fees, interest and other amounts owing any issuer of a Reserve Fund Insurance Policy or Reserve Fund Letter of Credit, (ii) any fees and expenses of Fiduciaries coming due in such month and any other administrative fees and expenses coming due in such month with respect to Bonds and (iii) any costs of issuance of a Series of Bonds that remain to be paid.

(e) Any such balance remaining in the Designated Revenues Fund after making the withdrawals and satisfying the requirements mentioned in clauses (a), (b), (c) and (d) above shall be deposited to pay principal and interest on Subordinated Indebtedness in the manner provided in the resolution authorizing such Subordinated Indebtedness.

If the moneys withdrawn for deposits to the above funds and accounts and for making the other required payments as above set forth shall not be sufficient to make such deposits and payments, the requirements in each month thereafter for each of the above deposits and payments for which the required monthly deposit or payment has not been made shall be cumulative and the amount of any deficiency in any such monthly deposit or payment shall be added to the amount otherwise required to be deposited in each month thereafter until such time as such deficiency shall have been extinguished.

The balance, if any, remaining to the credit of the Designated Revenues Fund after making the withdrawals and fully satisfying all the deposit requirements mentioned in clauses (a), (b), (c), (d) and (e) above for any Fiscal Year shall be withdrawn at or prior to the end of such Fiscal Year, as applicable, and deposited to the City's general or special revenue fund from which such moneys were originally withdrawn and the amounts so transferred shall no longer be subject to the lien and pledge of this Resolution; provided, however, that such amounts may not be withdrawn and deposited into the City's general or special revenue fund until an amount at least equal to the Principal and Interest Requirements due on the Bonds in such Fiscal Year shall be on deposit in the Principal and Interest Account and all deposits, if any, required by this Resolution to be made to the Reserve Fund in such Fiscal Year have been satisfied.

For so long as the City's covenant to budget and appropriate Non-Ad Valorem Revenues has not been released pursuant to Section 603(c) hereof, if on the fifth (5th) Business Day prior to any Interest Payment Date the amounts on deposit in the Principal and Interest Account of the Debt Service Fund are not sufficient to make the interest and/or principal payments due and payable on such Interest Payment Date, the City shall deposit into the Principal and Interest Account a sufficient amount of Non-Ad Valorem Revenues derived pursuant to Section 603(a) hereof to cure such deficiency.

Section 404. Application of Moneys in Principal and Interest Account. The City shall on the Business Day immediately preceding each Interest Payment Date withdraw from the moneys then on deposit in the Principal and Interest Account and deposit amounts sufficient to pay the Principal and Interest Requirements on all Outstanding Bonds then due and payable on such Interest Payment Date in trust with the Paying Agent or Paying Agents and cause the Paying Agent or Paying Agents to remit by mail to each Holder the amounts required for paying the interest on the Bonds on such Interest Payment Date and to each Holder on or before each principal payment date the amounts required to pay the principal or Amortization Requirements of the Bonds due on such principal payment date. To the extent moneys in the Principal and Interest Account for the payment of principal or Amortization Requirements of the Bonds are in excess of the amount required for payment of Bonds theretofore matured or called for redemption, said moneys may be used by the Paying Agent, at the direction of the City, to purchase Bonds maturing or subject to redemption from Amortization Requirements on the next succeeding principal payment date at a purchase price not exceeding the principal amount thereof, or to the extent said moneys are in excess of the amount required for payment of the Bonds theretofore matured or called for redemption and the total amount of principal scheduled to become due either at maturity or as a result of Amortization Requirements on the next succeeding principal payment date, to purchase any other Bonds; provided further that no such purchase shall be made within the period of forty-five (45) days immediately preceding an Interest Payment Date on which the Bonds are subject to call for redemption under the provisions of this Resolution except from moneys other than moneys set aside or deposited for the redemption of Bonds. Upon the purchase of Term Bonds, the City shall direct the Paying Agent as to any credit against future Amortization Requirements for such Term Bonds.

In the case of Bonds secured by a Credit Facility, amounts on deposit in the Principal and Interest Account may be applied as provided in the applicable Series Resolution to reimburse the Credit Bank for amounts drawn under such Credit Facility to pay the principal of and redemption premium, if any, and interest on such Bonds secured by such Credit Facility. In connection with any Series of Bonds, the City may establish separate subaccounts within the Principal and Interest Account.

Section 405. Application of Moneys in Reserve Fund. Unless otherwise provided in the Series Resolution for a Series of Bonds for which a Series Reserve Fund Requirement has been established, not later than the fifth (5th) Business Day prior to each Interest Payment Date for any Series of Bonds then Outstanding for which a Series Reserve Fund Requirement has been established pursuant to the corresponding Series Resolution, the City shall (i) transfer from the Reserve Fund or the corresponding Account therein if any, to the Principal and Interest Account, or (ii) draw upon any corresponding Reserve Fund Insurance Policy or Reserve Fund Letter of Credit in accordance with their terms,

(a) if such Interest Payment Date is not a principal payment date, the amount, if any, required to increase the amount then held to the credit of the Principal and Interest Account for the payment of interest on such Series of Bonds to an amount equal to the amount of interest scheduled to become due on such date with respect to such Series of Bonds; and

(b) if such Interest Payment Date is also a principal payment date, the amount under (a) above plus the amount, if any, required to increase the amount then held for the credit of the Principal and Interest Account for the payment of principal of or Amortization Requirements on such Series of Bonds to an amount equal to the sum of (i) the aggregate principal amount of the Serial Bonds of such Series of Bonds that will become due and payable on such date, and (ii) the amount of the Amortization Requirement for the Term Bonds of such Series of Bonds that will become due and payable on such date.

If the amount transferred from the Reserve Fund or any Account therein to the Principal and Interest Account pursuant to the foregoing provisions of this Section shall be less than the amount required to be transferred under such provisions, any amount thereafter deposited to the credit of the Reserve Fund or such Account shall be immediately transferred to the Principal and Interest Account as, and to the extent, required to make up any such deficiency.

Moneys in the Reserve Fund and Reserve Fund Insurance Policies and Reserve Fund Letters of Credit in the Reserve Fund are available to be drawn upon hereunder and are hereby pledged as security for all Bonds issued hereunder and secured by such Reserve Fund as provided in the Series Resolution authorizing the issuance of such Series of Bonds; provided, however, if an Account has been established in the Reserve Fund for a particular Series of Bonds, moneys in such Account of the Reserve Fund shall be available to be drawn upon hereunder and are hereby solely pledged as security for, and shall be used only for the purpose of making payments of principal of and interest on the Series of Bonds to which such Account relates and only when all moneys in any other Fund or Account held pursuant to this Resolution and available for such purpose pursuant to this Resolution are insufficient therefor. Moneys in the Reserve Fund or in each such Account of the Reserve Fund, as applicable, shall also be used to make payments to the issuers of Reserve Fund Insurance Policies and Reserve Fund Letters of Credit on deposit in such Fund or Account as described in clause (c) of Section 403 with respect to any payment obligation to the issuer of such Reserve Fund Insurance Policy or Reserve Fund Letter of Credit in connection with a draw on such Reserve Fund Insurance Policy or Reserve Fund Letter of Credit (excluding, however, any interest obligation that may accrue relating to such draw). All cash on deposit in the Reserve Fund or in any such Account shall be utilized prior to drawing under a Reserve Fund Insurance Policy or Reserve Fund Letter of Credit on deposit therein.

Any moneys in the Reserve Fund or any Account therein in excess of the Series Reserve Fund Requirements for the corresponding Series of Bonds Outstanding shall be transferred to and deposited in the Principal and Interest Account; provided, however, that any moneys in the Reserve Fund or any Account therein in excess of the Series Reserve Fund Requirements for the applicable Series of Bonds Outstanding as a result of the substitution of a Reserve Fund Insurance Policy or a Reserve Fund Letter of Credit for money on deposit in such account may, at the discretion of the City, be used by the City for any lawful purposes.

Section 406. Application of Moneys in Expense Account. Moneys held for the credit of the Expense Account shall be disbursed by the City to pay the fees, interest and other amounts owing any issuer of a Reserve Fund Insurance Policy or Reserve Fund Letter of Credit, the fees and expenses of any Fiduciaries as they become due and any other administrative fees and expenses with respect to Bonds, including, without limitation, costs of issuance of a Series of Bonds, not payable from any other Fund or Account hereunder as they become due.

Section 407. Moneys Held in Trust. All moneys that the Finance Director shall have withdrawn from the Designated Revenues Fund or shall have received from any other source and set aside or deposited with the Paying Agents for the purpose of paying any of the Bonds hereby secured, either at the maturity thereof or by purchase or call for redemption, or for the purpose of paying interest on the Bonds, shall be held in trust for the respective Holders. Except as otherwise provided in a Series Resolution, any moneys that are so set aside or transferred to the Paying Agents and that remain unclaimed by the Holders for a period of three (3) years after the date on which such Bonds have become payable shall, upon the written request of the Finance Director, be paid to the City, or to such successor as may then be entitled by law to receive the same, and thereafter the Holders shall look only to the City, or to such successor, as the case may be, for payment and then only to the extent of the amounts so received, without any interest thereon, and the Paying Agents shall have no responsibility with respect to such money.

Section 408. Cancellation of Bonds. Except as otherwise provided in the applicable Series Resolution, all Bonds paid, redeemed or purchased, either at or before maturity, shall be delivered to the Bond Registrar when such payment, redemption or purchase is made, and such Bonds shall be cancelled. The Bond Registrar shall certify to the City and the Credit Banks and Insurers the details of all Bonds so cancelled. All Bonds cancelled under any of the provisions of this Resolution shall be destroyed by the Bond Registrar, which shall execute a certificate in duplicate, describing the Bonds so destroyed, and one executed certificate shall be filed with the Finance Director and one executed certificate shall be retained by the Bond Registrar.

Section 409. Disposition of Fund Balances. After provision shall be made for the payment of all Outstanding Bonds issued under this Resolution, including the interest thereon, and for the payment of all other obligations, expenses and charges required to be paid under or in connection with this Resolution, the Paying Agent shall remit such amounts in any Fund and Account then held by it under this Resolution to the City for use by the City for any lawful purpose of the City.

Section 410. Construction Fund. (a) In addition to the Funds and Accounts created above, there is hereby created and designated the "City of Fort Lauderdale Special Obligation Bonds Construction Trust Fund" (the "Construction Fund") to be held by the City under this Resolution for the purpose of paying all or any part of the cost of any capital improvements authorized hereunder. Unless otherwise provided by the applicable Series Resolution, proceeds of each Series of Bonds (other than the Series 2012 Bonds and Refunding Bonds) shall be deposited to the credit of the Construction Fund or any account created therein as provided in, or pursuant to, the Series Resolution governing such Series of Bonds and such proceeds shall be applied by the City, in accordance with the provisions of this Resolution and the applicable Series Resolution, and pending such application such proceeds shall be held in trust in the Construction Fund subject to a lien and charge in favor of the Holders, any Credit Banks and

Insurers and for the further security of such parties until such proceeds are applied to the payment of the cost of all or any portion of the cost of the capital improvements.

(b) Unless otherwise provided in a Series Resolution, the City shall requisition payments from the Construction Fund in accordance with standard City practice for the payment of such amounts or as set forth in the Series Resolution, including the use of any excess proceeds of such Bonds in the Construction Fund.

[END OF ARTICLE IV]

ARTICLE V

SECURITY FOR DEPOSITS AND INVESTMENT OF FUNDS

Section 501. Security for Deposits. Any and all moneys deposited under the provisions of this Resolution shall, to the extent provided herein, be trust funds under the terms hereof and shall not be subject to any lien or attachment by any creditor of the City other than as provided herein. Such moneys shall be held in trust and applied in accordance with the provisions of this Resolution.

All money deposited with a Depository, the Bond Registrar or the Paying Agent under this Resolution in excess of the amount guaranteed by the Federal Deposit Insurance Corporation or other federal agency shall be continuously secured, for the benefit of the City and the Holders, either (a) by lodging with a bank or trust company chosen by the Depository, the Bond Registrar or the Paying Agent, as applicable, or if then permitted by law, by setting aside under control of the trust department of the bank holding such deposit, as collateral security, Government Obligations or other marketable securities eligible as security for the deposit of trust funds under regulations of the Comptroller of the Currency of the United States or as public funds under applicable State law or regulations, having a market value (exclusive of accrued interest) not less than the amount of such deposit, or (b) if the furnishing of security as provided in clause (a) above is not permitted by applicable law, then in such other manner as may then be required or permitted by applicable State or federal laws and regulations regarding the security for, or granting a preference in the case of, the deposit of trust or public funds; provided, however, that it shall not be necessary for any Depository, Bond Registrar or Paying Agent to give security for the deposit of any money with it for the payment of the principal of or the interest on any Bonds, or for any Depository, the Bond Registrar or Paying Agent to give security for any money that shall be represented by obligations purchased under the provisions of this Article as an investment of such money unless otherwise required by applicable law.

All money deposited with any Depository, the Bond Registrar or the Paying Agent under this Resolution shall be credited to the particular Fund or Account as provided in this Resolution.

Section 502. Investment of Moneys. Moneys held for the credit of all Funds, Accounts and subaccounts shall be continuously invested and reinvested by the Paying Agent as directed by the Finance Director or for Funds and Accounts held by the City by the Finance Director as more specifically provided herein.

Moneys held for credit of the Funds and Accounts hereunder, other than the Reserve Fund and the accounts therein, as nearly as may be practicable, shall be invested and reinvested in Investment Obligations that shall mature, or that shall be subject to redemption at the option of the holder thereof, at the times required and not in any event later than the date, estimated by the Finance Director, when the moneys therein will be required from time to time for the purposes intended.

Moneys held for the credit of the Reserve Fund shall be invested and reinvested in Investment Obligations having an average weighted term to maturity not greater than five years.

Investment Obligations acquired with moneys and credited to any Fund, Account or subaccount held by or under the control of the City, while so held, shall be deemed at all times to be part of such Fund, Account or subaccount in which such moneys were originally held, and the interest accruing thereon and any profit or loss realized upon the disposition or maturity of such investment shall be credited to or charged against such Fund, Account or subaccount. The Finance Director or the Paying Agent upon direction of the Finance Director shall sell or cause to be sold at the best price obtainable or reduce to cash a sufficient amount of such Investment Obligations whenever it shall be necessary to do so in order to provide moneys to make any payment or transfer of moneys from any Fund, Account or subaccount.

Whenever a payment or transfer of moneys between two or more of the Funds established pursuant to Article IV of this Resolution is permitted or required, such payment or transfer may be made in whole or in part by transfer of one or more Investment Obligations at a value determined in accordance with this Article, provided that the Investment Obligations transferred are those in which moneys of the receiving Fund could be invested at the date of such transfer.

Section 503. Valuation. For the purpose of determining the amount on deposit to the credit of any Fund, Account or subaccount, obligations in which money in such Fund, Account or subaccount shall have been invested (other than investment agreements) shall be valued at the market value thereof (exclusive of accrued interest).

At the end of each Fiscal Year, the Finance Director shall value the Investment Obligations (except investment agreements) in the Funds, Accounts and subaccounts held hereunder. Deficiencies in the amount on deposit in any Fund, Account or subaccount on any valuation date shall be restored by the City from Designated Revenues no later than the next valuation date.

[END OF ARTICLE V]

ARTICLE VI

GENERAL COVENANTS AND REPRESENTATIONS

Section 601. Payment of Principal, Interest and Premium; Pledge of Pledged Funds. The City shall cause to be paid, when due, the principal of (whether at maturity, by call for redemption or otherwise) and the redemption premium, if any, and the interest on the Bonds at the places, on the dates and in the manner provided herein and in said Bonds according to the true intent and meaning thereof.

The Pledged Funds are hereby pledged to the payment of the principal of and redemption premium, if any, and interest on the Bonds and to the payment of any obligations due Credit Banks or Insurers secured on a parity with the Bonds, as provided in this Resolution. The Bonds are payable solely from Pledged Funds as provided in this Resolution. The Bonds issued under this Resolution shall not be deemed to constitute a pledge of the faith and credit of the State or of any political subdivision thereof, or the City. Neither the faith and credit of the State nor the faith and credit of the City are pledged to the payment of the principal of or redemption premium, if any, or interest on the Bonds, and the issuance of the Bonds shall not directly or indirectly or contingently obligate the State, or any political subdivision thereof, or the City to levy any taxes whatever therefor or to make any appropriation for their payment except from the Pledged Funds to the extent provided for under this Resolution.

Section 602. Covenant as to Designated Revenues. The City covenants that while any of the Bonds issued under the provisions of this Resolution shall be Outstanding it will not take any action or fail to take any action which might result in a suspension or termination of the receipt of all or any portion of the Designated Revenues and it will take all appropriate action to keep and maintain each component of the Designated Revenues at the highest possible level permitted by law, to pay the Principal and Interest Requirements on the Bonds and that, subject to Section 605(a) hereof, it will not create or permit to be created any charge or lien on the proceeds of the Designated Revenues ranking equally with or prior to the charge or lien on such proceeds of the Bonds issued under the provisions of this Resolution.

Section 603. Covenant to Budget and Appropriate. (a) The City hereby covenants and agrees to the extent permitted by and in accordance with applicable law and budgetary processes, to prepare, approve and appropriate in its Annual Budget for each Fiscal Year, by amendment if necessary, and to deposit to the credit of the Principal and Interest Account of the Debt Service Fund Non-Ad Valorem Revenues in an amount which is equal to the Debt Service Funding Deficiency, if any, for the applicable Fiscal Year. Such covenant and agreement on the part of the City to budget and appropriate sufficient amounts of Non-Ad Valorem Revenues shall be cumulative, and shall continue until such Non-Ad Valorem Revenues in amounts sufficient to make all required payments hereunder as and when due, including any delinquent deposits, shall have been budgeted, appropriated and actually paid into the Principal and Interest Account of the Debt Service Fund established hereunder; provided, however, that such covenant shall not constitute a lien, either legal or equitable, on any of the Non-Ad Valorem Revenues or other revenues, nor shall it preclude the City from pledging in the future any of its Non-Ad Valorem Revenues or other revenues to other obligations, nor shall it give the Bondholders a prior claim on the Non-Ad Valorem Revenues. Anything herein to the contrary notwithstanding, all

obligations of the City under this Section 603 to cure a Debt Service Funding Deficiency from Non-Ad Valorem Revenues shall only extend to Non-Ad Valorem Revenues actually budgeted and appropriated and deposited into the Principal and Interest Account of the Debt Service Fund, as provided for herein. The City may not expend moneys not appropriated or in excess of its current budgeted revenues. The obligation of the City to budget, appropriate and make payments in respect of the covenant contained in this Section 603 from its Non-Ad Valorem Revenues is subject to the availability of Non-Ad Valorem Revenues after satisfying funding requirements for obligations having an express lien on or pledge of such revenues and after satisfying funding requirements for essential governmental services of the City.

(b) (i) If, during the preparation of the Annual Budget for a given Fiscal Year, it is projected that a Debt Service Funding Deficiency will exist during the Fiscal Year in question, then as part of the preparation and approval of the Annual Budget for such Fiscal Year the City shall budget and appropriate, pursuant and subject to the provisions of subsection (a) of this Section 603 an amount of Non-Ad Valorem Revenues sufficient to cure such Debt Service Funding Deficiency. The Non-Ad Valorem Revenues so budgeted and appropriated shall be deposited in the Principal and Interest Account of the Debt Service Fund not later than five (5) Business Days before each Interest Payment Date in such Fiscal Year, as provided in Section 403 hereof.

(ii) Not later than sixty (60) days prior to each Interest Payment Date, the City shall review the amount of Pledged Funds (without taking into consideration Non-Ad Valorem Revenues described in clause (ii) of the definition of Pledged Funds) received to date and that amount of Pledged Funds (without taking into consideration Non-Ad Valorem Revenues described in clause (ii) of the definition of Pledged Funds) projected to be received prior to the next succeeding Interest Payment Date. If, based on such review, the City determines that a Debt Service Funding Deficiency is expected to exist in connection with such next succeeding Interest Payment Date, the City shall immediately amend its Annual Budget for such Fiscal Year and shall budget and appropriate pursuant to the provisions of subsection (a) of this Section 603, an amount of Non-Ad Valorem Revenue sufficient to cure such Debt Service Funding Deficiency. The Non-Ad Valorem Revenues so budgeted and appropriated shall be deposited into the Principal and Interest Account of the Debt Service Fund not later than five (5) Business Days before the Interest Payment Date in question, as provided in Section 403 hereof.

(c) Notwithstanding anything to the contrary contained in this Resolution, if the Designated Revenues in each of three consecutive Fiscal Years equal or exceed one hundred seventy five percent (175%) of the Maximum Principal and Interest Requirement on all Bonds Outstanding, then, as of the last day of such third Fiscal Year, the City's covenant to budget and appropriate from Non-Ad Valorem Revenues as set forth in this Section 603 shall terminate and be null and void, the City shall no longer be obligated to budget and appropriate Non-Ad Valorem Revenues and deposit the same into the Principal and Interest Account of the Debt Service Fund established pursuant this Resolution, and the Bonds Outstanding hereunder shall only be secured by and payable from the Designated Revenues and amounts described in clause (iii) of the definition of Pledged Funds.

Section 604. Covenant to Perform by the City. The City shall faithfully perform at all times all of its covenants, undertakings and agreements contained in this Resolution and in any Bond executed, authenticated and delivered hereunder.

Section 605. Covenants with Credit Banks, Insurers, etc.

(a) Subject to the provisions of this Resolution, the City may make such covenants, including the granting of a parity or subordinate lien on Designated Revenues to the lien of Bonds hereunder, as the City may in its sole discretion determine to be appropriate with any Insurer and/or Credit Bank that shall agree to insure or to provide for Bonds of any one or more Series credit or liquidity support, which credit or liquidity support shall enhance the security or the value of such Bonds and thereby reduce the Principal and Interest Requirements on such Bonds. Such covenants may be set forth in the applicable Series Resolution or in any agreement entered into prior to the issuance of such Bonds with such Credit Bank or Insurer and approved by the City Manager and the Finance Director, and shall be binding on the City, the Bond Registrar, the Paying Agents and all the Holders of Bonds the same as if such covenants were set forth in full in this Resolution.

(b) Subject to the provisions of this Resolution, the City may make such covenants as it may in its sole discretion determine to be appropriate with any issuer of a Reserve Fund Insurance Policy or Reserve Fund Letter of Credit deposited in the Reserve Fund. Such covenants may be set forth in a resolution adopted by the City or in any agreement entered into with such issuer and shall be binding on the City, the Bond Registrar, the Paying Agents and all the Holders of Bonds the same as if such covenants were set forth in full in this Resolution.

(c) All covenants for the benefit of a Credit Bank, Insurer or issuer of a Reserve Fund Letter of Credit or Reserve Fund Insurance Policy shall remain in full force and effect only for so long as such Credit Bank, Insurer or issuer has not defaulted in its obligations under the applicable Credit Facility, Insurance Policy, Reserve Fund Letter of Credit or Reserve Fund Insurance Policy.

Section 606. No Inconsistent Action. The City covenants that none of the Designated Revenues will be used for any purpose that is inconsistent with the provisions of this Resolution and that no contract or contracts will be entered into or any action taken by it that shall be inconsistent with the provisions of this Resolution.

Section 607. Books and Records. The City covenants that it will keep the Funds, Accounts or subaccounts established hereunder or under any Series Resolution separate from all other Funds and Accounts of the City, and that it will keep accurate records and accounts of the Designated Revenues and other Pledged Funds received and the application of the Designated Revenues and other Pledged Funds. Such records and accounts shall be open at all reasonable times to the inspection of the Holders of the Bonds, authorized representatives of a Credit Bank and Insurers, to the extent that such Credit Bank or Insurer is providing credit enhancement.

Section 608. Tax Covenants.

(a) The City will not take any action or omit to take any action which action or omission would result in inclusion in gross income for federal income tax purposes of interest on

any Bonds issued as Tax-Exempt Bonds. Particularly, (i) the City will not take any action or omit to take any action which action or omission would cause any of the Tax-Exempt Bonds to be "Arbitrage Bonds" within the meaning of Section 148 of the Code; (ii) the City will not take any action or omit to take any action which would cause any of the Tax-Exempt Bonds not intended on their date of issuance to be "Private Activity Bonds" within the meaning of Section 141 of the Code to be "Private Activity Bonds" within the meaning of that Section; and (iii) the City will not take any action or omit to take any action which would cause Tax-Exempt Bonds intended on their date of issuance to be "Private Activity Bonds" within the meaning of Section 141 of the Code not to be "Qualified Bonds" as that term is defined in said Section. In the event that an adverse determination is made or threatened by the Internal Revenue Service with respect to any of the matters described in the foregoing clauses (i), (ii) or (iii), the City shall use its best efforts and undertake all reasonable action in order to vigorously contest such adverse determination.

(b) The City shall comply with and shall make all calculations required to be made pursuant to the arbitrage rebate covenants contained in certificates of the City delivered in connection with the issuance of each Series of Bonds that are issued as Tax-Exempt Bonds.

Section 609. Covenant to Provide Continuing Disclosure.

For the benefit of the Holders and beneficial Owners from time to time of each Series of Bonds, the City agrees, in accordance with the Rule, to provide or cause to be provided such financial information and operating data, financial statements and notices, in such manner, as may be required for purposes of paragraph (b)(5) of the Rule. In order to describe and specify certain terms of the City's continuing disclosure agreement, including provisions for enforcement, amendment and termination, the Finance Director is hereby authorized and directed to execute and deliver, in the name and on behalf of the City, a Continuing Disclosure Commitment (the "Continuing Disclosure Agreement"), in substantially the form attached hereto as Exhibit "E," subject to such changes, modifications, insertions and omissions and such filling-in of blanks therein as may be determined and approved by the Finance Director, after consultation with the City Attorney, as such Continuing Disclosure Agreement may be modified by the Series Resolution corresponding to a Series of Bonds. The execution of the Continuing Disclosure Agreement, for and on behalf of the City by the Finance Director, shall be deemed conclusive evidence of the City's approval of the Continuing Disclosure Agreement. The commitment formed, collectively, by this paragraph and the Continuing Disclosure Agreement, shall be the City's continuing disclosure agreement for purposes of the Rule, and its performance shall be subject to the availability of revenues to meet costs the City would be required to incur to perform it. Failure to comply with this Section 609 shall not be an event of default under Article VII hereof; provided, however, that the Holders of not less than 25% in aggregate principal amount of Bonds Outstanding may proceed to enforce this Section 609.

The Finance Director is further authorized and directed to establish procedures in order to ensure compliance by the City with its continuing disclosure agreement, including the timely provision of information and notices. Prior to making any filing in accordance with such agreement, the Finance Director may consult with, as appropriate, the City Attorney, Disclosure Counsel or Bond Counsel. The Finance Director, acting in the name and on behalf of the City,

shall be entitled to rely upon any legal advice provided by the City Attorney, Disclosure Counsel or Bond Counsel in determining whether a filing should be made.

Section 610. Covenant Concerning Increase in or Addition to Pension Plan Benefits.

The City shall not increase any benefit provided or provide a new benefit to members of either the GERS or the Police/Fire Pension Plan which is in addition to the benefits provided to such members as of October 1, 2012, unless (a) (i) the present value (as determined by the respective independent actuaries of the Pension Plans) of the cost of such increase in benefits or new benefit is fully funded at the time that such increase in benefits or new benefit is approved and (ii) such increase in benefits or new benefit is approved by vote of a majority of the full City Commission plus one or (b) such increase in benefits or new benefit is approved by the unanimous vote of the full City Commission.

[END OF ARTICLE VI]

ARTICLE VII

EVENTS OF DEFAULT AND REMEDIES

Section 701. Events of Default. Each of the following events is hereby declared an Event of Default:

(a) payment by the City of any installment of interest on any Bonds shall not be made when the same shall become due and payable; or

(b) payment by the City of the principal of or the redemption premium, if any, on any Bonds shall not be made when the same shall become due and payable, whether at maturity or by proceedings for redemption or pursuant to an Amortization Requirement or otherwise; or

(c) default in the due and punctual performance of any other of the covenants, conditions, agreements and provisions contained in this Resolution or any Series Resolution supplemental hereto and such default shall continue for sixty (60) days after receipt by the City of a written notice from the Holders of not less than ten percent (10%) in aggregate principal amount of Bonds then Outstanding specifying such default and requiring the same to be remedied; provided, however, that no Event of Default under the provisions of this paragraph (c) shall occur so long as the City is in good faith acting to remedy the default and such default is curable by such remedial action; or

(d) The City shall: (i) become insolvent or the subject of insolvency proceedings; or (ii) be unable, or admit in writing its inability, to pay its debts as they mature; or (iii) make a general assignment for the benefit of creditors or to an agent authorized to liquidate any substantial amount of its property; or (iv) file a petition or other pleading seeking reorganization, composition, readjustment or liquidation of assets, or requesting similar relief; or (v) apply to a court for the appointment of a receiver for any of its assets; or (vi) have a receiver or liquidator appointed for any of its assets (with or without the consent of the City) and such receiver shall not be discharged within 90 consecutive days after such receiver's appointment; or (vii) become the subject of an "order for relief" within the meaning of the United States Bankruptcy Code; or (viii) file an answer to a creditor's petition admitting the material allegations thereof for liquidation, reorganization, readjustment or composition or to effect a plan or other arrangement with creditors or fail to have such petition dismissed within 60 consecutive days after the same is filed against the City; or

(e) receipt by the City of a written notice from a Credit Bank that following a drawing for the payment of interest on Bonds (i) the Credit Bank has not been reimbursed for such drawing under the Credit Facility in accordance with the terms of a reimbursement or similar agreement, or (ii) any other event of default under such reimbursement agreement has occurred and is continuing, and as a consequence of either such event the amount available to be drawn under the Credit Facility will not be reinstated with respect to the payment of interest on the Bonds secured by such Credit Facility by an amount equal to the amount so drawn under the Credit Facility.

The City shall mail to any Credit Bank or Insurer written notice of all events of which it is aware that either constitute Events of Default under this Resolution or, upon notice by or to the City or the passage of time, would constitute Events of Default hereunder within thirty (30) days after the City shall have notice of the same, provided that the City shall provide immediate notice to any Credit Bank or Insurer of any Event of Default described in clauses (a) or (b) of this Section.

Section 702. Acceleration of Maturities.

(a) Subject to the provisions of paragraph (b) below, upon the happening and continuance of any Event of Default specified in Section 701 hereof, then and in every such case the Holders of not less than a majority in aggregate principal amount of the Bonds then Outstanding may, by a notice in writing to the City, declare the principal of all of the Bonds then Outstanding (if not then due and payable) to be due and payable immediately, and upon such declaration the same shall become and be immediately due and payable, anything contained in the Bonds or this Resolution to the contrary notwithstanding; provided, however, that if at any time after the principal of the Bonds shall have been so declared to be due and payable, and before the entry of final judgment or decree in any suit, action or proceeding instituted on account of such default, or before the completion of the enforcement of any other remedy under this Resolution, moneys shall have accumulated in the Debt Service Fund sufficient to pay the principal of all matured Bonds and all arrears of interest, if any, upon all the Bonds then Outstanding (except the principal of any Bonds not then due and payable by their terms and the interest accrued on such Bonds since the last Interest Payment Date) and sufficient to satisfy the Amortization Requirements of the then current Fiscal Year, and the charges, compensation, expenses, disbursements, advances and liabilities of the Bond Registrar and the Paying Agents and all other amounts then payable by the City hereunder shall have been paid or a sum sufficient to pay the same shall have been deposited by the Finance Director with the Paying Agent, and every other default in the observance or performance of any covenant, condition, agreement or provision contained in the Bonds or this Resolution (other than a default in the payment of the principal of such Bonds then due and payable only because of a declaration under this Section) shall have been remedied, then and in every such case the Holders of not less than a majority in aggregate principal amount of the Bonds then Outstanding may, by written notice to the City, rescind and annul such declaration and its consequences, but no such rescission or annulment shall extend to or affect any subsequent Event of Default or impair any right consequent thereon.

(b) Notwithstanding anything in this Article VII, including Section 702(a) hereof, to the contrary, if an Event of Default with respect to a Series of Bonds takes place that results in a drawing on the Credit Facility relating to such Series of Bonds, such Event of Default shall not be waived unless the Credit Facility relating to such Series of Bonds is reinstated.

Section 703. Enforcement of Remedies. Upon the happening and continuance of any Event of Default specified in Section 701 of this Article, then and in every such case the Holders of not less than twenty-five percent (25%) in aggregate principal amount of Bonds then Outstanding may proceed to protect and enforce the rights of the Holders under the laws of the State or under this Resolution by such suits, actions or special proceedings in equity or at law, or by proceedings in the office of any board or officer having jurisdiction, either for the specific

performance of any covenant or agreement contained herein or in aid of execution of any power herein granted or for the enforcement of any proper legal or equitable remedy, as such Holders shall deem most effectual to protect and enforce such rights.

In the enforcement of any remedy under this Resolution, the Holders shall be entitled to sue for, enforce payment of and receive any and all amounts then or during any Event of Default becoming and remaining due from the City for principal, interest or otherwise under any of the provisions of this Resolution or of the Bonds, together with interest on overdue payments of principal at the rate or rates of interest payable on any Bonds Outstanding and all costs and expenses of collection and of all proceedings hereunder, without prejudice to any other right or remedy of the Holders, and to recover and enforce any judgment or decree against the City, but solely as provided herein, for any portion of such amounts remaining unpaid and interest, costs, and expenses as above provided, and to collect (but solely from money available for such purposes), in any manner provided by law, the money adjudged or decreed to be payable.

Section 704. Pro Rata Application of Funds. Anything in this Resolution to the contrary notwithstanding, if at any time the moneys in the Principal and Interest Account shall not be sufficient to pay the interest on or the principal of the Bonds as the same shall become due and payable (either by their terms or by acceleration of maturities under the provisions of Section 702 hereof), such moneys, together with any moneys then available or thereafter becoming available for such purpose, whether through the exercise of the remedies provided for in this Article or otherwise, shall be applied as follows:

(a) If the principal of all the Bonds shall not have become or shall not have been declared due and payable, all such moneys shall be applied

first: to the payment to the persons entitled thereto of all installments of interest on the Bonds then due and payable in the order in which such installments became due and payable and, if the amount available shall not be sufficient to pay in full any particular installment, then to the payment, ratably, according to the amounts due on such installment, to the persons entitled thereto, without any discrimination or preference except as to any difference in the respective rates of interest specified in the Bonds;

second: to the payment to the persons entitled thereto of the unpaid principal of any of the Bonds that shall have become due and payable (other than Bonds called for redemption for the payment of which moneys are held pursuant to the provisions of this Resolution), in the order of their dates, with interest on the principal amount of such Bonds at the respective rates specified therein from the respective dates upon which such Bonds became due and payable, and, if the amount available shall not be sufficient to pay in full the principal of the Bonds due and payable on any particular date, together with such interest, then to the payment first of such interest, ratably, according to the amount of such interest due on such date, and then to the payment of such principal, ratably, according to the amount of such principal due on such date, to the persons entitled thereto without any discrimination or preference except as to any difference in the respective rates of interest specified in the Bonds; and

third: to the payment of the interest on and the principal of the Bonds, to the purchase or retirement of Bonds and to the redemption of Bonds, all in accordance with the provisions of Article III hereof.

(b) If the principal of all the Bonds shall have become or shall have been declared due and payable, all such moneys shall be applied

first: to the payment to the persons entitled thereto of all installments of interest on the Bonds due and payable on or prior to maturity, if any, in the order in which such installments became due and payable and, if the amount available shall not be sufficient to pay in full any particular installment, then to the payment, ratably, according to the amounts due on such installment, to the persons entitled thereto, without any discrimination or preference except as to any difference in the respective rates of interest specified in the Bonds, and then to the payment of any interest due and payable after maturity on the Bonds, ratably, to the persons entitled thereto, without any discrimination or preference except as to any difference in the respective rates of interest specified in the Bonds; and

second: to the payment of the principal of the Bonds, ratably, to the Persons entitled thereto, without preference or priority of any Bond over any other Bond.

(c) If the principal of all the Bonds shall have been declared due and payable and if such declaration shall thereafter have been rescinded and annulled under the provisions of Section 702 hereof then, subject to the provisions of paragraph (b) of this Section in the event that the principal of all the Bonds shall later become due and payable or be declared due and payable, the moneys remaining in and thereafter accruing to the Principal and Interest Account shall be applied in accordance with the provisions of paragraph (a) of this Section.

Whenever moneys are to be applied by the City pursuant to the provisions of this Section, such moneys shall be applied by the City at such times, and from time to time, as the Finance Director in his/her sole discretion shall determine, having due regard to the amount of such moneys available for such application and the likelihood of additional moneys becoming available for such application in the future. The deposit of such moneys with any paying agents, or otherwise setting aside such moneys, in trust for the proper purpose shall constitute proper application by the City and the City shall incur no liability whatsoever to any Holder of Bonds or to any other person for any delay in applying any such moneys, so long as the City acts with reasonable diligence, having due regard to the circumstances, and ultimately applies the same in accordance with such provisions of this Resolution as may be applicable at the time of application. Whenever the Finance Director shall exercise such discretion in applying such moneys, it shall fix the date (which shall be an Interest Payment Date unless it shall deem another date more suitable) upon which such application is to be made and upon such date interest on the amounts of principal to be paid on such date shall cease to accrue. The Finance Director shall give or cause to be given such notice as he/she may deem appropriate of the fixing of any such date and shall not be required to make payment to the Holder of any Bond until such Bond shall be surrendered for appropriate endorsement or for cancellation if fully paid.

Section 705. Effect of Discontinuance of Proceedings. If any proceeding taken by the Holders on account of any Event of Default shall have been discontinued or abandoned for any reason, then and in every such case, the City and the Holders shall be restored to their former positions and rights hereunder, respectively, and all rights, remedies, powers and duties of the Fiduciaries shall continue as though no proceeding had been taken.

Section 706. Control of Proceedings by Holders; Credit Bank or Insurer Deemed Holder. Anything in this Resolution to the contrary notwithstanding, the Holders of a majority in aggregate principal amount of Bonds then Outstanding shall have the right by an instrument or concurrent instruments in writing executed and delivered to the City, to direct the method and place of conducting all remedial proceedings hereunder, provided that such direction shall be in accordance with law and the provisions of this Resolution.

A Credit Bank or Insurer shall be deemed to be the sole Holder of all Bonds supported by a Credit Facility or Insurance Policy it has issued for all purposes under this Article, other than the notice to Holders provisions herein contained, so long as such Credit Facility or Insurance Policy is in effect and the Credit Bank or Insurer, as applicable, has not defaulted in its obligations thereunder.

Section 707. Restrictions Upon Actions by Individual Holders. No one or more Holders shall have any right in any manner whatsoever by one or more such Holders' action to affect, disturb or prejudice the security of this Resolution, or to enforce any right hereunder except in the manner provided herein. All proceedings at law or in equity shall be instituted, had and maintained in the manner herein provided and for the benefit of all Holders, and any individual rights of action or other right given to one or more of such Holders by law are restricted by this Resolution to the rights and remedies herein provided.

Section 708. No Remedy Exclusive. No remedy herein conferred upon or reserved to the Holders is intended to be exclusive of any other remedy or remedies herein provided, and each and every such remedy shall be cumulative and shall be in addition to every other remedy given hereunder or now or hereafter existing at law or in equity.

Section 709. Delay Not a Waiver. No delay or omission by any Holder in the exercise of any right or power accruing upon any default shall impair any such right or power or shall be construed to be a waiver of any such default or any acquiescence therein; and every power or remedy given by this Resolution to the Holders may be exercised from time to time and as often as may be deemed expedient.

The Holders of not less than a majority in aggregate principal amount of the Bonds then Outstanding may waive any default which in their opinion shall have been remedied before the entry of final judgment or decree in any suit, action or proceedings instituted under the provisions of this Resolution or before the completion of the enforcement of any subsequent default or defaults.

Section 710. Right to Enforce Payment of Bonds Unimpaired. Nothing in this Article VII shall affect or impair the right of any Holder to enforce the payment of the principal of and

the interest on any Bond or the obligation of the City to pay the principal of and the interest on each Bond to the Holder thereof at the time and place in said Bond expressed.

[END OF ARTICLE VII]

ARTICLE VIII

CONCERNING THE FIDUCIARIES

Section 801. Failure of City to Act. No Fiduciary shall be liable or responsible because of the failure of the City or of any of its employees or agents to make any collections or deposits or to perform any act herein required of the City or because of the loss of any money arising through the insolvency or the act or default or omission of any Depositary in which such money shall have been deposited under the provisions of this Resolution. No Fiduciary shall be responsible for the application of any of the proceeds of the Bonds or any other money deposited with it and paid out, withdrawn or transferred hereunder if such application, payment, withdrawal or transfer shall be made in accordance with the provisions of this Resolution. The immunities and exemptions from liability of a Fiduciary hereunder shall extend to the directors, officers, employees and agents of each Fiduciary.

Section 802. Compensation. Subject to the provisions of any contract between the City and any Fiduciary relating to the compensation of such Fiduciary, the City shall pay to such Fiduciary reasonable compensation for all services performed by it hereunder and also all its reasonable expenses, charges and other disbursements and those of its attorneys, agents and employees incurred in and about the administration and execution of the trusts hereby created and the performance of its powers and duties.

Section 803. Reliance by Fiduciaries. In case at any time it shall be necessary or desirable for any Fiduciary to make any investigation respecting any fact preparatory to taking or not taking any action or doing or not doing anything as such Fiduciary, and in any case in which this Resolution provides for permitting or taking any action, such Fiduciary may rely upon any certificate required or permitted to be filed with it under the provisions of this Resolution, and any such certificate shall be evidence of such fact to protect such Fiduciary in any action that it may or may not take or in respect of anything it may or may not do, in good faith, by reason of the supposed existence of such fact. Except as otherwise provided in this Resolution, any request, notice, certificate or other instrument from the City to such Fiduciary shall be deemed to have been signed by the proper party or parties if signed by the City Manager or the Finance Director and such Fiduciary may accept and rely upon a certificate of the City so signed as to any action taken by the City or such Fiduciary in reliance thereon.

Section 804. Fiduciaries May Deal in Bonds. Any bank or trust company acting as a Fiduciary and its directors, officers, employees or agents may in good faith buy, sell, own, hold and deal in any of the Bonds or coupons issued under and secured by this Resolution, and may join in any action which any Bondholder may be entitled to take with like effect as if such bank or trust company were not such Fiduciary under this Resolution.

Section 805. No Responsibility for Recitals. The recitals, statements and representations contained herein and in the Bonds (excluding the certificate of authentication on the Bonds) shall be taken and construed as made by and on the part of the City and not by any Fiduciary, and no Fiduciary assumes or shall be under any responsibility for the correctness of the same.

Section 806. Paying Agents and Bond Registrars; Appointment and Acceptance of Duties.

(a) The City, in the Series Resolution corresponding to each Series of Bonds, shall appoint a Bond Registrar and a Paying Agent for such Series of Bonds. The City may appoint one or more additional Paying Agents and Bond Registrars for the Bonds having the qualifications set forth in Section 807 for a successor Paying Agent or Bond Registrar, as the case may be.

(b) Each Paying Agent and Bond Registrar shall signify its acceptance of the duties and obligations imposed upon it by this Resolution by executing and delivering to the City a written acceptance thereof.

Section 807. Resignation or Removal of Paying Agent or Bond Registrar and Appointment of Successor.

(a) Any Paying Agent or Bond Registrar may at any time resign and be discharged of the duties and obligations created by this Resolution by giving at least 60 days' written notice to the City, all Credit Banks and Insurers and the other Fiduciaries. Any Paying Agent or Bond Registrar may be removed by the City at any time by an instrument filed with all Credit Banks and Insurers and such Bond Registrar or Paying Agent and signed by the City Manager. Any successor Paying Agent or Bond Registrar shall be appointed by the City and shall be a bank or trust company organized under the laws of any state of the United States or a national banking association, having (or controlled by an entity having) capital stock, surplus and undivided earnings aggregating, on a combined consolidated basis, at least Fifteen Million Dollars (\$15,000,000), and willing and able to accept the office on reasonable and customary terms and authorized by law to perform all the duties imposed upon it by this Resolution. Notwithstanding the foregoing, the City may designate itself, acting by and through the Finance Director, as successor Bond Registrar and Paying Agent. The City shall provide written notice to all Credit Banks and Insurers of the appointment of such successor Paying Agent or Bond Registrar.

(b) In the event of the resignation or removal of any Paying Agent, such Paying Agent shall pay over, assign and deliver moneys held by it as Paying Agent to its successors, or if there be no successors, to the City. In the event that for any reason there shall be a vacancy in the office of any Paying Agent or Bond Registrar, the Finance Director shall act as such Paying Agent or Bond Registrar.

Section 808. Several Capacities. The same Person may serve as Paying Agent and Bond Registrar, to the extent permitted by law.

[END OF ARTICLE VIII]

ARTICLE IX

EXECUTION OF INSTRUMENTS BY HOLDERS AND PROOF OF OWNERSHIP OF BONDS

Section 901. Execution of Instruments by Holders; Proof of Ownership. Any request, direction, consent or other instrument in writing required or permitted by this Resolution to be signed or executed by any Holder may be in any number of concurrent instruments of similar tenor and may be signed or executed by such Holders or their attorneys or legal representatives. Proof of the execution of any such instrument may be made in the following manner:

(a) The fact and date of the execution by any person of any such instrument may be proved by the verification of any officer in any jurisdiction who, by the laws thereof, has power to take affidavits within such jurisdiction, to the effect that such instrument was subscribed and sworn to before such officer, or by an affidavit of a witness to such execution. Where such execution is on behalf of a person other than an individual, such verification or affidavit shall also constitute sufficient proof of the authority of the signer thereof.

(b) The ownership of Bonds shall be proved by the registration books kept under the provisions of Section 206 of this Resolution.

Nothing contained in this Article shall be construed as limiting the City to such proof, it being intended that the City may accept any other evidence of the matters herein stated which it may deem sufficient. Any request or consent of any Holder shall bind every future Holder of the same Bond in respect of anything done by such Holder or the City in pursuance of such request or consent.

[END OF ARTICLE IX]

ARTICLE X

SUPPLEMENTAL RESOLUTIONS

Section 1001. Supplemental Resolutions Without Consent of Holders. The City, from time to time and at any time, may adopt such resolutions supplemental hereto as shall be consistent with the terms and provisions of this Resolution (which supplemental resolutions shall thereafter form a part hereof):

(a) to cure any ambiguity or formal defect or omission herein, or to correct or supplement any provision herein that may be inconsistent with any other provision herein; or

(b) to grant or confer upon the Holders any additional rights, remedies, powers, authority or security that may lawfully be granted to or conferred upon the Holders; or

(c) to add to the conditions, limitations and restrictions thereafter to be observed by the City under the provisions of this Resolution; or

(d) to add to the covenants and agreements of the City in this Resolution other covenants and agreements thereafter to be observed by the City or to surrender any right or power herein reserved to or conferred upon the City; or

(e) with the prior written opinion of Bond Counsel that to do so will not affect the exclusion of interest from gross income of Tax-Exempt Bonds under the Code, to authorize, in compliance with all applicable law, Bonds of each Series to be issued in the form of coupon Bonds and, in connection therewith, specify and determine the matters and things relative to the issuance of such coupon Bonds, including provisions relating to the timing and manner of provision of any notice required to be given hereunder to the Holders of such coupon Bonds, which are not contrary to or inconsistent with this Resolution as theretofore in effect, or to amend, modify or rescind any such authorization, specification or determination at any time prior to the first authentication and delivery of such coupon Bonds; or

(f) to authorize, in compliance with all applicable law, Bonds of each Series to be issued in the form of Bonds issued and held in book-entry form on the books of the City or of any Fiduciary appointed for that purpose by the City and, in connection therewith, make such additional changes herein, not adverse to the rights of the owners of the Bonds, as are necessary or appropriate to accomplish or recognize such book-entry form Bonds and specify and determine the matters and things relative to the issuance of such book-entry form Bonds as are appropriate or necessary; or

(g) to modify, amend or supplement this Resolution or any ordinance supplemental hereof in such manner as to permit the qualification hereof and thereof under the Trust Indenture Act of 1939, as amended, or any similar federal statute hereafter in effect or to permit the qualification of the Bonds for sale under the securities laws of any of the states of the United States of America; or

(h) to make any change required by Moody's, S&P or Fitch as a precondition to the issuance of a rating on any Series of Bonds which is not to the prejudice of the Holders of the Bonds of any other Series; or

(i) to make any other change that would not materially adversely affect the security for the Bonds.

In addition to the foregoing, the City may adopt Series Resolutions to provide for the issuance of each Series of the Additional Bonds (as provided in Section 209 hereof) and of Refunding Bonds (as provided in Section 210 hereof) and to provide for the creation of such additional Funds, Accounts and subaccounts and for such other related matters as may be required or contemplated by or appropriate under this Resolution.

Section 1002. Modification of Resolution with Consent of Holders. Subject to the terms and provisions contained in this Section, and not otherwise, the Holders of not less than a majority in aggregate principal amount of Bonds then Outstanding that will be affected by a proposed supplemental resolution shall have the right, from time to time, anything contained in this Resolution to the contrary notwithstanding, to consent to and approve the adoption by the City of such resolution or resolutions supplemental hereto as shall be deemed necessary or desirable by the City for the purpose of modifying, altering, amending, adding to or rescinding, in any particular, any of the terms or provisions contained in this Resolution; provided, however, that nothing herein contained shall permit, or be construed as permitting, (a) an extension of the maturity of the principal of or the interest on any Bonds issued hereunder, or (b) a reduction in the principal amount of any Bonds or the redemption premium or the rate of interest thereon, or (c) the creation of a pledge or lien on the moneys credited to the Funds and Accounts created hereunder other than the pledges and liens created or permitted by this Resolution, or (d) a preference or priority of any Bonds over any other Bonds, or (e) a reduction in the aggregate principal amount of Bonds required for consent to such supplemental resolution. Nothing herein contained, however, shall be construed as making necessary the approval by the Holders of the adoption and acceptance of any supplemental resolution or Series Resolution as authorized in Section 1001 of this Article.

If at any time the City shall determine that it is desirable to adopt any supplemental resolution for any of the purposes of this Section, the City shall cause notice of the proposed adoption of such supplemental resolution to be mailed, first class, postage prepaid, to all Holders. Such notice shall briefly set forth the nature of the proposed supplemental resolution and shall state that copies thereof are on file at the City for inspection by all Holders. The City shall not, however, be subject to any liability to any Holder by reason of its failure to mail the notice required by this Section, and any such failure shall not affect the validity of such supplemental resolution when approved and consented to as provided in this Section.

Whenever, at any time after the date of the first mailing of such notice, the City shall receive an instrument or instruments in writing purporting to be executed by the Holders of not less than a majority in aggregate principal amount of Bonds then Outstanding that are affected by a proposed supplemental resolution which instrument or instruments shall refer to the proposed supplemental resolution described in such notice and shall specifically consent to and approve the adoption thereof in substantially the form of the copy thereof referred to in such notice,

thereupon, but not otherwise, the City may adopt such supplemental resolution in substantially such form, without liability or responsibility to any Holder, whether or not such Holder shall have consented thereto.

If the Holders of not less than a majority in aggregate principal amount of Bonds Outstanding that are affected by a proposed supplemental resolution at the time of the execution of such supplemental resolution shall have consented to and approved the adoption thereof as herein provided, no Holder shall have any right to object to the adoption of such supplemental resolution, or to object to any of the terms and provisions contained therein or the operation thereof, or in any manner to question the propriety of the adoption thereof, or to enjoin or restrain the City from adopting the same or from taking any action pursuant to the provisions thereof.

Upon the adoption of any supplemental resolution pursuant to the provisions of this Section, this Resolution shall be and be deemed to be modified and amended in accordance therewith, and the respective rights, duties and obligations under this Resolution of the City, the Bond Registrar, and all Holders shall thereafter be determined, exercised and enforced in all respects pursuant to the provisions of this Resolution as so modified and amended.

Section 1003. Exclusion of Bonds. Bonds owned or held by or for the account of the City shall not be deemed Outstanding Bonds for the purpose of any consent or other action or any calculation of Outstanding Bonds provided for in this Article X, and the City as Holder of such Bonds shall not be entitled to consent or take any other action provided for in this Article. At the time of any consent or other action taken under this Article X, the City shall evidence all Bonds owned or held by or for the account of the City by a certificate signed by the City Manager describing all Bonds so to be excluded. All such certificates shall be filed with and maintained by the Finance Director.

Section 1004. Treatment of Credit Bank and Insurer. Notwithstanding any provisions of this Article to the contrary, for so long as any Credit Facility or Insurance Policy securing any Bonds hereunder is in effect and the Credit Bank or Insurer, as applicable, is not in default of its obligations thereunder, such Credit Bank or Insurer shall be treated as the Holder of such Bonds for purposes of this Article.

[END OF ARTICLE X]

ARTICLE XI

DEFEASANCE

Section 1101. Defeasance. If all the Outstanding Bonds shall have been paid as provided below, and if all amounts due any Credit Banks, Insurers and issuers of Reserve Fund Letters of Credit and Reserve Fund Insurance Policies shall have been paid in full or provision for their payment shall have been made satisfactory to such parties, then and in that case the right, title and interest of the Holders hereunder shall cease, terminate and become void, and such Bonds shall cease to be entitled to any lien, benefit or security under this Resolution. In such event, this Resolution shall be discharged and released and amounts held in the Funds and Accounts created hereunder shall be released to the City for its own purposes.

Any Outstanding Bond shall be deemed to have been paid within the meaning and with the effect expressed in this Section 1101 when the whole amount of the principal of and redemption premium, if any, and interest on such Bond shall have been paid or when (a) there shall have been deposited with a Depository, acting as escrow agent solely for the Holders of such Bond and other Bonds being defeased and specifically designated for the purpose of defeasance, moneys in an amount which shall be sufficient, or Defeasance Obligations the principal of and the interest on which when due will provide sufficient moneys (as evidenced by a verification report of an Accountant), to pay when due the principal of and redemption premium, if any, and interest due and to become due on such Bonds on or prior to the redemption date or maturity date thereof, as the case may be, and (b) in the event such Bond does not mature and is not to be redeemed within the next succeeding sixty (60) days, the City shall have given or cause to be given, as soon as practicable, a notice to the Holder of such Bond by first-class mail, postage prepaid, stating that the deposit of moneys or Defeasance Obligations required by clause (a) of this paragraph has been made with a Depository, acting as escrow agent solely for the Holder of such Bond and other Bonds being defeased, and that such Bond is deemed to have been paid in accordance with this Section and stating such maturity or redemption date upon which moneys are to be available for the payment of the principal of and redemption premium, if any, and interest on such Bond.

Neither the moneys nor Defeasance Obligations deposited with such Depository acting as escrow agent pursuant to this Section nor principal or interest payments on any such obligations shall be withdrawn or used for any purpose other than, and shall be held in trust for, the payment of the principal of and redemption premium, if any, and interest on said Bonds.

If any portion of the moneys deposited for the payment of the principal of and redemption premium, if any, and interest on any portion of Bonds is not required for such purpose, the City may use the amount of such excess free and clear of any trust, lien, security interest, pledge or assignment securing said Bonds or otherwise existing under this Resolution.

Notwithstanding anything to the contrary contained herein or otherwise, amounts paid by a Credit Bank or Insurer in respect of Bonds shall not be deemed payment of such Bonds and said amounts shall continue to be due and owing until paid by the City in accordance with this Resolution and the provisions of this Resolution shall not be discharged until such payment by the City.

Section 1102. Survival of Certain Provisions. The provisions of this Resolution which relate to the maturity of Bonds, interest payments and Interest Payment Dates, optional and mandatory redemption provisions, Amortization Requirements, exchange, transfer and registration of Bonds, replacement of mutilated, destroyed, lost or stolen Bonds, the safekeeping and cancellation of Bonds, non-presentment of Bonds and unclaimed moneys, required rebate of moneys to the United States of America, the holding of moneys in trust and the duties of the City and the Fiduciaries in connection with all the foregoing, shall remain in effect and be binding notwithstanding the release and discharge of this Resolution. The provisions of this Article XI shall survive the release, discharge and satisfaction of this Resolution.

[END OF ARTICLE XI]

ARTICLE XII

MISCELLANEOUS PROVISIONS

Section 1201. Effect of Covenants. All covenants, stipulations, obligations and agreements of the City contained in this Resolution shall be deemed to be covenants, stipulations, obligations and agreements of the City to the full extent authorized or permitted by law.

Except as otherwise provided in this Resolution, all rights, powers and privileges conferred and duties and liabilities imposed upon the City or upon the City Commission by the provisions of this Resolution shall be exercised or performed by the City Commission, or by such other officers, board, body or commission as may be required by law to exercise such powers or to perform such duties.

No covenant, stipulation, obligation or agreement herein contained shall be deemed to be a covenant, stipulation, obligation or agreement of any member of the City Commission or of any agent, officer or employee of the City in the individual capacity of such agent, officer or employee, and neither the members of the City Commission of the City nor any agent, officer or employee of the City nor any official executing the Bonds shall be liable personally on the Bonds or be subject to any personal liability or accountability by reason of the issuance thereof.

Section 1202. Successorship of City Officers. In the event that the offices of Mayor, Finance Director, City Manager or City Attorney shall be abolished or any two or more of such offices shall be merged or consolidated, or in the event of a vacancy in any such office by reason of death, resignation, removal from office or otherwise, or by reason of sickness, absence from the City or otherwise, all powers conferred and all obligations and duties imposed upon such officer shall be performed by the officer succeeding to the principal functions thereof or by the officer upon whom such powers, obligations and duties shall be imposed by law.

Section 1203. Successorship of Paying Agent and Bond Registrar. Any bank or trust company with or into which the Paying Agent or Bond Registrar may be merged or consolidated, or to which the assets and business of such Paying Agent or Bond Registrar may be sold, shall be deemed the successor of such Paying Agent or Bond Registrar for the purpose of this Resolution.

Section 1204. Manner of Giving Notice. Any notice, demand, direction, request or other instrument authorized or required by this Resolution to be given to or filed with the City, the Paying Agent, the Bond Registrar, any Credit Bank or any Insurer shall be deemed to have been sufficiently given or filed for all purposes of this Resolution if and when sent by registered mail, return receipt requested, to the addresses of said parties as set forth below and in, or pursuant to, the Series Resolution corresponding to a Series of Bonds.

Any such notice, demand or request may also be transmitted to the appropriate above-mentioned party by telephone, telex or telecopy and shall be deemed to be properly given or made at the time of such transmission if, and only if, such transmission of notice shall be confirmed in writing and sent as specified above.

The notice address of the City is as follows:

City of Fort Lauderdale, Florida
100 North Andrews Avenue
Fort Lauderdale, Florida 33301
Attention: Director of Finance

The notice address for the initial Paying Agent and Bond Registrar is as follows:

Regions Bank
10245 Centurion Parkway, 2nd Floor
Jacksonville, Florida 32256
Attention: Corporate Trust Services

The foregoing addresses of the City and Paying Agent may be changed at any time upon written notice of such change sent by United States registered mail, postage prepaid, to the other parties by the party effecting the change.

All documents received by the Paying Agent or the Bond Registrar under the provisions of this Resolution, or photographic copies thereof, shall be retained in its possession.

Following the delivery of any notice to Bondholders, any Holder of Bonds (or any Beneficial Owner of Bonds) in an aggregate principal amount of at least \$1,000,000 may request from the Finance Director in writing to receive by mail, first class postage prepaid, a copy of such notice at an address provided to the City.

Section 1205. Substitute Mailing. If, because of the temporary or permanent suspension of postal service, the City, the Paying Agent, the Bond Registrar, any Credit Bank or Insurer shall be unable to mail any notice required to be given by the provisions of this Resolution, the City, the Paying Agent, the Bond Registrar, any Credit Bank or Insurer shall give notice in such other manner as in the judgment of the City, the Paying Agent, the Bond Registrar, any Credit Bank or Insurer shall most effectively approximate mailing, and the giving of notice in such manner shall for all purposes of this Resolution be deemed to be in compliance with the requirement for the mailing thereof.

Section 1206. Parties Who Have Rights under Resolution. Except as herein otherwise expressly provided, nothing in this Resolution, express or implied, is intended or shall be construed to confer upon any person, firm or corporation, other than the Holders, any right, remedy or claim, legal or equitable, under or by reason of this Resolution or any provision hereof, this Resolution and all its provisions being intended to be and being for the sole and exclusive benefit of the Holders.

Section 1207. Effect of Partial Invalidity. In case any one or more of the provisions of this Resolution or of the Bonds shall for any reason be held to be illegal or invalid, such illegality or invalidity shall not affect any other provisions of this Resolution or the Bonds.

Section 1208. Florida Law Controls. This Resolution is enacted with the intent that it shall be interpreted and construed in accordance with the laws of the State.

Section 1209. No Recourse Against Members, Officers or Employees of City. No recourse under or upon any statement, obligation, covenant, or agreement contained in this Resolution, or in any Bond hereby secured, or in any Series Resolution, or in any document or certification whatsoever, or under any judgment obtained against the City, or by the enforcement of any assessment, or by any legal or equitable proceeding by virtue of any constitutional provision or statute or otherwise or under any circumstances, shall be had against any member of the City Commission, or any officer or employee or agent of the City, as such, either directly or through the City or otherwise, for the payment for or to the City or any receiver thereof, or for or to any Holder or otherwise, of any sum that may be due and unpaid upon any such Bond. Any and all personal liability of every nature, whether at common law or in equity or by statute or by constitution or otherwise, of any such member of the City Commission, or any officer or employee, as such, to respond by reason of any act or omission on his/her part or otherwise, for the payment for or to the City or any receiver thereof, or for or to any Holder or otherwise, of any sum that may remain due and unpaid upon the Bonds hereby secured or any of them, is hereby expressly waived and released as an express condition of, and in consideration for, the enactment of this Resolution and the issuance of the Bonds.

Section 1210. Expenses Payable under Resolution. All expenses incurred in carrying out this Resolution shall be payable solely from funds derived by the City from Designated Revenues. Anything in this Resolution to the contrary notwithstanding, the performance by the City of all duties and obligations imposed upon it hereby, the exercise by it of all powers granted to it hereunder, the carrying out of all covenants, agreements and promises made by it hereunder, and the liability of the City for all warranties and other covenants herein shall be limited solely to the City, and from the Designated Revenues and the moneys attributable to the proceeds of Bonds, or the income from the temporary investment thereof, and, to the extent herein, the City shall not be required to effectuate any of its duties, obligations, powers or covenants except from, and to the extent of, such moneys, revenues, proceeds, and payments.

Section 1211. Payments Due on Sundays and Holidays. Except as otherwise provided in a Series Resolution, in any case where the date of maturity of interest on or principal of the Bonds or the date fixed for redemption of any Bonds shall be a Sunday or a legal holiday or not a Business Day, then payment of interest or principal and redemption premium, if any, need not be made on such date but may be made on the next succeeding Business Day with the same force and effect as if made on the date of maturity or the date fixed for redemption or the Interest Payment Date and no interest on such payment shall accrue for the period after such date.

Section 1212. Headings. Any heading preceding the text of the several articles and sections hereof, and any table of contents or marginal notes appended to copies hereof, shall be solely for convenience of reference and shall not constitute a part of this Resolution, nor shall they affect its meaning, construction or effect.

Section 1213. Further Authority. The officers of the City, members of the City Commission and other agents or employees of the City are hereby authorized to do all acts and things required of them by this Resolution for the full, punctual and complete performance of all of the terms, covenants and agreements contained in the Bonds, the Bond Purchase Contract, this Resolution, the Paying Agent and Bond Registrar Agreement and the Continuing Disclosure Agreement.

Section 1214. Repeal of Inconsistent Resolutions. All resolutions or parts of resolutions in conflict herewith are hereby repealed to the extent of such conflict.

Section 1215. Effective Date. This Resolution shall take effect upon its adoption.

ADOPTED this 5th day of September, 2012.

Mayor

ATTEST:

City Clerk

EXHIBIT A

BOND FORM

United States of America
State of Florida

CITY OF FORT LAUDERDALE, FLORIDA
[TAXABLE] SPECIAL OBLIGATION [REFUNDING] BONDS,
SERIES _____
[(PENSION FUNDING PROJECT)] [(_____ PROJECT)]

No. _____

\$

Interest Rate

Maturity Date

Original Issue Date

CUSIP No.

%

Registered Owner:

Principal Amount:

Dollars

City of Fort Lauderdale, Florida (the "City"), for value received, promises to pay, but solely from the sources and in the manner hereinafter provided, to the Registered Owner named above, or registered assigns, on the Maturity Date set forth above (or earlier as hereinafter referred to) upon presentation and surrender hereof, at the designated corporate trust office of Regions Bank, as Bond Registrar and Paying Agent, in the city of Jacksonville, Florida, or its successors (the "Bond Registrar" and "Paying Agent") the Principal Amount set forth above in any coin or currency of the United States of America which on the date of payment thereof is legal tender for the payment of public and private debts, and to pay in like coin or currency interest on said Principal Amount on each _____ 1 and _____ 1, commencing _____, ____ (each an "Interest Payment Date"), solely from such sources provided in the Resolution described herein, from the Interest Payment Date next preceding the date on which this Bond is authenticated unless it is (i) authenticated on an Interest Payment Date, in which event from such date, or (ii) authenticated before the first Interest Payment Date, in which event from its Original Issue Date, at the Interest Rate set forth above until the Principal Amount hereof is paid. The interest so payable and punctually paid or duly provided for on any Interest Payment Date, as provided in the Resolution hereinafter referred to, will be paid by check mailed to the person in whose name this Bond (or one or more Predecessor Bonds, as defined in the Resolution) is registered at the close of business on the fifteenth (15th) day of the month next preceding such Interest Payment Date; provided, however, that any registered owner of Bonds in an aggregate principal amount of at least \$1,000,000 shall be entitled to have interest paid by wire transfer pursuant to the provisions of the Resolution.

This Bond is one of a duly authorized series of special obligation bonds of the City, designated "[Taxable] Special Obligation [Refunding] Bonds, Series _____ [(Pension Funding Project)] [(_____ Project)] (the "Bonds"), issued in the aggregate principal amount of

\$ _____ under Resolution No. _____ (the "Resolution") adopted by the City on September 5, 2012, as the same may be supplemented and amended from time to time. The Bonds are being issued to provide funds to: _____, [fund certain funds and accounts established under the Resolution] and pay costs of issuance of the Bonds. Capitalized terms not otherwise defined herein shall have the meaning ascribed to such terms in the Resolution.

The Bonds are limited obligations of the City payable solely from the Pledged Funds (hereinafter referred to). Neither the faith and credit of the State of Florida nor the faith and credit of any agency or political subdivision thereof or of the City are pledged to the payment of the principal of or the interest or redemption premium, if any, on this Bond. The issuance of this Bond shall not directly or indirectly or contingently obligate the State of Florida or any agency or political subdivision thereof or the City to levy any taxes whatever therefor or to make any appropriation for their payment except from the funds pledged therefor.

To secure the Bonds, the City has irrevocably pledged the Pledged Funds under the Resolution. The Pledged Funds consist of (i) the Designated Revenues, (ii) the Non-Ad Valorem Revenues actually deposited in the Principal and Interest Account of the Debt Service Fund, and (iii) all investment income in the Funds and Accounts established under the Resolution, except for the Rebate Fund; provided, however, that amounts on deposit in or to the credit of a Reserve Account within the Reserve Fund shall constitute Pledged Funds for, and secure, only the particular Series of Bonds for which such Reserve Account is established. The Designated Revenues consist of (a) the Communications Services Tax Revenues, (b) the Public Service Tax Revenues, (c) the Guaranteed Entitlement Revenues, (d) the Business Tax Revenues, and (e) such additional revenue sources as may be designated by a Series Resolution as Designated Revenues for one or more Series of Bonds. Any fees, commissions, charges or taxes established pursuant to the laws of the State or ordinances of the City which replace any of the items mentioned in clause (a), (b), (c), (d) or (e), if any, shall be included in the definition of Designated Revenues. The City has full power and authority to pledge the Pledged Funds to the payment of the principal of, interest and redemption premium, if any, on the Bonds.

Pursuant to the Resolution, the City has covenanted and agreed, to the extent permitted by and in accordance with applicable law and budgetary processes, to prepare, approve and appropriate in its Annual Budget for each Fiscal Year, by amendment, if necessary, and to deposit to the credit of the Principal and Interest Account in the Debt Service Fund established pursuant to the Resolution, Non-Ad Valorem Revenues of the City in an amount sufficient to cure any Debt Service Funding Deficiency (as defined in the Resolution). "Non-Ad Valorem Revenues" is defined in the Resolution to mean the non-ad valorem revenues (other than Designated Revenues) of the City legally available to be budgeted, appropriated and deposited by the City in the Principal and Interest Account of the Debt Service Fund as required by the Resolution to pay the principal of and interest on the Bonds. Such covenant and agreement on the part of the City to budget and appropriate sufficient amounts of Non-Ad Valorem Revenues shall be cumulative, and shall continue until such Non-Ad Valorem Revenues in amounts, together with any other legally available revenues budgeted and appropriated for such purpose, sufficient to make all required payments under the Resolution as and when due, including any delinquent payments, shall have been budgeted, appropriated and actually paid into the Principal and Interest Account of the Debt Service Fund established under the Resolution; provided,

however, that such covenant shall not constitute a lien, either legal or equitable, on any of the City's Non-Ad Valorem Revenues or other revenues, nor shall it preclude the City from pledging in the future any of its Non-Ad Valorem Revenues or other revenues to other obligations, nor shall it give the Bondholder a prior claim on the Non-Ad Valorem Revenues. The City may not expend moneys not appropriated or in excess of its current budgeted revenues. The obligation of the City to budget, appropriate and make payments hereunder from its Non-Ad Valorem Revenues is subject to the availability of Non-Ad Valorem Revenues of the City after satisfying funding requirements for obligations having an express lien on or pledge of such revenues and after satisfying funding requirements for essential government services of the City.

Under certain circumstances as described in the Resolution, the City's obligation to budget and appropriate from Non-Ad Valorem Revenues shall terminate and be null and void, the City shall no longer be obligated to budget and appropriate Non-Ad Valorem Revenues and deposit the same into the Principal and Interest Account of the Debt Service Fund, and the Bonds shall only be secured by and payable from the Designated Revenues and investment income in the Funds and Accounts established under the Resolution, except for the Rebate Fund; provided, however, that amounts on deposit in or to the credit of a Reserve Account within the Reserve Fund shall secure only the particular Series of Bonds for which such Reserve Account was established.

[Indicate whether a Series Reserve Fund Requirement and a Reserve Account is established for the Series ____ Bonds.]

Reference is made to the Resolution for a more complete statement of the provisions thereof and of the rights and duties of the City and the registered owners. Copies of the Resolution are on file and may be inspected at the office of the City Clerk. By the purchase and acceptance of this Bond, the Registered Owner hereof signifies assent to all of the provisions of the Resolution.

This Bond is issued and the Resolution was adopted under and pursuant to the Constitution and laws of the State of Florida.

The Bonds are issuable as fully registered Bonds in the denomination of \$5,000 or any integral multiple thereof. At the designated corporate trust office of the Bond Registrar, in the manner and subject to the limitations and conditions provided in the Resolution, Bonds may be exchanged for an equal aggregate principal amount of Bonds of the same series and maturity, of any authorized denomination or denominations and bearing interest at the same rate.

The transfer of this Bond is registrable by the Registered Owner hereof in person or by his/her attorney or legal representative at the designated corporate trust office of the Bond Registrar, but only in the manner and subject to the limitations and conditions provided in the Resolution and upon surrender and cancellation of this Bond. Upon any such registration of transfer, the City shall execute and the Bond Registrar shall authenticate and deliver in exchange for this Bond a new Bond or Bonds, registered in the name of the transferee, of any authorized denomination or denominations in an aggregate principal amount equal to the principal amount of this Bond, of the same series and maturity and bearing interest at the same rate. Neither the City nor the Bond Registrar shall be required to make any exchange or registration of transfer of

any Bond during the fifteen (15) days immediately preceding the date of the City's giving notice of redemption or purchase or after such Bond has been selected for redemption or purchase.

[INSERT REDEMPTION PROVISIONS]

At least thirty (30) days, but not more than sixty days (60) before the redemption date of any Bonds, whether such redemption is in whole or in part, the City shall cause a notice of any such redemption signed by the City to be mailed, first class, postage prepaid, to all registered owners of Bonds to be redeemed in whole or in part, but any defect in such notice or the failure so to mail any such notice to the registered owners of any Bond shall not affect the validity of the proceedings for the redemption of any other Bonds. On the date fixed for redemption, notice having been mailed in the manner provided in the Resolution and sufficient moneys having been deposited with the Paying Agent or other Depository, the Bonds or portions thereof called for redemption shall be due and payable at the redemption price provided therefor, plus accrued interest to such date. If a portion of this Bond shall be called for redemption a new Bond or Bonds in principal amount equal to the unredeemed portion hereof will be issued to the Registered Owner upon the surrender hereof.

The owner of this Bond shall have no right to enforce the provisions of the Resolution or to institute action to enforce the covenants therein, or to take any action with respect to any event of default under the Resolution, or to institute, appear in or defend any suit or other proceeding with respect thereto, except as provided in the Resolution.

The Resolution permits the issuance of Additional Bonds or Refunding Bonds secured on a parity with the Bonds upon compliance with the conditions contained therein. Modifications or alterations of the Resolution, or any resolution supplemental thereto, may be made only to the extent and in the circumstances permitted by the Resolution.

This Bond is issued with the intent that the laws of the State of Florida shall govern its construction.

All acts, conditions and things required to happen, exist and be performed precedent to and in the issuance of this Bond have happened, exist and have been performed as so required.

This Bond shall not be valid or become obligatory for any purpose or be entitled to any benefit or security under the Resolution until it shall have been authenticated by the execution by the Bond Registrar of the certificate of authentication endorsed hereon.

IN WITNESS WHEREOF, the City of Fort Lauderdale, Florida has caused this Bond to be executed with the [manual] [facsimile] signatures of its Mayor and its City Manager and to bear the signature of its City Clerk and its official seal to be impressed hereon, this Bond to be dated this ____ day of _____, 20__.

[SEAL]

CITY OF FORT LAUDERDALE, FLORIDA

By: _____
Mayor

ATTEST:

By: _____
City Manager

City Clerk

CERTIFICATE OF AUTHENTICATION

This Bond is a bond issued under the provisions of the within-mentioned Resolution.

_____, Bond Registrar

By: _____
Authorized Signatory

Date of authentication: _____

[Form of Assignment]

FOR VALUE RECEIVED, the undersigned hereby sells, assigns and transfers unto _____ [Please Print or Typewrite Name, Tax Identification Number and Address of Transferee] the within Bond, and all rights thereunder, and hereby irrevocably constitutes and appoints _____ attorney to register the transfer of the within Bond on the books kept for registration thereof, with full power of substitution in the premises.

Dated: _____

Signature

NOTICE: The signature to this assignment must correspond with the name of the registered Holder as it appears on the face of the within Bond in every particular, without alteration or enlargement or any change whatsoever.

Signature guaranteed:

(Bank, Trust Company or Firm)

NOTICE: Signatures must be guaranteed by a member firm of the New York Stock Exchange or a commercial bank or a trust company.

(Authorized Officer)

[For DTC Book-Entry Bonds]

Unless this Bond is presented by an authorized representative of The Depository Trust Company, New York, New York ("DTC"), to the City or its agent for registration of transfer, exchange, or payment, and any Bond issued is registered in the name of Cede & Co. or in such other name as is requested by an authorized representative of DTC (and any payment is made to Cede & Co. or to such other entity as is requested by an authorized representative of DTC), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL inasmuch as the registered Holder hereof, Cede & Co., has an interest herein.

ABBREVIATIONS

The following abbreviations, when used in the inscription on the face of the within Bond, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM - as tenants in
common

UNIF GIF MIN ACT - _____
(Cust.)

TEN ENT - as tenants by the
entireties

Custodian for _____
(Minor)

JT TEN - as joint tenants with
right of survivorship
and not as tenants
in common

under Uniform Gifts to Minors Act
of _____
(State)

Additional abbreviations may also be used though not in the list above.

EXHIBIT B

PAYING AGENT AND BOND REGISTRAR AGREEMENT

Exhibit B is on file with the City Clerk's Office

EXHIBIT C

BOND PURCHASE CONTRACT

Exhibit C is on file with the City Clerk's Office

EXHIBIT D

PRELIMINARY OFFICIAL STATEMENT

Exhibit D is on file with the City Clerk's Office

EXHIBIT E

CONTINUING DISCLOSURE AGREEMENT

Exhibit E is on file with the City Clerk's Office