

II. FISCAL IMPACT ANALYSIS

A. Five Year Summary of Fiscal Impact:

Fiscal Years	<u>2012</u>	<u>2013</u>	<u>2014</u>	<u>2015</u>	<u>2016</u>
Capital Expenditures	_____	_____	_____	_____	_____
Operating Costs	_____	_____	_____	_____	_____
Debt Service Costs	_____	<u>1,360,864</u>	<u>1,360,864</u>	<u>1,360,864</u>	<u>1,360,864</u>
External Revenues	_____	_____	_____	_____	_____
Program Income (County)	_____	_____	_____	_____	_____
In-Kind Match (County)	_____	_____	_____	_____	_____
NET FISCAL IMPACT	_____	<u>1,360,864</u>	<u>1,360,864</u>	<u>1,360,864</u>	<u>1,360,864</u>
No. ADDITIONAL FTE POSITIONS (Cumulative)	_____	_____	_____	_____	_____

Is Item Included In Current Budget? Yes _____ No X (Various Budgets)
 Budget Account No.: Fund _____ Department _____ Unit _____
 Object _____ Reporting Category _____

B. Recommended Sources of Funds/Summary of Fiscal Impact:

These fees are paid from available non-ad valorem revenues.

C. Departmental Fiscal Review: SPM 2/29/12
RAD 2/29/12

III. REVIEW COMMENTS

A. OFMB Fiscal and/or Contract Dev. and Control Comments:

[Signature] 2/29/12
 OFMB

N/A
 Contract Dev. and Control

B. Legal Sufficiency:

Paul R. [Signature] 3/2/12
 Assistant County Attorney

C. Other Department Review:

 Department Director

RESOLUTION NO. R- _____

A RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF PALM BEACH COUNTY, FLORIDA AUTHORIZING THE ISSUANCE OF NOT TO EXCEED \$16,200,000 CAPITAL IMPROVEMENT REVENUE BOND, SERIES 2012 FOR THE PURPOSE OF PAYING THE COUNTY'S CAPITAL IMPROVEMENT BOND ANTICIPATION NOTES, SERIES 2009; COVENANTING TO BUDGET AND APPROPRIATE FROM LEGALLY AVAILABLE NON-AD VALOREM REVENUE AMOUNTS SUFFICIENT TO PAY THE PRINCIPAL OF AND INTEREST ON SAID BONDS; PROVIDING FOR THE RIGHTS OF HOLDERS OF SAID BONDS; DELEGATING AUTHORITY TO THE CHAIR OR COUNTY ADMINISTRATOR TO ACCEPT BIDS AND AWARD THE SALE OF SAID BONDS AS A DIRECT PRIVATE PLACEMENT TO A BANK, AS THE ORIGINAL PURCHASER; AMENDING RESOLUTION NO. R-2009-0698 ADOPTED ON APRIL 21, 2009; PROVIDING CERTAIN OTHER MATTERS IN CONNECTION THEREWITH; AND PROVIDING AN EFFECTIVE DATE.

NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF PALM BEACH COUNTY, FLORIDA, AS FOLLOWS:

Section 1. *Authority for this Resolution.* This Resolution is adopted pursuant to the provisions of the Constitution of Florida, Chapter 125, Florida Statutes, Resolution No. R-2009-0698 adopted on April 21, 2009, as supplemented by Resolution No. R-2009-0888 adopted May 19, 2009, as amended by Resolution No. R-2009-0977 adopted on June 16, 2009 (collectively, the "Bond Resolution"), and other applicable provisions of law (collectively, the "Act").

Section 3: *Findings.*

(A) The Board of County Commissioners of Palm Beach County, Florida (the "Issuer"), by Resolution No. R-2009-0698 adopted on April 21, 2009, as supplemented by Resolution No. R-2009-0888 adopted May 19, 2009, as amended by Resolution No. R-2009-0977 adopted on June 16, 2009 authorized the issuance of not to exceed \$16,200,000 Public Improvement Revenue Bonds (Four Points and Other Public Buildings Project) and \$16,140,750 Capital Improvement Bond Anticipation Notes, Series 2009 (the "Notes") to provide funds for the purpose of financing the Project.

(B) For the benefit of the inhabitants of the Issuer, the Board of County Commissioners of Palm Beach County, Florida finds, determines and declares that it is necessary for the continued preservation of the health, welfare, convenience and safety of the Issuer and its inhabitants to pay the Notes. Issuance of the Bonds to pay the Notes which originally funded capital projects satisfies a paramount public purpose.

(C) Because of the characteristics of the Bonds, prevailing market conditions, and additional savings to be realized from an expeditious sale of the Bonds, it is in the best interest of the Issuer to receive competitive bids from banks and to purchase the Bonds at a private sale from the bank with the best bid. Prior to the issuance of the Bonds, the Issuer shall receive from the original purchaser, a Purchaser's Certificate, the form of which is attached hereto as Exhibit A and the Disclosure Letter containing the information required by Section 218.385, Florida Statutes, a form of which is attached hereto as Exhibit B.

(D) All capitalized undefined terms used herein shall have the meanings set forth in the Bond Resolution.

Section 2. *Delegated Award and Payment for the Bonds.* (A) In order to obtain the most favorable interest rates and terms, the Debt Manager, in conjunction with the Financial Advisor, is hereby authorized to solicit bids from interested banks and purchasers and the Chair or the County Administrator is authorized to accept, execute and deliver the commitment letter (the "Commitment Letter") of whichever purchaser provides the terms and provisions which, after consultation with the Issuer's Financial Advisor, provides the lowest interest rate and is in the best interest of the Issuer.

(B) Subject to full satisfaction of the conditions set forth in this Section 2(B), the Issuer hereby authorizes a delegated negotiated sale of the Bonds to the original purchaser in accordance with the terms of the Commitment Letter, with such changes, amendments, modifications, omissions and additions thereto as shall be approved by the Chair or the County Administrator in accordance with the provisions of this Section 2(B) upon recommendation of the Financial Advisor (including, without limitation, making the final determination concerning the structuring and marketing of the Bonds to obtain the most favorable ratings and interest rates on the Bonds). The Bonds may provide additional provisions to comply with the Commitment Letter.

Notwithstanding the foregoing, the Bonds shall not be issued until such time as all of the following conditions have been satisfied:

1. Receipt by the Chair or County Administrator of a written offer in the form of a Commitment Letter, said offer to provide for, among other things, (i) the issuance of not

exceeding \$16,200,000 aggregate principal amount of Bonds, (ii) a true interest cost of not more than 6.0% per annum and (iii) the final maturity no later than March 1, 2032.

2. The Bonds may be subject to such optional redemption provisions as provided in the Commitment Letter.

3. Receipt by the Chair or County Administrator of a disclosure statement and truth-in-bonding information complying with Section 218.385, Florida Statutes.

Upon satisfaction of the conditions set forth in this Section, the Chair or County Administrator is hereby authorized to execute and deliver the Bonds and any other documents, agreements or certificates relating to the Bonds, and is further authorized and directed to prepare and furnish to the original purchaser of the Bonds, when the Bonds are issued, certified copies of all the proceedings and records of the Issuer relating to the Bonds, and such other affidavits and certificates as may be required to show the facts relating to the legality and marketability of the Bonds as such facts appear from the books and records in the officers' custody and control or as otherwise known to them; and all such certified copies, certificates and affidavits, including any heretofore furnished, shall constitute representations of the Issuer as to the truth of all statements contained therein.

The Bonds shall not be issued or held in book-entry form.

Section 3. Application of Proceeds of Bond. Simultaneously with the delivery of the Bonds to the original purchaser thereof, the Issuer shall pay its \$16,140,760 Capital Improvement Bond Anticipation Notes, Series 2009 issued on June 18, 2009.

Section 4. Tax-Exemption. The Issuer covenants with the Bondholder that it shall not use the proceeds of such Bonds in any manner which would cause the interest on such Bonds to be or become includable in the gross income of the Bondholder for federal income tax purposes and the Issuer further covenants with the Bondholder that it will comply with all provisions of the Internal Revenue Code (the "Code") necessary to maintain the exclusion of interest on the Bonds from the gross income of the Bondholder for federal income tax purposes, including, in particular, the payment of any amount required to be rebated to the U.S. Treasury pursuant to the Code.

Section 5. Amendments to Resolution No. R-2009-0698. Resolution No. R-2009-0698 is hereby amended as follows:

(a) Section 1.01 of Resolution No. R-2009-0698 is hereby amended as follows:

"Bond" or "Bonds" shall mean the Issuer's Capital Improvement Revenue Bonds (Four Points and other Public Buildings Projects), Series 2012, issued pursuant to the Resolution.

"Maturity Date" shall mean a date agreed to by the original purchase and the Issuer as set forth in the Bonds.

(b) The first paragraph of SECTION 2.01. AUTHORIZATION AND DESCRIPTION OF BONDS. is hereby amended as follows:

SECTION 2.01. AUTHORIZATION AND DESCRIPTION OF BONDS. The Resolution creates an issue of bonds of the Issuer to be designated as "Palm Beach County, Florida Capital Improvement Revenue Bonds (Four Points and other Public Buildings Projects), Series 2012" issued in the aggregate principal amount of not exceeding \$16,200,000. The Bonds are issued for the principal purposes of paying the cost of the Project and paying certain costs of issuance incurred with respect to the Bonds.

(c) The third paragraph of SECTION 2.01. AUTHORIZATION AND DESCRIPTION OF BONDS. is hereby amended as follows:

Interest on the Bonds shall accrue to the maturity date thereof at the rate per annum determined pursuant to Section 8.02 hereof, subject to adjustment as set forth below, computed on 360-day year comprised of 12 30-day months. Interest on the Bonds shall be payable on each September 1 and March 1, commencing on September 1, 2012 or such other date as determined by the issuer and original purchaser. Principal on the Bonds shall be payable on March 1, 2013 and each March 1 thereafter in amounts as established in the Bonds, until maturity or earlier redemption. The Bonds shall mature on the Maturity Date.

(d) All references to Series 2009 in the Bond Resolution shall mean Series 2012. All references to Public Improvement shall mean Capital Improvement.

All other provisions of Resolution No. R-2009-0698 shall remain in full force and effect.

Section 6: Authorizations. The Chair, the County Administrator, the Clerk & Comptroller, the County Attorney, the Debt Manager and such other officials and employees of the Issuer as may be designated by the Issuer are each designated as agents of the Issuer in connection with the issuance and delivery of the Bonds and are authorized and empowered, collectively or individually, to take all action and steps, to make such representations and certificates, and to execute all instruments, documents, and contracts on behalf of the Issuer that are necessary or desirable in connection with the execution and delivery of the Bonds, and

which are specifically authorized or are not inconsistent with the terms and provisions of this Resolution.

Section 7. Severability of Invalid Provisions. If any provision of this Resolution shall be held or deemed to be or shall, in fact, be illegal, inoperative or unenforceable in any context, the same shall be stricken solely to the extent of the invalidity and shall not affect any other provision herein or render any other provision (or such provision in any other context) invalid, inoperative or unenforceable to any extent whatever.

Section 8. Repealer. All resolutions or parts thereof in conflict herewith are hereby repealed.

Section 9. Effective Date. This Resolution shall take effect immediately upon its adoption.

The foregoing Resolution was offered by Commissioner _____ who moved for its adoption. The motion was seconded by Commissioner _____, and upon being put to a vote, the vote was as follows:

- Commissioner Shelley Vana, Chair - _____
- Commissioner Steven L. Abrams, Vice-Chairman _____
- Commissioner Karen T. Marcus - _____
- Commissioner Paulette Burdick- _____
- Commissioner Burt Aaronson - _____
- Commissioner Jess R. Santamaria - _____
- Commissioner Priscilla A. Taylor - _____

The Chair thereupon declared the Resolution duly passed and adopted this ____ day of _____, 2012.

PALM BEACH COUNTY, FLORIDA
BY ITS BOARD OF COUNTY
COMMISSIONERS

SHARON R. BOCK, CLERK &
COMPTROLLER

By: _____
Deputy Clerk

Approved as to form
and legal sufficiency

By: Paul F. Jr.
Assistant County Attorney

EXHIBIT A

FORM OF PURCHASER'S CERTIFICATE

This is to certify that _____ (the "Purchaser") has not required Palm Beach County, Florida (the "Issuer") to deliver any offering document and has conducted its own investigation, to the extent it deems satisfactory or sufficient, into matters relating to business affairs or conditions (either financial or otherwise) of the Issuer in connection with the issuance of the \$_____ Palm Beach County, Florida Capital Improvement Revenue Bonds (Four Points and Other Public Buildings Projects), Series 2012 (the "Bonds"), and no inference should be drawn that the Purchaser, in the acceptance of said Bonds, is relying on Bryant Miller Olive P.A. ("Bond Counsel") or the County Attorney ("Issuer's Counsel") as to any such matters other than the legal opinions rendered by Bond Counsel and Issuer Counsel. Any capitalized undefined terms used herein not otherwise defined shall have the meaning set forth in a resolution adopted by the Issuer on _____, 2012 relating to the Bond (the "Resolution").

We acknowledge and understand that the Resolution is not being qualified under the Trust Indenture Act of 1939, as amended (the "1939 Act"), and is not being registered in reliance upon the exemption from registration under Section 3(a)(2) of the Securities Act of 1933, Section 517.051(1), Florida Statutes, and/or Section 517.061(7), Florida Statutes, and that neither the Issuer, Bond Counsel nor Issuer's Counsel shall have any obligation to effect any such registration or qualification.

We are not acting as a broker or other intermediary, and are purchasing the Bonds as an investment for our own account and not with a present view to a resale or other distribution to the public. We understand that the Bonds may not be transferred in a denomination less than \$100,000 under any circumstance.

We are a wholly owned subsidiary of a bank and an accredited investor under 17 CFR 230.144, and therefore, qualify as an exempt purchaser of securities under Section 517.061(7), Florida Statutes. We are not purchasing the Bonds for the direct or indirect promotion of any scheme or enterprise with the intent of violating or evading any provision of Chapter 517, Florida Statutes.

DATED this ____ day of _____, 2012.

[BANK]

By: _____
Name:
Title:

EXHIBIT B

FORM OF DISCLOSURE LETTER

The undersigned, as purchaser, proposes to negotiate with Palm Beach County, Florida (the "Issuer") for the private purchase of its Capital Improvement Revenue Bonds (Four Point and Other Public Projects), Series 2012 (the "Bonds") in the aggregate principal amount of \$_____. Prior to the award of the Bonds, the following information is hereby furnished to the Issuer:

1. Set forth is an itemized list of the nature and estimated amounts of expenses to be incurred for services rendered to you by _____ (the "Purchaser") in connection with the issuance of the Bonds (such fees and expenses to be paid by the Issuer):

Purchaser's legal fees

\$_____

2. (a) No other fee, bonus or other compensation is estimated to be paid by the Purchaser in connection with the issuance of the Bonds to any person not regularly employed or retained by the Purchaser (including any "finder" as defined in Section 218.386(1)(a), Florida Statutes), except as specifically enumerated as expenses to be incurred by the Purchaser, as set forth in paragraph (1) above.

(b) No person has entered into an understanding with the Purchaser, or to the knowledge of the Purchaser, with the Issuer, for any paid or promised compensation or valuable consideration, directly or indirectly, expressly or implied, to act solely as an intermediary between the Issuer and the Purchaser or to exercise or attempt to exercise any influence to effect any transaction in the purchase of the Bonds.

3. The amount of the underwriting spread expected to be realized by the Purchaser is \$_____.

4. The management fee to be charged by the Purchaser is \$_____.

5. Truth-in-Bonding Statement:

The Bonds are being issued primarily to finance the cost of the Project. Unless earlier redeemed, the Bond is expected to be repaid at the end of approximately _____ years. At a fixed interest rate of _____%, total interest paid over the life of the Bonds is \$_____ and issuance of the Bonds will result in maximum of approximately \$_____ of annual

revenues of the Issuer not being available to finance other services of the Issuer during the life of the Bonds.

6. The name and address of the Purchaser is as follows:

IN WITNESS WHEREOF, the undersigned has executed this Disclosure Statement on behalf of the Purchaser this ____ day of _____, 2012.

[BANK]

By: _____
Name:
Title: