

RESOLUTION NO. 20-R21

A RESOLUTION OF THE CITY OF FORT PIERCE, FLORIDA ACCEPTING THE PROPOSAL OF JPMORGAN CHASE BANK, N.A. TO PURCHASE THE CITY'S NOT TO EXCEED **\$6,100,000 CAPITAL IMPROVEMENT REVENUE REFUNDING NOTE**, SERIES 2020A THE PROCEEDS OF WHICH WILL BE APPLIED TO CURRENTLY REFUND ALL OF THE CITY'S OUTSTANDING CAPITAL IMPROVEMENT REVENUE NOTE, SERIES 2014A AND TO THE EXTENT NOT REFUNDED WITH PROCEEDS OF THE CITY'S TAXABLE CAPITAL IMPROVEMENT REVENUE REFUNDING NOTE, SERIES 2020B ALL OF THE CITY'S OUTSTANDING CAPITAL IMPROVEMENT REVENUE NOTES, SERIES 2016B AND SERIES 2016C AND TO PAY COSTS OF ISSUANCE THEREOF AND ALL OF THE CITY'S NOT TO EXCEED \$3,000,000 TAXABLE CAPITAL IMPROVEMENT REVENUE REFUNDING NOTE, SERIES 2020B THE PROCEEDS OF WHICH WILL ADVANCE REFUND ALL OF THE CITY'S OUTSTANDING TAXABLE CAPITAL IMPROVEMENT REVENUE NOTE, SERIES 2016A AND TO THE EXTENT NOT REFUNDED WITH PROCEEDS OF THE CITY'S CAPITAL IMPROVEMENT REVENUE REFUNDING NOTE, SERIES 2020A ALL OF THE CITY'S OUTSTANDING CAPITAL IMPROVEMENT REVENUE NOTES, SERIES 2016B AND SERIES 2016C AND TO PAY COSTS OF ISSUANCE THEREOF AND THE CITY'S NOT TO EXCEED \$7,350,000 CAPITAL IMPROVEMENT REVENUE REFUNDING NOTE, SERIES 2020C, THE PROCEEDS OF WHICH WILL ADVANCE REFUND ALL OF THE CITY'S OUTSTANDING CAPITAL IMPROVEMENT REVENUE REFUNDING NOTE, SERIES 2018 AND TO PAY COSTS OF ISSUANCE THEREOF; AUTHORIZING THE EXECUTION AND DELIVERY OF LOAN AGREEMENTS WITH SAID LENDER TO SECURE THE REPAYMENT OF SAID NOTES; PROVIDING FOR THE PAYMENT OF SUCH NOTES FROM THE CITY'S COVENANT TO BUDGET AND APPROPRIATE NON AD VALOREM REVENUES ALL AS PROVIDED IN THE LOAN AGREEMENTS; 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 AGREEMENTS, THE NOTES, AND THE SECURITY THEREFOR; AUTHORIZING THE EXECUTION AND DELIVERY OF OTHER DOCUMENTS IN CONNECTION WITH THE ISSUANCE OF SUCH NOTES; PROVIDING FOR SEVERABILITY; AND PROVIDING AN EFFECTIVE DATE.

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

SECTION 1. AUTHORITY FOR THIS RESOLUTION. This Resolution is adopted pursuant to the provisions of Chapter 166, Florida Statutes, and as to the 2020B Note (hereinafter defined) Chapter 159, Part VII, 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 (i) Capital Improvement Revenue Refunding Note, Series 2020A the proceeds of which will be applied by the City to currently refund all of the City's Outstanding Capital Improvement Revenue Note, Series 2014A, and to the extent not refunded with proceeds of the City's Taxable Capital Improvement Revenue Refunding Note, Series 2020B all of the City's Outstanding Capital Improvement Revenue Notes, Series 2016B and Series 2016C (the "2020A Note"), (ii) Taxable Capital Improvement Revenue Refunding Note, Series 2020B the proceeds of which will be applied to advance refund all of the City's Outstanding Taxable Capital Improvement Revenue Note, Series 2016A and to the extent not refunded with proceeds of the City's Capital Improvement Revenue Refunding Note, Series 2020A all of the City's Outstanding Capital Improvement

Revenue Notes, Series 2016B and Series 2016C and to pay costs of issuance thereof, (the "2020B Note") and (iii) Capital Improvement Revenue Refunding Note, Series 2020C, the proceeds of which will be applied by the City to advance refund all of the City's Outstanding Capital Improvement Revenue Refunding Note, Series 2018 (the "2018 Note") and to pay costs of issuance thereof (the "2020C Note," collectively with the 2020A Note and the 2020B Note, the "2020 Notes"), all as more particularly described herein and in the Loan Agreements (as defined herein). The interest on the 2018 Note is includable in gross income for federal income tax purposes.

(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 2020 Notes and the execution and delivery of the Loan Agreements for the purposes of set forth in Section 2(A) hereof is not prohibited by law.

(C) The City staff in consultation with B.C. Ziegler and Company has reviewed the term sheets of JPMorgan Chase Bank, N.A. (the "Lender") regarding the loans evidenced by the 2020 Notes (collectively, the "Loan").

(D) The Loan will be secured by the City's covenant to budget and appropriate non ad valorem revenues as provided in the respective Loan Agreements pursuant to which the City will issue the 2020 Notes to secure the repayment of the Loan.

(E) Prior to the issuance of the 2020 Notes the City shall have received the certificate of an Independent Auditor required by various City resolutions as a condition precedent to the issuance by the City of debt payable 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 2020 Notes pursuant to the Loan Agreements by negotiated sale, allowing the City to issue the 2020 Notes at the most advantageous time, rather than a specified advertised future date, thereby allowing the City to obtain the best possible prices, interest rates and other terms for the 2020 Notes 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 2020 Notes to the Lender be authorized.

SECTION 3. AUTHORIZATION OF ISSUANCE OF 2020 NOTES. The City hereby authorizes the issuance of the 2020A Note in a principal amount not to exceed \$6,100,000, the 2020B Note in a principal amount not to exceed \$3,000,000 and the 2020C Note in the principal amount not to exceed \$7,350,000 for the purposes set forth in Section 2(A) hereof and as more particularly described in the Loan Agreements.

SECTION 4. ACCEPTANCE OF TERM SHEETS OF LENDER. The City hereby accepts the term sheets of the Lender for the purchase of the 2020 Notes attached hereto as Exhibit A.

SECTION 5. APPROVAL OF FORM OF AND AUTHORIZATION OF LOAN AGREEMENTS AND 2020 NOTES AND EXECUTION OF LOAN AGREEMENTS AND 2020 NOTES. The repayment of the Loan as evidenced by the 2020A and 2020B Notes shall be pursuant to the terms and provisions of the Loan Agreement attached hereto as Exhibit B and the 2020A Note and 2020B Note, respectively. The repayment of the Loan evidenced by the 2020C Note shall be pursuant to the terms of the Loan Agreement attached hereto as Exhibit C and the 2020C Note. The Loan Agreement attached hereto as Exhibit B and the Loan Agreement attached hereto as Exhibit C are collectively referred to as the "Loan Agreements". The City hereby approves the Loan Agreements in substantially the forms attached hereto as **Exhibits B and C** and authorizes the Mayor or the Mayor Pro-Tem 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 Agreements by and

between the City and the Lender substantially in the form attached hereto as Exhibits B and C and the 2020 Notes in substantially the form attached to the Loan Agreements, 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 2020 NOTES. Pursuant to the Loan Agreements, the 2020 Notes will be secured by the City's covenant to budget and appropriate Non Ad Valorem Revenues, all as more particularly described in the Loan Agreements.

SECTION 7. AUTHORIZATION OF OTHER DOCUMENTS TO EFFECT TRANSACTION. To the extent that other documents, including but not limited to an escrow deposit agreement, certificates or opinions, are needed to effect any of the transactions referenced in this Resolution, the Loan Agreements or the 2020 Notes, and the security therefore the Mayor, the City Clerk, the City Manager, the City's Finance Director, the City Attorney and Akerman LLP, 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 2020 Notes.

SECTION 9. LIMITED OBLIGATION. The obligation of the City to repay amounts under the Loan Agreements and the 2020 Notes are limited and special obligations, payable solely from the sources and in the manner set forth in the Loan Agreements and the 2020 Notes 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 Agreements, or the 2020 Notes 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 2020 Notes or the Loan Agreements, but this Resolution, the Loan Agreements, and the 2020 Notes shall be construed and enforced as if such illegal or invalid provision had not been contained therein. The 2020 Notes shall be issued and the Loan Agreements 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 20th day of April, 2020.

CITY OF FORT PIERCE, FLORIDA

ATTEST:

By _____
Linda W. Cox, City Clerk

By: _____
Linda Hudson, Mayor

(CITY SEAL)

APPROVED AS TO THE FORM

Peter J. Sweeney, City Attorney