

EXHIBIT C

DRAW CERTIFICATE

DRAW NO. 1

The undersigned officer of the City of Hollywood, Florida (the “City”) DOES HEREBY CERTIFY THAT:

1. This certificate is being provided to City National Bank of Florida (the “Bank”) in accordance with Section 12(b) of that certain Line of Credit Agreement dated June 22, 2017 between the City and the Bank (the “Agreement”), in order to permit the City to make a draw on its Note in favor of the Bank dated _____ (the “Note”).

2. The City hereby requests a draw on the Note in the amount of \$10,000,000. The proceeds of the draw will be used to pay for expenditures for extraordinary, nonrecurring items incurred subsequent to and as a result of a declared state of emergency in the geographic area including the City as a result of a natural disaster. Attached hereto is a copy of the declaration of such state of emergency by the Governor of Florida.

3. After such draw, the total principal amount of \$0 will be outstanding and available to be drawn on the Note.

4. The City has provided the Bank with the information required by Section 11 of the Agreement including, but not limited to, a Covenant Compliance Certificate in the form attached to the Agreement.

5. Attached hereto are the following documents [required for first draw request only]:

- (i) the fully executed Note;
- (ii) a Federal Tax Certificate and such other certificates of the City as may be requested by bond counsel and counsel for the Bank;
- (iii) an opinion of the City Attorney in a form and substance acceptable to the Bank and its counsel;
- (iv) an opinion of bond counsel (which may be counsel for the Bank) opining as to the status of the interest on the Note for federal income tax purposes, in a form and substance acceptable to the Bank and its counsel (if bond counsel is not counsel for the Bank)

6. The City covenants that it will complete and file or cause to be filed IRS Form 8038-G with the Internal Revenue Service at the address indicated in the instructions to said form within 30 days of the date hereof, and provide the Bank with proof of filing. The City covenants that it will complete and file or cause to be filed Florida Division of Bond Finance Form BF-2003/2004 with the State of Florida Division of Bond Finance at the address indicated on said form within 30 days of the date hereof, and provide the Bank with proof of filing [required for first draw request only].

7. The City reasonably anticipates as of the date hereof that the amount of tax-exempt obligations (other than obligations not taken into account for purposes of determining the City's status as a "qualified small issuer") issued by the City and entities subordinate to the City will not exceed \$10,000,000 for the calendar year 2018. Accordingly, the City hereby designates the Note to be a "qualified tax-exempt obligation" for calendar year 2018 meaning of Section 265(b) of the Code [first draw request only].

8. As of the date of this certificate, the undersigned is the duly appointed, qualified and serving City Manager of the City, and as such is authorized to execute this certificate on behalf of the City.

WITNESS my hands and the corporate seal of the City of Hollywood, Florida this _____ day of _____, 2018.

CITY OF HOLLYWOOD

By: _____
WAZIR ISHMAEL, PH.D. City Manager

[SEAL]