

RESOLUTION NO. 15-R28

A RESOLUTION OF THE CITY OF FORT PIERCE, FLORIDA ACCEPTING THE PROPOSAL OF **CAPITAL ONE PUBLIC FUNDING, LLC** TO PURCHASE THE CITY'S NOT TO EXCEED \$28,500,000 **CAPITAL IMPROVEMENT REVENUE REFUNDING NOTE**, SERIES 2015; THE PROCEEDS OF WHICH WILL BE APPLIED TO CURRENTLY REFUND ALL OF THE CITY'S OUTSTANDING CAPITAL IMPROVEMENT REVENUE BONDS, SERIES 2004 AND TO ADVANCE REFUND THE CITY'S CAPITAL IMPROVEMENT REVENUE REFUNDING BONDS, SERIES 2008A MATURING SEPTEMBER 1, 2019 AND THEREAFTER; AUTHORIZING THE EXECUTION AND DELIVERY OF A LOAN AGREEMENT WITH SAID LENDER TO SECURE THE REPAYMENT OF SAID LOAN; PROVIDING FOR THE PAYMENT OF SUCH NOTE FROM THE CITY'S COVENANT TO BUDGET AND APPROPRIATE NON AD VALOREM REVENUES ALL AS PROVIDED IN THE LOAN AGREEMENT; AUTHORIZING THE PROPER OFFICIALS OF THE CITY TO DO ANY OTHER ADDITIONAL THINGS DEEMED NECESSARY OR ADVISABLE IN CONNECTION WITH THE EXECUTION OF THE LOAN AGREEMENT, THE NOTE, AND THE SECURITY THEREFOR; AUTHORIZING THE EXECUTION AND DELIVERY OF OTHER DOCUMENTS IN CONNECTION WITH SAID LOAN; PROVIDING FOR SEVERABILITY; AND PROVIDING AN EFFECTIVE DATE.

BE IT RESOLVED BY THE CITY COMMISSION OF THE CITY OF FORT PEIRCE, FLORIDA AS FOLLOWS:

SECTION 1. AUTHORITY FOR THIS RESOLUTION. This Resolution is adopted pursuant to the provisions of Chapter 166, Florida Statutes, the Florida Constitution, and other applicable provisions of law.

SECTION 2. FINDINGS. It is hereby ascertained determined and declared:

(A) The City of Fort Pierce, Florida (the "City") deems it necessary, desirable and in the best interests of the City that the City issue its Capital Improvement Revenue Refunding Note, Series 2015 (the "2015 Note") to currently refund all of the City's outstanding Capital Improvement Revenue Bonds, Series 2004 and to advance refund all of the City's Capital Improvement Revenue Refunding Bonds, Series 2008A maturing September 1, 2019 and thereafter (collectively, the "Refunded Bonds"), in that such refunding will result in debt service savings for the City, all as more particularly described herein and in the Loan Agreement (as defined herein).

(B) Pursuant to Section 2(b), Article VIII of the State Constitution and Section 166.021, Florida Statutes, municipalities have the governmental, corporate and proprietary powers to enable them to conduct municipal government, perform municipal functions, and render municipal services, and may exercise any power for municipal purposes, except when expressly prohibited by law. The issuance of the 2015 Note and the execution and delivery of the Loan Agreement for the purposes of refunding the Refunded Bonds is not prohibited by law.

(C) The City staff in consultation with RBC Capital Markets, LLC ("RBC") has reviewed the proposal of Capital One Public Funding, LLC (the "Lender") regarding a loan in an amount of not to exceed \$28,500,000 as provided in the 2015 Note (the "Loan") to the City, the proceeds of which will be applied to refund the Refunded Bonds and to pay costs of issuing the 2015 Note.

(D) The Loan will be secured by the City's covenant to budget and appropriate Non Ad Valorem Revenues as provided in the Loan Agreement pursuant to which the City will issue the 2015 Note to secure the repayment of the Loan.

(E) Prior to the issuance of the 2015 Note the City shall have received the certificate of Independent Auditor required by various City resolutions as a condition

precedent to the issuance by the City of debt payment from amounts budgeted and appropriated from non ad valorem revenues.

(F) The City has determined that due to the present volatility of the market for municipal debt, it is in the best interest of the City to issue the 2015 Note pursuant to the Loan Agreement by negotiated sale, allowing the City to issue the 2015 Note at the most advantageous time, rather than a specified advertised future date, thereby allowing the City to obtain the best possible price, interest rate and other terms for the 2015 Note and, accordingly, the City Commission of the City hereby finds and determines that it is in the best financial interest of the City that a negotiated private placement of the 2015 Note to the Lender be authorized.

SECTION 3. AUTHORIZATION OF ISSUANCE OF 2015 NOTE AND REFUNDING OF REFUNDED BONDS. The City hereby authorizes the issuance of the 2015 Note in a principal amount not to exceed \$28,500,000 to refund the Refunded Bonds and pay costs of issuing the 2015 Note as more particularly described in the Loan Agreement.

SECTION 4. ACCEPTANCE OF COMMITMENT LETTER WITH LENDER. Based on a recommendation of RBC, the City hereby accepts the term sheet of the Lender dated August 27, 2015.

SECTION 5. APPROVAL OF FORM OF AND AUTHORIZATION OF LOAN AGREEMENT AND 2015 NOTE AND EXECUTION OF LOAN AGREEMENT AND 2015 NOTE. The Loan and the repayment of the Loan as evidenced by the 2015 Note shall be pursuant to the terms and provisions of the Loan Agreement and the 2015 Note. The City hereby approves the Loan Agreement in substantially the form attached hereto as **Exhibit A** and authorizes the Mayor or the Mayor Pro-Term of the City (collectively, the "Mayor") and the City Clerk or any deputy or assistant City Clerk of the City (collectively, the "City Clerk") to execute and deliver on behalf of the City the Loan Agreement by and between the City and the Lender substantially in the form attached hereto as Exhibit A (the "Loan Agreement") and the 2015 Note in substantially the form attached to the Loan Agreement, with such changes insertions and additions as they may approve, their execution thereof being evidence of such approval.

SECTION 6. PAYMENT OF DEBT SERVICE ON 2015 NOTE. Pursuant to the Loan Agreement, the 2015 Note will be secured by a City covenant to budget and appropriate Non Ad Valorem Revenues, all as more particularly described in the Loan Agreement.

SECTION 7. AUTHORIZATION OF OTHER DOCUMENTS TO EFFECT TRANSACTION. To the extent that other documents, certificates or opinions, are needed to effect any of the transactions referenced in this Resolution, the Loan Agreement or the 2015 Note, and the security therefore including but not limited to an escrow deposit agreement, the Mayor, the City Clerk, the City Manager, the City's Finance Director, the City Attorney and the City's Bond Counsel are hereby authorized to execute and deliver such documents, certificates, opinions, or other items and to take such other actions as are necessary for the full, punctual, and complete performance of the covenants, agreements, provisions, and other terms as are contained herein and in the documents included herein by reference.

SECTION 8. PAYING AGENT AND REGISTRAR. The City hereby accepts the duties to serve as registrar and paying agent for the 2015 Note.

SECTION 9. LIMITED OBLIGATION. The obligation of the City to repay amounts under the Loan Agreement and the 2015 Note are limited and special obligations, payable solely from the sources and in the manner set forth in the Loan Agreement and shall not be deemed a pledge of the faith and credit or taxing power of the City.

SECTION 10. EFFECT OF PARTIAL INVALIDITY. If any one or more provisions of this Resolution, the Loan Agreement, or the 2015 Note shall for any reason be held to be illegal or invalid, such illegality or invalidity shall not affect any

other provision of this Resolution, the 2015 Note or the Loan Agreement, but this Resolution, the Loan Agreement, and the 2015 Note shall be construed and enforced as if such illegal or invalid provision had not been contained therein. The 2015 Note shall be issued and Loan Agreement shall be executed and this Resolution is adopted with the intent that the laws of the State of Florida shall govern their construction.

SECTION 11. EFFECTIVE DATE. This Resolution shall take effect immediately upon its adoption.

IN WITNESS WHEREOF, this Resolution has been duly adopted this 5th day of October, 2015.

CITY OF FORT PIERCE, FLORIDA

ATTEST:

By _____
Linda Cox, City Clerk

By: _____
Linda Hudson, Mayor Commissioner

(CITY SEAL)

APPROVED AS TO THE FORM
AND CORRECTNESS

Robert V. Schwerer, City Attorney