



# City of Lake Helen City Commission Special Meeting

Mayor Daisy Raisler  
Vice Mayor Vernon J. Burton  
Commissioner Tom Wilson  
Commissioner Michael Woods  
Commissioner Jim Connell

*August 13, 2018 at 7:00pm*

*City Hall City Commission Chambers  
327 S. Lakeview Drive, Lake Helen, Florida 32744*

**CALL TO ORDER:** Mayor Daisy Raisler

**CEREMONIAL MATTERS:** Legislative Prayer and Pledge to the Flag

**ITEM 1:** Additions, Deletions and Modifications to the Agenda

**ITEM 2: PUBLIC HEARING FOR RESOLUTION 2018-11 BOND/TEFRA**

RESOLUTION NO. 2018-11:

A RESOLUTION OF THE CITY COMMISSION OF THE CITY OF LAKE HELEN, FLORIDA AUTHORIZING THE ISSUANCE OF THE CITY'S EDUCATIONAL FACILITIES REVENUE BONDS (IVY HAWN CHARTER SCHOOL OF THE ARTS PROJECT), IN ONE OR MORE SERIES, EITHER TAX-EXEMPT OR TAXABLE, OR BOTH (THE "BONDS"), IN THE AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$18,000,000 FOR THE PURPOSE OF PROVIDING FUNDS TO MAKE A LOAN TO VOLUSIA CHARTER SCHOOL OF EXCELLENCE, INC., D/B/A IVY HAWN CHARTER SCHOOL OF THE ARTS (THE "BORROWER") FOR THE PRIMARY PURPOSES OF FINANCING AND REFINANCING, INCLUDING THROUGH REIMBURSEMENT, THE ACQUISITION, IMPROVEMENT AND EQUIPPING OF THE EDUCATIONAL FACILITY (AS HEREINAFTER DEFINED) AND CERTAIN CAPITAL IMPROVEMENTS TO THE EDUCATIONAL FACILITY; APPROVING THE BONDS FOR PURPOSES OF SECTION 147(f) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED; APPROVING THE FORM OF AND AUTHORIZING THE EXECUTION AND DELIVERY OF THE BONDS, A LOAN AGREEMENT, A TRUST INDENTURE AND A BOND PURCHASE AGREEMENT; AWARDING THE SALE OF THE BONDS BY A NEGOTIATED SALE TO BB&T CAPITAL MARKETS A DIVISION OF BB&T SECURITIES, LLC (THE "UNDERWRITER"); ACKNOWLEDGING THE FORM OF AND THE USE AND DISTRIBUTION OF A PRELIMINARY LIMITED OFFERING MEMORANDUM AND FINAL LIMITED OFFERING MEMORANDUM; APPROVING APPOINTMENT OF A TRUSTEE, REGISTRAR AND PAYING AGENT; PROVIDING THAT THE BONDS SHALL BE PAYABLE SOLELY FROM THE REVENUES AND OTHER ASSETS OF THE BORROWER AND SHALL NOT CONSTITUTE A DEBT OR GENERAL OBLIGATION OF THE CITY; AUTHORIZING THE MAYOR, CITY CLERK AND ANY OTHER AUTHORIZED OFFICER, OR AGENT OF THE CITY TO TAKE ALL ACTIONS REQUIRED IN CONNECTION WITH THE ISSUANCE OF THE BONDS; PROVING FOR CERTAIN OTHER MATTERS; PROVIDING SEVERABILITY AND PROVIDING AN EFFECTIVE DATE.

**Item 3: Public Forum:** This time has been allocated for public comment on any item or topic not on the agenda. Each speaker will be allowed up to three (3) minutes to address the Commission. Speakers must approach the podium, give name and address.

**Item 4: Closing Remarks / Adjournment**

## **NOTICE:**

In accordance with Section 286.0105, Florida Statutes, any person desirous of appealing any decision reached at this meeting may need a record of the proceedings. Such person may need to ensure that a verbatim record of the proceedings is made, which record includes the testimony and evidence upon which the appeal is to be based.

The public is encouraged to speak on issues on this Agenda that concern them. Anyone who wishes to speak should submit the request to the City Clerk prior to the beginning of the meeting. These forms are available at the front table or through the City Clerk for your convenience.

In accordance with the Americans with Disabilities Act and Section 286.26, Florida Statutes, persons with disabilities needing special accommodation to participate in this meeting should contact the City Clerk's Office at (386) 228-2358, no later than one business day before the meeting.



*City of Lake Helen*  
**PUBLIC HEARING  
RESOLUTION 2018-11  
BOND AGREEMENT**

**MEETING DATE:** August 13, 2018

**SUBJECT:** Resolution 2018-11 Bond/TEFRA Resolution.

**STAFF REPORT:**

The City of Lake Helen, Florida has the legal authority to issue tax exempt bonds and to loan the bond proceeds for to entities for certain qualifying projects.

Volusia Charter School of Excellence, Inc., d/b/a Ivy Hawn Charter School of the Arts (Ivy Hawn) is requesting that the City issue its Educational Facilities Revenue Bonds (Ivy Hawn Charter School of the Arts Project), in an aggregate principal amount not to exceed \$18,000,000 and loan the proceeds from the sale of the bonds to Ivy Hawn for the purpose of:

- (i) financing or refinancing, including through reimbursement, the acquisition, improvement and equipping of the Educational Facility (as defined in the Resolution),
- (ii) refinancing certain indebtedness, the proceeds of which were used to fund capital projects related to the Educational Facility,
- (iii) financing certain additional capital improvements to the Educational Facility,
- (iv) funding any necessary capitalized interest on the bonds,
- (v) funding a debt service reserve for the bonds, and
- (vi) paying certain costs of issuing the bonds.

While the City would be issuing the bonds and loaning the proceeds to Ivy Hawn, the City would not be responsible for repayment of the bonds. The bonds would only be a debt, liability and obligation of Ivy Hawn and would not pledge the City's credit.

At this meeting, the City Commission will also be requested to conduct a public hearing for a public hearing in accordance with Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code"). The City's Bond Counsel will assist with the public hearing by providing a script. The public hearing has been properly noticed. Besides providing the final approval by the City Commission for the issuance of the bonds, the resolution also provides the required approval for purposes of Section 147(f) of the Code. On August 9, 2018, the Board will consider Resolution 2018-10 providing its preliminary approval to issue the bonds. Even after adoption of this Resolution, the City is not required to issue the bonds unless the City administration is comfortable that the issuance of the bonds complies with the City's conditions to the issuance of the bonds.

**RECOMMENDATION:**

Staff recommends adoption of the resolution contingent on a memorandum of understanding be negotiated and executed between Ivy Hawn representatives and the City Administrator, subject to City Attorney review and approval, providing for the improvements to the school facilities and the adjacent City park to be provided by Ivy Hawn addressing the above identified issues.

**ATTACHMENT(S):**

Resolution 2018-11 Bond/TEFRA Resolution.

RESOLUTION NO. 2018-11

A RESOLUTION OF THE CITY COMMISSION OF THE CITY OF LAKE HELEN, FLORIDA AUTHORIZING THE ISSUANCE OF THE CITY'S EDUCATIONAL FACILITIES REVENUE BONDS (IVY HAWN CHARTER SCHOOL OF THE ARTS PROJECT), IN ONE OR MORE SERIES, EITHER TAX-EXEMPT OR TAXABLE, OR BOTH (THE "BONDS"), IN THE AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$18,000,000 FOR THE PURPOSE OF PROVIDING FUNDS TO MAKE A LOAN TO VOLUSIA CHARTER SCHOOL OF EXCELLENCE, INC., D/B/A IVY HAWN CHARTER SCHOOL OF THE ARTS (THE "BORROWER") FOR THE PRIMARY PURPOSES OF FINANCING AND REFINANCING, INCLUDING THROUGH REIMBURSEMENT, THE ACQUISITION, IMPROVEMENT AND EQUIPPING OF THE EDUCATIONAL FACILITY (AS HEREINAFTER DEFINED) AND CERTAIN CAPITAL IMPROVEMENTS TO THE EDUCATIONAL FACILITY; APPROVING THE BONDS FOR PURPOSES OF SECTION 147(f) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED; APPROVING THE FORM OF AND AUTHORIZING THE EXECUTION AND DELIVERY OF THE BONDS, A LOAN AGREEMENT, A TRUST INDENTURE AND A BOND PURCHASE AGREEMENT; AWARDED THE SALE OF THE BONDS BY A NEGOTIATED SALE TO BB&T CAPITAL MARKETS A DIVISION OF BB&T SECURITIES, LLC (THE "UNDERWRITER"); ACKNOWLEDGING THE FORM OF AND THE USE AND DISTRIBUTION OF A PRELIMINARY LIMITED OFFERING MEMORANDUM AND FINAL LIMITED OFFERING MEMORANDUM; APPROVING APPOINTMENT OF A TRUSTEE, REGISTRAR AND PAYING AGENT; PROVIDING THAT THE BONDS SHALL BE PAYABLE SOLELY FROM THE REVENUES AND OTHER ASSETS OF THE BORROWER AND SHALL NOT CONSTITUTE A DEBT OR GENERAL OBLIGATION OF THE CITY; AUTHORIZING THE MAYOR, CITY CLERK AND ANY OTHER AUTHORIZED OFFICER, OR AGENT OF THE CITY TO TAKE ALL ACTIONS REQUIRED IN CONNECTION WITH THE ISSUANCE OF THE BONDS; PROVING FOR CERTAIN OTHER MATTERS; PROVIDING SEVERABILITY AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, Volusia Charter School of Excellence, Inc., d/b/a Ivy Hawn Charter School of the Arts (the "Borrower") has requested the City of Lake Helen, Florida (the "City"), to assist the Borrower by the issuance by the City of bonds; and

WHEREAS, the Borrower is requesting that the City issue its Educational Facilities Revenue Bonds (Ivy Hawn Charter School of the Arts Project), in one or more series, either tax-exempt or taxable, or both, in an aggregate principal amount of not exceeding \$18,000,000 (collectively, the "Bonds") and the loan of the proceeds of the Bonds to the Borrower for the purpose of: (i) financing or refinancing, including through reimbursement, the acquisition,

improvement and equipping of an approximately 182,000 square foot, six building parcel, upon which a charter school facility known as Ivy Hawn Charter School of the Arts is currently situated and will be expanding, located on a single parcel at or adjacent to the following addresses: 101 East Ohio Avenue, Lake Helen, FL 32744, 133 East Ohio Avenue, Lake Helen, FL 32744, 151 East Ohio Avenue, Lake Helen, FL 32744, 155 East Ohio Avenue, Lake Helen, FL 32744, 189 East Ohio Avenue, Lake Helen, FL 32744, 503 South Lakeview Drive, Lake Helen, FL 32744 and 565 South Lakeview Drive, Lake Helen, FL 32744, including related facilities, fixtures, furnishings and equipment (collectively, the "Educational Facility"), (ii) refinancing certain indebtedness, the proceeds of which were used to fund capital projects related to the Educational Facility, (iii) financing certain additional capital improvements to the Educational Facility, (iv) funding any necessary capitalized interest on the Bonds, (v) funding a debt service reserve for the Bonds, and (vi) paying certain costs of issuing the Bonds (collectively, the "Project"); and

WHEREAS, in order to finance the Project, the City will issue the Bonds pursuant to and secured by a Trust Indenture the form of which is attached hereto as Exhibit A, between the City and the bond trustee described in Section 10 hereof (the "Trust Indenture"); and

WHEREAS, the proceeds of the Bonds will be loaned to the Borrower pursuant to the terms of a Loan Agreement, the form of which is attached hereto as Exhibit B, between the City and the Borrower (the "Loan Agreement"); and

WHEREAS, the City desires to authorize the issuance of the Bonds for the purposes described above and to approve the execution and delivery of the documents and instruments required from the City in connection with the issuance of the Bonds; and

WHEREAS, on the date hereof, the City held a public hearing in accordance with Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code"), to consider the issuance by the City of the Bonds in an aggregate principal amount of not to exceed \$18,000,000, for the purposes set forth in the published notice with respect to such hearing, which was published at least fourteen (14) days prior to the date hereof; and

WHEREAS, for the reasons set forth in Section 4.C. below, a negotiated sale of the Bonds is in the best interest of the public, the City and the Borrower and will permit the issuance and sale of the Bonds to move forward without delay in furtherance of the public purposes intended to be served by the Act (as hereinafter defined); and

WHEREAS, upon the request of the Borrower, the City further desires to authorize the negotiated sale of the Bonds to BB&T Capital Markets, a division of BB&T Securities, LLC (the "Underwriter") pursuant to the terms of a Bond Purchase Agreement, the form of which is attached hereto as Exhibit C, by and among the City, the Borrower and the Underwriter (the "Bond Purchase Agreement"); and

WHEREAS, the City desires to acknowledge the form of and the use and distribution of a Preliminary Limited Offering Memorandum and final Limited Offering Memorandum in connection with the marketing of the Bonds and to authorize the taking of all other necessary action in connection with the issuance and delivery of the Bonds; and

WHEREAS, the City desires to delegate to the Mayor and/or Vice Mayor of the City and in their absence, to each member of the City Commission of the City (each an "Authorized Officer"), to approve the final details of the Bonds and to finalize, execute and deliver all related documents within the parameters established by this Resolution.

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COMMISSION OF THE CITY OF LAKE HELEN, FLORIDA THAT:

SECTION 1. AUTHORITY FOR THIS RESOLUTION. This resolution, hereinafter called this "Resolution," is adopted pursuant to the Constitution of the State of Florida (the "State"), Chapter 159, Florida Statutes, Chapter 166, Part II, Florida Statutes, the municipal Charter of the City and other applicable provisions of law (collectively, the "Act").

SECTION 2. DEFINITIONS. Unless the context otherwise requires, the terms used in this Resolution in capitalized form and not otherwise defined herein shall have the meanings specified in the Trust Indenture, in the Loan Agreement and/or in the Bond Purchase Agreement. Words importing singular number shall include the plural number in each case and *vice versa*, and words importing persons shall include firms and corporations.

SECTION 3. INTERPRETATION. Whenever in this Resolution any governmental unit or body, including the City, or any officer, director, board, department, commission, or agency of a governmental unit or body is defined or referred to, such definition or reference shall be deemed to include the governmental unit or body or officer, director, board, department, commission or agency succeeding to or in whom or which is vested, the functions, rights, powers, duties and obligations of such governmental unit or body or officer, director, board, department, commission or agency, as the case may be, encompassed by this Resolution. Unless the context shall clearly indicate otherwise in this Resolution: (i) references to sections and other subdivisions, whether by number or letter or otherwise, are to the respective or corresponding sections and subdivisions of this Resolution; (ii) the terms "herein," "hereunder," "hereby," "hereto," "hereof," and any similar terms, refer to this Resolution only and to this Resolution as a whole and not to any particular section or subdivision hereof; and (iii) the term "heretofore" means before the date of adoption of this Resolution; the word "now" means at the time of enactment of this Resolution; and the term "hereafter" means after the date of adoption of this Resolution.

SECTION 4. FINDINGS. Upon consideration of the documents described herein and the information presented to the City at or prior to the date hereof, for purposes of Section 159.29, Florida Statutes, it is hereby ascertained, determined and declared as follows:

A. The Project is appropriate to the needs and circumstances of, and makes a contribution to the economic growth of the City, will preserve gainful employment, and will serve a public purpose by providing for educational opportunities, consistent with Article VII, Section 10(c) of the Florida Constitution, by advancing the economic prosperity and the general welfare of the City, the State, and the people thereof, and in particular, the issuance of the Bonds is in the common interest of the people of the City. As of the date hereof, the Borrower has represented and shown that it is financially responsible and fully capable of and willing to fulfill any obligations which it may incur in connection with the Project as contemplated by this Resolution. Based solely on representations of the Borrower and without obligating the City in any way to provide any services or facilities or to provide any particular land use, zoning or permitting approvals, local government will be able to cope satisfactorily with the impact of the Educational Facility and will be able to provide, or cause to be provided when needed, the public facilities, including utilities and public services, if any, that will be necessary for the acquisition, improvement and equipping of the Educational Facility and on account of any increases in population or other circumstances resulting therefrom.

B. The City hereby finds that the Loan Agreement makes provision for the operation, repair and maintenance of the Educational Facility at the expense of the Borrower and for the payment of the principal and interest on the Bonds and all other costs incurred by the City in connection with the Bonds and the Project.

C. The City has been advised that due to the desire to coordinate the sale of the Bonds and due to the limited market for tax-exempt obligations such as the Bonds, it is in the best interest of the Borrower to sell the Bonds by negotiated sale, and the City, wishing to obtain the best interest rate on the Bonds for the benefit of the Borrower, has determined to sell the Bonds by negotiated sale to the Underwriter, permitting the City to enter such market at a specified advertised date, and accordingly it is in the best interest of the City that a negotiated sale of the Bonds be authorized.

SECTION 5. AUTHORIZATION, FORM, EXECUTION AND DELIVERY OF BONDS.  
The Bonds are authorized to be issued in an aggregate principal amount not to exceed \$18,000,000 to finance the cost of the Project. The Bonds shall have a final maturity not to exceed thirty-five (35) years and shall bear interest at the rates established pursuant to the terms of the Trust Indenture and the Bond Purchase Agreement. The use of a book-entry system of registration through DTC is hereby approved.

The manual or facsimile execution of the Bonds in substantially the form set forth in the Trust Indenture by the Mayor with the seal of the City impressed on the Bonds and attested to by the City Clerk is authorized and approved. The filling in of blanks may be approved and made in such form of Bonds by the Mayor executing the Bonds pursuant to this Section after consultation with Scott E. Simpson, P.A. in its capacity as the City's City Attorney (the "City Attorney") and Bryant Miller Olive P.A., in its capacity as the City's Bond Counsel (the "Bond

Counsel"). The execution of the Bonds for and on behalf of the City by the Mayor shall be conclusive evidence of the City's approval of any such filling in of blanks.

The Bonds, after their execution by the Mayor or, in her absence, another Authorized Officer, shall be delivered to the Trustee for authentication, and the Trustee is authorized and directed to authenticate and to deliver the Bonds to the Underwriter upon payment by the Underwriter of the purchase price set forth in the Bond Purchase Agreement.

SECTION 6. AUTHORIZATION OF EXECUTION AND DELIVERY OF THE TRUST INDENTURE. In order to secure the payment of the principal of, premium, if any, and interest on the Bonds according to their tenor, purpose and effect, and in order to secure the performance and observance of all of the covenants, agreements and conditions in the Bonds, the execution and delivery of the Trust Indenture is authorized and approved. The Trust Indenture, in substantially the form attached hereto as Exhibit A, shall be executed by and on behalf of the City by the Mayor, or, in her absence, another Authorized Officer, with the official seal of the City impressed on the Trust Indenture and attested by the City Clerk, subject to such changes, insertions and omissions and such filling in of blanks as may be approved and made in such form of Indenture by the Authorized Officer executing the same pursuant to this Section after consultation with the City Attorney and Bond Counsel. The execution of the Trust Indenture for and on behalf of the City by an Authorized Officer will be conclusive evidence of the City's approval of any such changes, insertions, omissions or filling in of blanks.

SECTION 7. AUTHORIZATION OF EXECUTION AND DELIVERY OF THE LOAN AGREEMENT. The execution and delivery of a Loan Agreement is authorized and approved. The Loan Agreement, in substantially the form attached hereto as Exhibit B, shall be executed by and on behalf of the City by the Mayor, or, in her absence, another Authorized Officer, with the seal of the City impressed on the Loan Agreement and attested to by the City Clerk, subject to such changes, insertions and omissions and such filling in of blanks as may be approved and made in such form of Loan Agreement by the Authorized Officer executing the same pursuant to this Section after consultation with the City Attorney or Bond Counsel. The execution of the Loan Agreement for and on behalf of the City by an Authorized Officer will be conclusive evidence of the City's approval of any such changes, insertions, omissions or filling in of blanks.

SECTION 8. NEGOTIATED SALE; AND EXECUTION AND DELIVERY OF THE BOND PURCHASE AGREEMENT. The City, in reliance upon facts presented to the City by the Borrower pertaining to the complexity of the financing and the need to identify and discuss the credit with potential investors, finds it is in the best interest of the City and the Borrower to approve the sale of not less than all of the Bonds to the Underwriter, on the basis of a negotiated sale pursuant to the Bond Purchase Agreement. Pursuant to Section 218.385, Florida Statutes, the negotiated sale of the Bonds to the Underwriter is approved.

The execution and delivery of the Bond Purchase Agreement is authorized and approved. The Bond Purchase Agreement, in substantially the form attached hereto as

Exhibit C, shall be executed by and on behalf of the City by the Mayor, or, in her absence, another Authorized Officer, with the seal of the City impressed on the Bond Purchase Agreement and attested to by the City Clerk, subject to such changes, insertions and omissions and such filling in of blanks as may be approved and made in such form of Bond Purchase Agreement by the Authorized Officer executing the same pursuant to this Section upon advice of the City Attorney or Bond Counsel. The execution of the Bond Purchase Agreement for and on behalf of the City by an Authorized Officer will be conclusive evidence of their approval of any such changes, insertions, omissions or filling in of blanks.

Prior to executing and delivering the Bond Purchase Agreement, the City shall have received a disclosure statement from the Underwriter setting forth the information required by Section 218.385, Florida Statutes.

SECTION 9. ACKNOWLEDGEMENT OF FORM OF AND USE AND DISTRIBUTION OF PRELIMINARY AND FINAL LIMITED OFFERING MEMORANDUM. The use and distribution of a Preliminary Limited Offering Memorandum (the "Preliminary Limited Offering Memorandum") substantially in the form attached hereto as Exhibit D in connection with the offering and sale of the Bonds is hereby acknowledged. The sections of the Preliminary Limited Offering Memorandum relating to the City shall be subject to such changes, modifications, insertions or omissions as may be approved by the authorized officers of the City including incorporation of the provisions recommended by Bond Counsel to comply with applicable securities laws and the sections of the Preliminary Limited Offering Memorandum relating to the City are hereby approved and adopted by the City. The City is acting solely as a conduit issuer of the Bonds. The City is authorized to deem the information contained in the Preliminary Limited Offering Memorandum under the headings "THE ISSUER," "LITIGATION – The Issuer" and "DISCLOSURE REQUIRED BY FLORIDA BLUE SKY REGULATIONS" as approved by this Resolution, "final" as of the date hereof, solely for the purposes and within the meaning of paragraph (b)(1) of Rule 15c2-12 of the United States Securities and Exchange Commission in effect from time to time, and any successor provisions to such rule. The final Limited Offering Memorandum shall be substantially in the form of the Preliminary Limited Offering Memorandum, with such changes, modifications, insertions and omissions as may be determined by the Underwriter and the Borrower. The use and distribution by the Underwriter of the final Limited Offering Memorandum in connection with the offering and sale of the Bonds is hereby acknowledged.

SECTION 10. TRUSTEE, REGISTRAR AND PAYING AGENT. Branch Banking and Trust Company, a North Carolina banking corporation, is hereby designated as bond trustee for the Bonds (the "Trustee") and shall also serve as Registrar and Paying Agent under the Trust Indenture.

SECTION 11. LIMITED OBLIGATION. THE ISSUANCE OF THE BONDS SHALL NOT DIRECTLY OR INDIRECTLY OR CONTINGENTLY OBLIGATE THE CITY, THE COUNTY, THE SCHOOL DISTRICT OF VOLUSIA COUNTY, FLORIDA (THE "SCHOOL



DISTRICT"), THE STATE NOR ANY POLITICAL SUBDIVISION OR AGENCY THEREOF TO LEVY OR TO PLEDGE ANY FORM OF TAXATION WHATEVER, OR TO LEVY AD VALOREM TAXES ON ANY PROPERTY WITHIN THEIR TERRITORIAL LIMITS TO PAY THE PRINCIPAL OF PREMIUM, IF ANY, OR INTEREST ON SUCH BONDS OR OTHER PECUNIARY OBLIGATIONS OR TO PAY THE SAME FROM ANY FUNDS THEREOF OTHER THAN SUCH REVENUES, RECEIPTS AND PROCEEDS SO PLEDGED, AND THE BONDS SHALL NOT CONSTITUTE A LIEN UPON ANY PROPERTY OWNED BY THE CITY, THE COUNTY, THE SCHOOL DISTRICT OR THE STATE OF FLORIDA OR ANY POLITICAL SUBDIVISION OR AGENCY THEREOF, OTHER THAN THE CITY'S INTEREST IN THE BOND DOCUMENTS AND THE PROPERTY RIGHTS, RECEIPTS, REVENUES AND PROCEEDS PLEDGED THEREFOR UNDER AND AS PROVIDED IN THE BOND DOCUMENTS.

SECTION 12. COVENANT TO PERFORM. The City shall faithfully perform at all times all of its covenants, undertakings and agreements contained in this Resolution, in the Bonds or in any proceedings of the City pertaining thereto. The City represents that it is duly authorized under the Constitution and laws of the State of Florida, particularly the Act, to issue the Bonds and to adopt this Resolution, and to perform its obligations under the Loan Agreement and the Trust Indenture; that all action on its part for the issuance of the Bonds and the adoption of this Resolution has been duly and effectively taken; and that the Bonds will be a valid and enforceable limited obligation of the City according to its terms.

SECTION 13. PAYMENT OF PRINCIPAL AND INTEREST ON THE BONDS. The principal of, and the premium, if any, and the interest on, the Bonds shall be paid solely from funds provided by the Borrower, when due, at the place, on the date and in the manner provided in the Trust Indenture and in the Bonds. The Bonds and the premium, if any, and related interest shall not be deemed to constitute a general debt, liability or obligation of the City, the County, the School District, the State or of any political subdivision of each, or a pledge of their faith and credit or taxing power, but shall be payable solely from Loan Repayments.

SECTION 14. LIMITED LIABILITY OF ISSUER. Anything in this Resolution or the Bond Documents 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 hereunder, shall be limited solely to the Loan Repayments and other revenues and receipts derived from the Borrower under the Bond Documents, and the City shall not be required to effectuate any of its duties, obligations, powers or covenants hereunder except to the extent of such Loan Repayments and other revenues and receipts.

SECTION 15. NO PERSONAL LIABILITY. No recourse under or upon any obligation, covenant or agreement contained in this Resolution, the Bonds, any other Bonds Document or under any judgment, or by the enforcement of any assessment or by legal or equitable

proceeding by virtue of any constitution or statute or otherwise or under any circumstances, under or independent of this Resolution, shall be had against any member, agent, employee or officer, as such, past, present or future, of the City, either directly or through the City, or otherwise, for the payment for or to the City or any receiver thereof, or for or to the holder of the Bonds or otherwise of any sum that may be due and unpaid by the City upon the Bonds. 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 member or officer, as such, to respond by reason of any act or omission on his part or otherwise, for the payment for or to the City or any receiver thereof, or for or to the holder of the Bonds or otherwise, of any sum that may remain due and unpaid upon the Bonds is hereby expressly waived and released as a condition of and in consideration for the execution of this Resolution and the issuance of the Bonds.

SECTION 16. LAWS GOVERNING. This Resolution shall be governed exclusively by the provisions hereof and by the applicable laws of the State of Florida.

SECTION 17. LIMITED APPROVAL. The approval given herein shall not be construed as (i) an endorsement of the creditworthiness of the Borrower or the financial viability of the Project, (ii) a recommendation to any prospective purchaser of the Bonds, (iii) an evaluation of the likelihood of the repayment of the debt service on the Bonds, or (iv) any necessary governmental approval relating to the Project, and the City shall not be construed by reason of its adoption of this resolution to have made any such endorsement, finding or recommendation or to have waived any of the City's rights or estopping the City from asserting any rights or responsibilities it may have in that regard.

SECTION 18. RESOLUTION CONSTITUTES A CONTRACT. The City covenants and agrees that this Resolution shall constitute a contract between the City and the holders from time to time of the Bonds and that all covenants and agreements set forth herein and in the Bond Documents and to be performed by the City shall be for the benefit and security of the Bondholders.

SECTION 19. NO THIRD PARTY BENEFICIARIES. Unless specifically noted, nothing in this Resolution or in the Trust Indenture, the Loan Agreement or the Bond Purchase Agreement, express or implied, is intended or shall be construed to confer upon any person other than the City, the Borrower, the Bondholders, the Underwriter and the Trustee any right, remedy or claim, legal or equitable, under and by reason of any provision of this Resolution or of the Trust Indenture, the Loan Agreement or the Bond Purchase Agreement. This Resolution and the Trust Indenture, the Loan Agreement and the Bond Purchase Agreement are for the sole and exclusive benefit of the City, the Borrower, the Bondholders, the Underwriter and the Trustee.

SECTION 20. TEFRA APPROVAL. The issuance by the City of the Bonds and the financing of the Project is hereby approved pursuant to and in accordance with Section 147(f) of the Code.

SECTION 21. PREREQUISITES PERFORMED. All acts, conditions and prerequisites relating to the passage of this Resolution and required by the Constitution or laws of the State of Florida to happen, exist and be performed precedent to and in the passage hereof have happened, exist and have been performed as so required.

SECTION 22. GENERAL AUTHORITY. The Mayor and the other Authorized Officers and employees of the City are hereby authorized to do all acts and things required of them by this Resolution and the other Bond Documents or desirable or consistent with the requirements hereof or thereof, for the full punctual and complete performance of all terms, covenants and agreements contained in the Bonds, this Resolution and the other Bond Documents.

SECTION 23. AUTHORIZATION AND RATIFICATION OF PRIOR ACTS. All acts and doings of such members, officers, agents and employees of the City which are in conformity with the intent and purposes of this Resolution, subsequently taken or done, are hereby ratified, confirmed and approved.

SECTION 24. SEVERABILITY. If any one or more of the covenants, agreements, or provisions contained herein or in the Bonds shall be held contrary to any express provisions of law or contrary to the policy of express law, though not expressly prohibited, or against public policy, or shall for any reason whatsoever be held invalid, then such covenants, agreements, or provisions shall be null and void and shall be deemed separable from the remaining covenants, agreements, or provisions hereof and thereof and shall in no way affect the validity of any of the other provisions of this Resolution or of the Bonds.

SECTION 25. REPEALER. All resolutions or ordinances or parts thereof of the City in conflict with the provisions herein contained are, to the extent of any such conflict, hereby superseded and repealed.

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SECTION 26. EFFECTIVE DATE. This Resolution shall take effect immediately upon its passage and adoption.

PASSED AND DULY ADOPTED, in regular session, by the City Commission of the City of Lake Helen, with a quorum present and voting, this 13th day of August, 2018.

CITY OF LAKE HELEN, FLORIDA BY AND  
THROUGH THE CITY COMMISSION OF THE  
CITY OF LAKE HELEN

By: \_\_\_\_\_  
Daisy Raisler, Mayor

[SEAL]

ATTEST:

By: \_\_\_\_\_  
Becky White, City Clerk

EXHIBIT A

FORM OF TRUST INDENTURE

EXHIBIT B

FORM OF LOAN AGREEMENT

EXHIBIT C

FORM OF BOND PURCHASE AGREEMENT

EXHIBIT D

FORM OF PRELIMINARY LIMITED OFFERING MEMORANDUM