

RESOLUTION NO. _____

A RESOLUTION OF THE CITY COMMISSION OF THE CITY OF HOLLYWOOD, FLORIDA, AUTHORIZING THE NEGOTIATION OF A LOAN IN AN AGGREGATE AMOUNT NOT TO EXCEED \$8,000,000.00, TO REFINANCE PRIOR LOANS MADE BY THE FIRST FLORIDA GOVERNMENTAL FINANCING COMMISSION TO THE CITY; APPROVING THE EXECUTION AND DELIVERY OF A LOAN AGREEMENT WITH THE FIRST FLORIDA GOVERNMENTAL FINANCING COMMISSION AND PINNACLE PUBLIC FINANCE, INC.; APPROVING THE EXECUTION AND DELIVERY OF AN ESCROW DEPOSIT AGREEMENT AND CONTINUING DISCLOSURE CERTIFICATE; PROVIDING CERTAIN OTHER MATTERS IN CONNECTION WITH THE MAKING OF SUCH LOAN; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, participating Florida counties and cities (the "Members") have created the First Florida Governmental Financing Commission ("First Florida") pursuant to Part I of Chapter 163, Florida Statutes, and that certain Interlocal Agreement dated November 26, 1985 (as amended from time to time, the "Interlocal Agreement") among its members, which currently include Broward County, the City of Boca Raton, the City of Gainesville, the City of Hollywood, the City of St. Petersburg and the City of Sarasota, for the purpose of issuing its bonds to make loans to participating Members for qualified projects; and

WHEREAS, First Florida is in the process of issuing its First Florida Governmental Financing Commission Refunding Revenue Bond, Series 2014 (the "Bond") and is seeking to make a loan (the "Loan") to the City of Hollywood, Florida (the "Borrower"), one of its Members; and

WHEREAS, it is hereby determined that a need exists to borrow funds (i) to refinance all or a portion of the loans made to the Borrower from proceeds of the First Florida Governmental Financing Commission Revenue Bonds, Series 2004 (the "Prior 2004 Bonds") and the First Florida Governmental Financing Commission Revenue Bonds, Series 2005 (the "Prior 2005 Bonds," and together with the Prior 2004 Bonds, the "Prior Bonds") (collectively, the "Refinancing"); and

WHEREAS, it is determined to be in the best interest of the Borrower to borrow funds from First Florida from the proceeds of the Bond for purposes of financing the cost of the Refinancing; and

WHEREAS, the Borrower desires to authorize the receipt of the Loan from the proceeds of the Bond for the purpose of the Refinancing based upon the conditions hereafter stated;

NOW THEREFORE, BE IT RESOLVED BY THE CITY COMMISSION OF THE CITY OF HOLLYWOOD, FLORIDA, as follows:

Section 1: This Resolution is adopted pursuant to Chapter 166, Part II, Florida Statutes, the Borrower's Municipal Charter and other applicable provisions of law.

Section 2: The Borrower hereby authorizes the Refinancing using proceeds of the Bond through the Loan.

Section 3: Due to the complicated nature of the transaction described above and the ability of First Florida to access the markets based upon First Florida's bank loan program, it is hereby determined that it is in the best interest of the Borrower that the Loan to the Borrower be made from the proceeds of the Bond, as opposed to the Borrower borrowing funds pursuant to a public sale.

Section 4: The Mayor or Vice Mayor, and the City Clerk or the Deputy City Clerk or any other appropriate officers of the Borrower are hereby authorized and directed to execute and deliver a Loan Agreement (the "Loan Agreement") to evidence the Loan, to be entered into by and between the Borrower, First Florida and Pinnacle Public Finance, Inc., in substantially the form attached hereto as Exhibit A, with such changes, insertions and omissions as may be approved by the Mayor or Vice Mayor and City Clerk or Deputy City Clerk, the execution thereof being conclusive evidence of such approval.

Section 5: The amount of the Loan of the Borrower evidenced by the Loan Agreement shall not exceed \$8,000,000.00. Such Loan shall include costs of issuance incurred by First Florida and the Borrower and shall bear interest and shall be repayable according to the terms and conditions set forth in the Loan Agreement authorized pursuant to Section 4 hereof with such changes, insertions and omissions as may be approved by the Mayor or Vice Mayor and City Clerk or Deputy City Clerk, but such Loan shall bear interest at a fixed interest cost rate not to exceed 2.37%, subject to adjustment as provided in the Loan Agreement, and shall mature no later than July 1, 2024 and such Refinancing shall generate net present value savings in excess of the Minimum Savings Target Percentage of the principal amount of the loans being refinanced. The "Minimum Savings Target Percentage" equals 5.00%. The prepayment provisions, if any, relating to such Loan shall be as provided in the Loan Agreement, and the principal amounts and maturity dates of the loans which are to be refinanced and the prepayment dates of such loans will be determined in the hereinafter defined Escrow Deposit Agreement.

Section 6: The Mayor or Vice Mayor and the City Clerk or the Deputy City Clerk or any other appropriate officers of the Borrower are hereby authorized and directed to execute and deliver an Escrow Deposit Agreement (the "Escrow Deposit Agreement") to be executed by the Borrower, First Florida and U.S. Bank National Association, as Escrow Holder, in substantially the form attached hereto as Exhibit B with such changes, insertions, and omissions as may be approved by the Mayor or Vice Mayor and the City Clerk or the Deputy City Clerk, the execution thereof being conclusive evidence of such approval.

Section 7: The Mayor or Vice Mayor and the City Clerk or the Deputy City Clerk or any other appropriate officers of the Borrower are hereby authorized and directed to execute and deliver a Continuing Disclosure Certificate (the "Continuing Disclosure Certificate") to be executed by the Borrower and First Florida, in substantially the form attached hereto as Exhibit C with such changes, insertions, and omissions as may be approved by the Mayor or Vice Mayor and the City Clerk or the Deputy City Clerk, the execution thereof being conclusive evidence of such approval.

Section 8: The Mayor or Vice Mayor and the City Clerk or the Deputy City Clerk, or any other appropriate officers of the Borrower are hereby authorized and directed to execute any and all certifications or other instruments or documents required by this Resolution, the Loan Agreement, the Escrow Deposit Agreement, the Continuing Disclosure Certificate or any other document required by First Florida as a prerequisite or precondition to making the Loan, and any such representation made therein shall be deemed to be made on behalf of the Borrower. All action taken to date by the officers of the Borrower in furtherance of the issuance of the Bond and the making of the Loan is hereby approved, confirmed and ratified.

Section 9: The officials of the Borrower authorized herein to execute documents are hereby authorized to approve the final rate of interest applicable to the Loan, and the prepayment provisions thereof, if any, on behalf of the Borrower.

Section 10: The Loan Agreement shall not be executed and delivered unless and until the Borrower has received all information required by Section 218.385, Florida Statutes.

Section 11: Pursuant to subsequent resolution, prior to execution of the Loan Agreement, the Borrower may establish such additional terms as it may so determine to be in the best interests of the Borrower.

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Section 12: This Resolution shall be in full force and effect immediately upon its passage and adoption.

PASSED AND ADOPTED this _____ day of _____, 2014.

PETER BOBER, MAYOR

ATTEST:

PATRICIA A. CERNY, MMC, CITY CLERK

APPROVED AS TO FORM AND LEGALITY
For the use and reliance of the
City of Hollywood, Florida, only.

JEFFREY P. SHEFFEL, CITY ATTORNEY