

Department: Office of Financial Management & Budget

91318214v.1

I. FISCAL IMPACT ANALYSIS

A. Five Year Summary of Fiscal Impact:

Fiscal Years	2023	2024	2025	2026	2027
Capital Expenditures	_____	_____	_____	_____	_____
Operating Costs	_____	_____	_____	_____	_____
Debt Service Costs	* _____	* _____	* _____	* _____	* _____
External Revenues	_____	_____	_____	_____	_____
Program Income (County)	_____	_____	_____	_____	_____
In-Kind Match (County)	_____	_____	_____	_____	_____
NET FISCAL IMPACT	_____	_____	_____	_____	_____
NO. ADDITIONAL FTE POSITIONS (Cumulative)	_____	_____	_____	_____	_____

Is Item Included In Current Budget? Yes ___ No X__
Does this item include the use of Federal funds? Yes ___ No X__

Budget Account No.: Fund ___ Department ___ Unit ___ Object ___ Reporting Cat _____

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

The Resolution authorizes the sale of Bonds. The debt service payments are secured by a pledge of non-ad valorem revenues. As a result of issuing the revenue bonds, debt service payments will increase in future years; however, the amounts are not known until the bonds are sold.

C. Departmental Fiscal Review:

III. REVIEW COMMENTS

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

Lucy Mante 3/16/23
3/15/23 OFMB MB
MG 3/16 3/15/23

Frank Jacobowitz 3/20/23
Contract Dev. and Control
Frank 3/20/23

B. Legal Sufficiency:

3/27/23
Assistant County Attorney

C. Other Department Review:

Department Director

THIS SUMMARY IS NOT TO BE USED AS A BASIS FOR PAYMENT.

R-2023 - _____

PALM BEACH COUNTY, FLORIDA

PUBLIC IMPROVEMENT REVENUE BONDS, SERIES 2023C

BOND RESOLUTION

Adopted April 18, 2023

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RESOLUTION NO. R-2023-_____

A RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF PALM BEACH COUNTY, FLORIDA, AUTHORIZING THE ISSUANCE OF A SERIES OF BONDS IN THE INITIAL AGGREGATE PRINCIPAL AMOUNT OF NOT EXCEEDING \$57,000,000 AND DESIGNATED PALM BEACH COUNTY, FLORIDA, PUBLIC IMPROVEMENT REVENUE BONDS, SERIES 2023C (THE “BONDS”) TO FINANCE CERTAIN PUBLIC IMPROVEMENTS DESCRIBED IN THIS RESOLUTION; AUTHORIZING THE PUBLIC SALE OF THE BONDS BY COMPETITIVE BID SUBJECT TO CERTAIN PARAMETERS SET FORTH IN THIS RESOLUTION; APPROVING THE FORMS OF AN OFFICIAL NOTICE OF SALE AND OFFICIAL BID FORM AND AUTHORIZING THE PUBLICATION OF A SUMMARY THEREOF; APPROVING THE FORM AND ELECTRONIC DISTRIBUTION OF A PRELIMINARY OFFICIAL STATEMENT; AUTHORIZING THE EXECUTION AND ELECTRONIC DISTRIBUTION OF AN OFFICIAL STATEMENT; AUTHORIZING THE DIRECTOR OF FINANCIAL MANAGEMENT, THE DEBT MANAGER, THE COUNTY ADMINISTRATOR OR OTHER COUNTY OFFICIALS TO MAKE CERTAIN DETERMINATIONS WITH RESPECT TO THE BONDS SUBJECT TO THE PARAMETERS SET FORTH IN THIS RESOLUTION; APPOINTING A PAYING AGENT AND REGISTRAR; APPROVING THE FORM OF AND AUTHORIZING THE EXECUTION AND DELIVERY OF A PAYING AGENT AND REGISTRAR AGREEMENT; AUTHORIZING THE REGISTRATION OF THE BONDS UNDER A BOOK-ENTRY ONLY SYSTEM; PROVIDING FOR THE UNDERTAKING BY THE COUNTY REQUIRED BY RULE 15c2-12 OF THE SECURITIES AND EXCHANGE COMMISSION; PROVIDING FOR THE TERMS AND PAYMENT OF SUCH BONDS; PROVIDING FOR THE RIGHTS, SECURITY AND REMEDIES OF THE OWNERS THEREOF; MAKING CERTAIN COVENANTS AND AGREEMENTS IN CONNECTION THEREWITH; PROVIDING FOR CERTAIN OTHER MATTERS IN CONNECTION THEREWITH; PROVIDING FOR SEVERABILITY; AND PROVIDING FOR AN EFFECTIVE DATE.

WHEREAS, Palm Beach County, Florida, a political subdivision of the State of Florida (the “County”) is authorized under Florida law to borrow money to finance and refinance various capital projects; and

WHEREAS, based on the current and future needs of the County’s capital projects, including, but not limited, to the provision of generators and hardening at certain critical County

facilities, the expansion of the Medical Examiner's office and redevelopment of Mosquito Control facilities (collectively the "2023 Projects"); and

WHEREAS, the County will finance the 2023 Projects by the issuance of its Public Improvement Revenue Bonds, Series 2023C in a principal amount of not exceeding \$57,000,000 (herein, the "Bonds"); and

WHEREAS, based on the advice of the County's Financial Advisor (as defined herein), the Board of County Commissioners of Palm Beach County, Florida (the "Board") hereby determines that the most efficient and timely way to sell the Bonds is through a competitive bid process in the manner provided in this Resolution; and

WHEREAS, the County may issue its Bonds payable from legally available Non-Ad Valorem Revenues (as defined herein) budgeted and appropriated therefor in each year in accordance with the Act (as defined herein); and

WHEREAS, certain prior County resolutions relating to revenue bonds payable from legally available Non-Ad Valorem Revenues provide that before the County shall issue any indebtedness payable from Non-Ad Valorem Revenues, the County must demonstrate that after the proposed issuance of such indebtedness including the Bonds, it shall meet the anti-dilution requirements of said prior resolutions; and

WHEREAS, the Bonds authorized under this Resolution will meet such requirements as a condition to issuance; and

WHEREAS, there have been prepared and submitted to the Board:

(a) Official Notice of Sale (the "Official Notice of Sale") and Summary Notice of Sale (the "Summary Notice of Sale"), proposed forms of which are attached hereto as Exhibit A; and

(b) Preliminary Official Statement (the “Preliminary Official Statement”), relating to the Bonds, a proposed form of which is attached hereto as Exhibit B; and

(c) Paying Agent and Registrar Agreement (the “Paying Agent Agreement”), the proposed form of which is attached hereto as Exhibit C; and

(d) A description of the 2023 Projects attached hereto as Exhibit “D”; and

WHEREAS, effective July 3, 1995, Rule 15c2-12 of the Securities and Exchange Commission, as amended, provides that it is unlawful for a broker dealer or municipal securities dealer to purchase or sell municipal securities, which includes the Bonds, unless the issuer, which includes the County, has undertaken in a written agreement (herein, the “Undertaking”) to provide to specified information repositories annual financial information and operating data relevant to the municipal securities and notice of certain specified material events and, accordingly such Undertaking is set forth herein with respect to the Bonds purchased thereby; and

WHEREAS, any capitalized terms not otherwise defined in these recitals shall have the meaning ascribed in Article I hereof.

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

**ARTICLE I
DEFINITIONS, FINDINGS AND STATUTORY AUTHORITY**

Section 1. DEFINITIONS. In addition to the terms heretofore defined in the recitals set forth above, the following terms shall have the following meanings:

“ACT” shall mean the Constitution of the State of Florida, Part I of Chapter 125, Florida Statutes, as amended and supplemented, Chapter 166, Florida Statutes, as amended and supplemented, the County Charter, and other applicable provisions of law.

“BALLOON DEBT” shall mean all or a portion a series of Bonds (other than Bonds which mature within one year from the date of calculation performed with respect to the proposed issuance of additional bonds or other debt obligations pursuant to Section 4.E. of Article III of this Resolution) which is not required by the terms of the applicable series resolution to be amortized prior to their maturity or 25% or more of the principal of such Bonds is due during any period of twelve consecutive months.

“BENEFICIAL OWNER” shall mean, except with respect to Section 4.I of Article III of this Resolution, during any period the Bonds are registered under the Book-Entry System, any purchaser of a Bond and others who acquire a beneficial ownership interest in a Bond held by the Securities Depository. In determining the Beneficial Owner of any Bond, the County, the Paying Agent and the Registrar may rely exclusively upon written representations made, and information given to the County, the Paying Agent and the Registrar by the Securities Depository or its Participants with respect to any Bond held by the Securities Depository in which a beneficial ownership interest is claimed. With respect to Replacement Bonds, the County, the Paying Agent and the Registrar shall consider the owner of any such Replacement Bond as registered on the registration books of the County maintained by the Registrar to be the Beneficial Owner thereof. The term “BENEFICIAL OWNER” shall mean, for purposes of Section 4.I of Article III of this Resolution only, any person which (i) has the power, directly or indirectly, to vote or consent with respect to, or to dispose of ownership of, any Bonds (including persons holding Bonds through nominees, depositories or other intermediaries), or (ii) is treated as the owner of any Bonds for federal income tax purposes.

“BOARD” shall mean the Board of County Commissioners of Palm Beach County, Florida, the governing body of the County.

“BOND COUNSEL” shall mean a firm or firms of nationally recognized attorneys-at-law selected by the County and experienced in the financing of capital projects for governmental units through the issuance of tax-exempt revenue bonds under the exemption provided under Section 103(a) of the Code. Bond Counsel with respect to the Bonds shall be Greenburg Traurig, P.A.

“BONDHOLDER,” “HOLDER OF BONDS,” “OWNER,” “OWNERS” or any similar term, shall mean any person who shall be the registered owner of any Bond or Bonds Outstanding under the terms of this Resolution.

“BONDS” shall mean the County’s Public Improvement Revenue Bonds, Series 2023C. If the Bonds are not the third Series issued in calendar year 2023, the Series designation shall reflect the letter of the Series of the Bonds so issued.

“BOOK-ENTRY SYSTEM” shall mean the system under which the County may issue its Bonds and maintain the registration for such Bonds in book-entry form only.

“BUSINESS DAY” shall mean any day other than a Saturday, Sunday, legal holiday or a day on which banking institutions in the State of Florida are authorized by law to close.

“CLERK” shall mean the Clerk of the Board and Comptroller, and Ex-Officio Clerk of the Board, or such person who is authorized to act on his behalf.

“CODE” shall mean the Internal Revenue Code of 1986, as amended, and all subsequent tax legislation duly enacted by the Congress of the United States. Each reference to a section of the Code herein shall be deemed to include, if applicable, temporary or proposed regulations, revenue rulings and proclamations issued or amended with respect thereto.

“CONDITIONAL NOTICE OF REDEMPTION” shall mean a notice of redemption which when given, sufficient funds have not been deposited with the Paying Agent but such funds are

expected to be available on or before the proposed redemption date and/or some other condition for redemption has not yet been satisfied.

“COUNTY” shall mean Palm Beach County, Florida, a political subdivision of the State of Florida.

“COUNTY ADMINISTRATOR” shall mean the County Administrator of Palm Beach County, Florida and her successors or such person who is authorized to act on her behalf.

“COUNTY CHARTER” shall mean the Charter of Palm Beach County, Florida, as amended and supplemented.

“DEFEASANCE OBLIGATIONS” shall mean to the extent permitted by law and (other than with respect to the obligations described in clause (a) below) the below stated obligations acceptable, at the time of defeasance, to the Rating Agencies or Agencies, if any, then rating the defeased Bonds:

- (a) U.S. Obligations, which are not redeemable prior to maturity;
- (b) any bonds or other obligations of any state of the United States of America or of any agency, instrumentality or local governmental unit of any such state (i) which are not callable prior to maturity or as to which irrevocable instructions have been given to the trustee or paying agent of such bonds or other obligations by the obligor to give due notice of redemption and to call such bonds for redemption on the date or dates’ specified in such instructions, (ii) which are secured as to principal and interest and redemption premium, if any, by a fund consisting only of cash or bonds or other obligations of the character described in clause (a) hereof which fund may be applied only to the payment of such principal of and interest and redemption premium, if any, on such bonds or other obligations on the maturity date or dates thereof or the redemption date or dates specified in the irrevocable instructions referred to in subclause (i) of this clause (b),

as appropriate, and (iii) as to which the principal of and interest on the bonds and obligations of the character described in clause (a) hereof which have been deposited in such fund along with any cash on deposit in such fund are sufficient to pay principal of and interest and redemption premium, if any, on the bonds or other obligations described in this clause (b) on the maturity date or dates thereof or on the redemption date or dates specified in the irrevocable instructions referred to in subclause (i) of this clause (b), as appropriate; and

(c) evidence of ownership of proportionate interests in future interest and/or principal payments on obligations described in clause (a) held by a bank or trust company as custodian.

“DEBT MANAGER” shall mean the Debt Manager of Palm Beach County Florida and his successors or such person who is authorized to act on his behalf.

“DIRECTOR OF FINANCIAL MANAGEMENT” shall mean the Director of the Office of Financial Management and Budget of Palm Beach County, Florida and her successors or such person who is authorized to act on her behalf.

“DISCLOSURE COUNSEL” shall mean Locke Lord LLP and any successor firm appointed by the Board.

“EMMA” shall mean the Municipal Securities Rulemaking Board’s Electronic Municipal Market Access System (<http://www.emma.msrb.org>).

“EMMA COMPLIANT FORMAT” shall mean a format for any document provided to the MSRB which is in an electronic format and is accompanied by identifying information, all as prescribed by the MSRB.

“FINANCIAL ADVISOR” shall mean PFM Financial Advisors, LLC and its successors and assigns.

“FINANCIAL OBLIGATIONS” shall mean (a) a debt obligation, (b) a derivative instrument entered into in connection with, or pledged as security or a source of payment for, an existing or planned debt obligation, or (c) a guarantee of either (a) or (b). The term Financial Obligation does not include municipal securities as to which a final official statement has been provided to the MSRB consistent with the Rule.

“FISCAL YEAR” shall mean that period commencing on October 1 and continuing to and including the next succeeding September 30, or such other annual period as may be prescribed by law as the fiscal year of the County.

“FITCH” shall mean Fitch Ratings, Inc., a corporation organized and existing under the laws of the State of Delaware, its successors and assigns, and if such corporation shall be dissolved or liquidated or shall no longer perform the functions of a securities rating agency, “Fitch” shall be deemed to refer to any other nationally recognized securities rating agency designated by the County.

“INTEREST PAYMENT DATE” shall mean such dates of each Fiscal Year on which interest and/or principal are payable on the Bonds that are then Outstanding which unless determined otherwise by subsequent proceedings of the Board, shall be each May 1 and November 1 of each calendar year commencing November 1, 2023 with respect to interest on the Bonds and commencing May 1, 2024 with respect to principal.

“MAXIMUM DEBT SERVICE” shall mean, at any time, the maximum annual amount required in the then current or any future Fiscal Year to pay (a) all Non-Self-Supporting Debt, and (b) the proposed indebtedness of the County (i) which will be payable from Non-Ad Valorem Revenues, or (ii) for which the Non-Ad Valorem Revenues will be pledged. For the purposes hereof, the interest rate on obligations bearing a variable rate shall be calculated at the higher of

(a) twelve percent (12% per annum) or (b) the average yield to par call for the Bond Buyer Municipal Bond Index (the “Bond Buyer 40”) on the date of calculation.

“MOODY’S” shall mean Moody’s Investors Service, Inc., a corporation organized and existing under the laws of the State of Delaware, its successors and their assigns, and, if such corporation shall be dissolved or liquidated or shall no longer perform the functions of a securities rating agency, “Moody’s” shall be deemed to refer to any other nationally recognized securities rating agency designated by the County.

“MSRB” shall mean the Municipal Securities Rulemaking Board and its successors.

“NON-AD VALOREM REVENUES” shall mean all revenues of the County derived from any source whatsoever other than ad valorem taxation on real and personal property, which are legally available for payment of debt service by the County.

“NON-SELF-SUPPORTING DEBT” shall mean debt obligations of the County other than debt obligations relating to an enterprise fund or general obligation bonds of the County.

“NON-SELF-SUPPORTING DEBT SERVICE” shall mean the debt service on Non-Self-Supporting Debt.

“OFFICIAL BID FORM” means the Official Bid Form to be submitted on the Bid Comp/Parity competitive bidding website or other similar internet bidding site selected by the County for the purchase of the Bonds by bidders. The Official Bid Form which is part of the Official Notice of Bond Sale is attached to this Resolution as Exhibit “A.”

“OFFICIAL NOTICE OF BOND SALE” means the Official Notice of Bond Sale, a summary of which to be published by the County in connection with the public sale of the Bonds in substantially the form attached to this Resolution as Exhibit “A.”

“OUTSTANDING” shall mean, when used with reference to the Bonds, as of any particular date, all Bonds theretofore, or thereupon being, authenticated and delivered by the Registrar under this Resolution, except (i) Bonds theretofore or thereupon canceled by the Registrar or surrendered to the Registrar for cancellation; (ii) Bonds with respect to which all liability of the County shall have been discharged in accordance with Section 4.H of Article III of this Resolution; (iii) Bonds in lieu of or in substitution for which other Bonds shall have been authenticated and delivered by the Registrar pursuant to any provision of this Resolution; (iv) Bonds canceled after purchase in the open market or because of payment at redemption prior to maturity; and (v) Bonds held or purchased by the County, unless the County intends as evidenced by written communication to the Registrar that such Bonds shall remain Outstanding.

“PARTICIPANTS” shall mean brokers, dealers, banks and other financial institutions and other persons for whom, from time to time, the Securities Depository effects book-entry transfers and pledges of securities deposited with the Securities Depository.

“PAYING AGENT” shall mean The Bank of New York Mellon Trust Company, N.A. and any successor bank or trust company appointed by subsequent proceedings of the Board to act as Paying Agent hereunder.

“PAYING AGENT AGREEMENT” shall mean that certain Paying Agent and Registrar Agreement by and between the County and The Bank of New York Mellon Trust Company, N.A. serving as Paying Agent and Registrar in substantially the form attached to this Resolution as Exhibit “C”.

“PERMITTED INVESTMENTS” shall mean (i) U.S. Obligations and (ii) all other investments permitted under the laws of Florida and acceptable to the Clerk.

“PLEDGED REVENUES” shall mean (i) the Non-Ad Valorem Revenues deposited in the Debt Service Account of the Debt Service Fund created and established under this Resolution, (ii) investment income received from the investment of moneys in the Debt Service Account of the Debt Service Fund established hereunder, and (iii) any other moneys deposited in the Debt Service Account of the Debt Service Fund or received by the Paying Agent in connection with the repayment of the Bonds.

“PRELIMINARY OFFICIAL STATEMENT” shall mean the Preliminary Official Statement substantially in the form attached hereto as Exhibit “B.”

“RATING AGENCY” or “AGENCIES” shall mean Moody’s and/or Fitch, and/or S&P and/or such other nationally recognized securities rating agency, whichever shall have a rating then in effect with respect to the Bonds.

“REGISTRAR” shall mean The Bank of New York Mellon Trust Company, N.A. and any successor bank or trust company, appointed by subsequent proceedings of the Board to act as Registrar hereunder.

“REPLACEMENT BONDS” shall mean certificated Bonds authenticated and delivered pursuant to Section 7 of Article III of this Resolution, whenever the Book-Entry System is discontinued.

“RESOLUTION” shall mean this Resolution as the same may from time to time be amended and supplemented in accordance with the terms hereof.

“RULE” shall mean Rule 15c2-12 of the Securities and Exchange Commission in effect from time to time and applicable to the County’s continuing disclosure obligations.

“S&P” shall mean S&P Global Ratings, a division of McGraw Hill, Inc., a corporation organized and existing under the laws of the State of New York, its successors and their assigns,

and, if such corporation shall be dissolved or liquidated or shall no longer perform the functions of a securities rating agency, “S&P” shall be deemed to refer to any other nationally recognized securities rating agency designated by the County.

“SECURITIES DEPOSITORY” shall mean, with respect to the Bonds to be issued in book entry form, The Depository Trust Company and its successors and assigns, or a successor clearing agency designated pursuant to Article II hereof and its successors and assigns.

“SERIAL BONDS” shall mean Bonds which shall be stated to mature in annual installments.

“STATE” shall mean the State of Florida.

“TAX CERTIFICATE” shall mean the certificate as to arbitrage and instructions as to compliance with the provisions of Section 103(a) of the Code, executed by the County on the date of initial issuance and delivery of the Bonds, as such Tax Certificate may be amended from time to time, and which serves as a source of guidance for achieving compliance with the Code.

“TERM BONDS” shall mean Bonds which are not Serial Bonds and which are designated as such by the winning bidder for the Bonds.

“UNDERWRITERS” shall mean the underwriting firm or firms that have provided the best bid pursuant to the competitive process described in the Official Notice of Bond Sale.

“U.S. OBLIGATIONS” shall mean the direct obligations of, or obligations the timely payment of principal of and interest on which are unconditionally guaranteed by, the United States of America, and, if determined by subsequent proceedings of the Board, certificates which evidence ownership of the right to the payment of the principal of, or interest on, such obligations.

Words of the masculine gender shall be deemed and construed to include correlative words of the feminine and neuter genders. Words importing the singular number shall include the plural

number and vice versa unless the context shall otherwise indicate. The word “person” shall include corporations, associations, natural persons and public bodies unless the context shall otherwise indicate. Reference to a person other than a natural person shall include its successors.

Section 2. FINDINGS. It is hereby ascertained, determined and declared:

- A. The recitals hereinbefore mentioned are hereby adopted.
- B. The Board deems it necessary, desirable and in the best interest of the citizens and residents of the County to issue the Bonds to provide the funds to finance all or a portion of the 2023 Projects.
- C. The principal of and interest on the Bonds to be issued pursuant to this Resolution will be paid from the Pledged Revenues, all as provided herein; and the ad valorem taxing power of the County will never be necessary or authorized to pay the principal of and interest on the Bonds to be issued pursuant to this Resolution and the Bonds issued pursuant to this Resolution shall not constitute a lien upon any property whatsoever of or in the County and shall not be an indebtedness of the County within the meaning of any Constitutional, statutory or other limitation of indebtedness, but shall be payable solely from the Pledged Revenues.
- D. The Pledged Revenues will be sufficient to pay the principal of and interest on the Bonds to be issued pursuant to this Resolution, as the same becomes due and payable.
- E. The Board hereby determines, based on the recommendation of the County’s Financial Advisor, that the Bonds be sold on a competitive basis.

Section 3. AUTHORITY FOR THIS RESOLUTION. This Resolution is adopted pursuant to the Act.

Section 4. RESOLUTION CONSTITUTES CONTRACT. In consideration of the acceptance of the Bonds authorized to be issued hereunder by those who shall hold the same from

time to time, this Resolution shall be deemed to be and shall constitute a contract between the County and such Owners and the covenants and agreements herein set forth to be performed by said County shall be for the equal benefit, protection and security of the Owners of any and all of such Bonds all of which shall be of equal rank and without preference, priority, or distinction of any of the Bonds over any other thereof except as expressly provided therein and herein.

ARTICLE II

AUTHORIZATIONS, TERMS, EXECUTION AND REGISTRATION OF BONDS

Section 1. AUTHORIZATION OF BONDS. Subject and pursuant to the provisions of this Resolution, obligations of the County to be known as “Public Improvement Revenue Bonds, Series 2023C,” are hereby authorized to be issued in the initial aggregate principal amount of not exceeding FIFTY-SEVEN MILLION DOLLARS (\$57,000,000), to be issued, delivered and secured as provided herein. The Bonds shall be issued for the purposes described in Section 2.B. of Article I hereof and to pay the cost of issuing the Bonds.

Section 2. GENERAL DESCRIPTION OF BONDS. The Bonds shall be issued in registered form, shall be in the denomination of \$5,000 each, or any integral multiple thereof; and the Bonds shall mature on such dates in such years and in such amounts as shall be determined by the results of the competitive bid process of the Bonds subject to the parameters set forth in Sections 8 and 9 hereof of this Article II. Interest on the Bonds shall be computed on the basis of a 360-day year consisting of twelve 30-day months. Principal shall be payable at the designated corporate trust office of the Paying Agent. The Bonds shall be numbered in such manner as may be prescribed by the Registrar. The Bonds shall bear interest at not exceeding the maximum rate or rates permitted by law, payable by check or draft made payable to the Holder of Bonds and mailed to the address of such Holder of Bonds, as such name and address as appear on the registration books of the County maintained by the Registrar on the fifteenth day of the calendar

month preceding each Interest Payment Date or the fifteenth day prior to the date notice of redemption is given, whether or not such 15th day is a Saturday, Sunday or holiday (herein the “Record Date”); provided, however, that payment of interest on the Bonds may, at the option of any Holder of Bonds in an aggregate principal amount of at least \$1,000,000, be transmitted by wire transfer to the Holder at the domestic bank account number on file with the Paying Agent as of the Record Date. The Bonds authenticated prior to the first Interest Payment Date shall be dated and bear interest from the date of delivery of the Bonds. Bonds authenticated subsequent to the first Interest Payment Date shall bear interest from the next preceding Interest Payment Date on which such interest has been paid, unless such Bond is registered on an Interest Payment Date or during the period between a Record Date and the next succeeding Interest Payment Date, then from such Interest Payment Date if interest is then paid, as the case may be; provided, however, that if and to the extent there is a default in the payment of the interest due on such Interest Payment Date, such defaulted interest shall be paid to the persons in whose name Bonds are registered on the registration books of the County maintained by the Registrar at the close of business on the fifteenth day prior to a subsequent Interest Payment Date established by notice mailed by the Registrar to the registered owner not less than the tenth day preceding such subsequent Interest Payment Date, such interest shall be payable semiannually on May 1 and November 1 of each year (unless the Board shall by subsequent proceedings establish different Interest Payment Dates for any of the Bonds).

The Bonds shall be payable, with respect to interest and principal in any coin or currency of the United States of America which at the time of payment is legal tender for the payment of public and private debts;

Section 3. EXECUTION OF BONDS. The Bonds shall be executed in the name of the County by the signature of the Mayor of the Board (or in the absence of the Mayor, the Vice Mayor) and its official seal shall be affixed thereto or imprinted or reproduced thereon and attested by the Clerk. The signatures of said Mayor (or Vice Mayor) and Clerk on the Bonds may be manual or facsimile signatures. In case any one or more of the officers who shall have signed or sealed any of the Bonds shall cease to be such officer of the County before the Bonds so signed and sealed shall have been actually sold and delivered, such Bonds may nevertheless be sold and delivered as herein provided and may be issued as if the person who signed or sealed such Bonds had not ceased to hold such office.

The Bonds shall bear thereon a certificate of authentication, in the form set forth in Section 6 hereof, executed manually by the Registrar. Only such Bonds as shall bear thereon such certificate of authentication shall be entitled to any right or benefit under this Resolution and no Bond shall be valid or obligatory for any purpose until such certificate of authentication shall have been duly executed by the Registrar. Such certificate of the Registrar upon any Bond executed on behalf of the County shall be conclusive evidence that the Bond has been so authenticated and that the Owner thereof is entitled to the benefits of this Resolution.

Section 4. NEGOTIABILITY, REGISTRATION AND CANCELLATION. At the option of the registered owner thereof and upon surrender thereof at the designated corporate trust office of the Registrar with a written instrument of transfer satisfactory to the Registrar duly executed by the registered owner or its duly authorized attorney and upon payment by such Owner of any charges which the Registrar may make as provided in this Section, the Bonds may be exchanged for Bonds of the same maturity of any other authorized denominations.

The Registrar shall keep books for the registration of Bonds and for the registration of transfers of Bonds. The Bonds shall be transferable by an Owner thereof in person or by its attorney duly authorized in writing only upon the books of the County kept by the Registrar and only upon surrender thereof together with a written instrument of transfer satisfactory to the Registrar duly executed by the Owner or his duly authorized attorney. Upon the transfer of any such Bond, the County shall issue in the name of the transferee a new Bond or Bonds.

The County, the Paying Agent and the Registrar shall deem and treat the person in whose name any Bond shall be registered upon the books kept by the Registrar as the absolute Owner of such Bond, whether such Bond shall be overdue or not, for the purpose of receiving payment of, or on account of, the principal of and interest on such Bond as the same become due and for all other purposes. All such payments so made to any such Owner or upon his or her order shall be valid and effectual to satisfy and discharge the liability such Bond to the extent of the sum or sums so paid, and neither the County, the Paying Agent nor the Registrar shall be affected by any notice to the contrary.

In all cases in which the privilege of exchanging Bonds or transferring Bonds is exercised, the County shall execute and the Registrar shall authenticate and deliver Bonds in accordance with the provisions of this Resolution. All Bonds surrendered in any such exchanges or transfers shall forthwith be delivered to the Registrar and canceled by the Registrar in the manner provided in this Section. There shall be no charge for any such exchange or transfer of Bonds, but the County or the Registrar may require the payment of a sum sufficient to pay any tax, fee or other governmental charge required to be paid with respect to such exchange or transfer. Neither the County nor the Registrar shall be required to transfer or exchange Bonds for a period commencing on a Record Date and ending on the next ensuing Interest Payment Date.

All Bonds paid at or before maturity, shall be delivered to the Registrar when such payment is made, and such Bonds, together with all Bonds purchased by the County with the intent of cancellation, shall thereupon be promptly canceled. Bonds so canceled may at any time be destroyed by the Registrar, who shall execute a certificate of destruction in duplicate by the signature of one of its authorized officers described by the Bonds so destroyed, and one executed certificate shall be filed with the County and the other executed certificate shall be retained by the Registrar.

The County is hereby authorized to provide for the registration of the Bonds by herein authorizing the use of the Book-Entry System for such Bonds. Bonds held by the Securities Depository while the Bonds are registered under the Book-Entry System shall be registered in the name of the Securities Depository or its nominee and beneficial ownership of such Bonds shall be transferred in accordance with the procedures of the Securities Depository and its Participants.

Section 5. BONDS MUTILATED, DESTROYED, STOLEN OR LOST. In case any Bond shall become mutilated, destroyed, stolen or lost, the County may execute and the Registrar shall authenticate and deliver a new Bond of like date, maturity and denomination as the Bond so mutilated, destroyed, stolen or lost; provided that, in the case of any mutilated Bond, such mutilated Bond shall first be surrendered to the County and, in the case of any lost, stolen or destroyed Bond, there shall first be furnished to the County and the Registrar evidence of such loss, theft, or destruction satisfactory to the County and the Registrar, together with indemnity satisfactory to them. In the event any such Bond shall be about to mature or have matured instead of issuing a duplicate Bond, the County may pay the same without surrender thereof. The County and the Registrar may charge the Owner of such Bond their reasonable fees and expenses in

connection with this transaction. Any Bond surrendered for replacement shall be canceled in the same manner as provided in Section 4 of this Article II.

Any such duplicate Bonds issued pursuant to this Section shall constitute additional contractual obligations on the part of the County, whether or not the lost, stolen or destroyed Bonds be at any time found by anyone, and such duplicate Bonds shall be entitled to equal and proportionate benefits and rights as to lien on and source and security for payment from the Pledged Revenues with all other Bonds issued hereunder.

Section 6. FORM OF BONDS. The text of the Bonds shall be of substantially the following tenor, with such omissions, insertions and variations as may be necessary and desirable:

(Form of Bonds)

No. R-

\$_____

**UNITED STATES OF AMERICA
STATE OF FLORIDA
PALM BEACH COUNTY
PUBLIC IMPROVEMENT REVENUE BOND
SERIES 2023C**

Interest Rate

Maturity Date

Dated Date

CUSIP

May 1, _____

Registered Owner: -----CEDE & CO.-----

Principal Amount:

KNOW ALL MEN BY THESE PRESENTS, that Palm Beach County, Florida, a political subdivision of the State of Florida (the “County”), for value received, hereby promises to pay, from the Pledged Revenues, hereinafter mentioned, to the Registered Owner or registered assigns on the Maturity Date specified above, upon the presentation and surrender hereof at the designated corporate trust office of The Bank of New York Mellon, Trust Company, N.A. as paying agent (said The Bank of New York Mellon, Trust Company, N.A. and any bank or trust company becoming successor paying agent being herein called the “Paying Agent”), the Principal Amount stated hereon with interest thereon at the Interest Rate stated above, payable on the first day of May and November of each year, commencing November 1, 2023 until the County’s obligation with respect to the payment of such principal sum shall be discharged. Interest on this Bond is payable by check or draft of the Paying Agent made payable to the registered owner and mailed to the address of the registered owner as such name and address shall appear on the registration books of The Bank of New York Mellon, Trust Company, N.A. as registrar (said The Bank of New York Mellon, Trust Company, N.A. and any bank or trust company becoming successor registrar being

herein called the “Registrar”), on the fifteenth day of the calendar month preceding each interest payment date, whether or not such fifteenth day is a Saturday, Sunday or holiday (the “Record Date”); provided, however, that payment of interest on the Bonds may, at the option of any Holder of Bonds in an aggregate principal amount of at least \$1,000,000, be transmitted by wire transfer to the Holder to the domestic bank account number on file with the Paying Agent as of the Record Date. Such interest shall be payable from the most recent interest payment date next preceding the date of authentication to which interest has been paid, unless the date hereof is an May 1 or November 1 to which interest has been paid, in which case from the date of authentication, or unless the date hereof is prior to November 1, 2023, in which case from the Dated Date, or unless the date hereof is between a Record Date and the next succeeding interest payment date, in which case from such interest payment date; provided, however, that if and to the extent there is a default in the payment of the interest due on such interest payment date, such defaulted interest shall be paid to the persons in whose name Bonds are registered on the registration books of the County maintained by the Registrar at the close of business on the fifteenth day prior to a subsequent interest payment date established by notice mailed by the Registrar to the registered owner not less than the tenth day preceding such subsequent interest payment date. The Principal Amount and accrued interest thereon is payable in any coin or currency of the United States of America, which, on the date of payment thereof, shall be legal tender for the payment of public and private debts.

This Bond shall not be valid or obligatory for any purpose until the certificate of authentication set forth hereon shall have been duly executed by the Registrar.

This Bond is one of an authorized issue of Bonds of the County designated as its Public Improvement Revenue Bonds, Series 2023C (herein called the “Bonds”), in the aggregate principal amount of \$_____ of like date, tender, and effect, except as to number, date of

maturity and interest rate, issued for the purpose of financing all or a portion of the 2023 Projects (as defined in the herein referred to Resolution), under the authority of and in full compliance with the Constitution and Statutes of the State of Florida, including particularly, Part I of Chapter 125, Florida Statutes, as amended and supplemented, Chapter 166, Florida Statutes, as amended or supplemented, the County Charter, and other applicable provisions of law, and a resolution duly adopted by the Board of County Commissioners of said County on April 18, 2023, as may be amended and supplemented from time to time (herein referred to as the “Resolution”), and is subject to all the terms and conditions of the Resolution. Any capitalized term not otherwise defined in this Bond shall have the meaning ascribed to such term in the Resolution.

This Bond is payable from and secured by a lien upon and pledge of the Pledged Revenues, all in the manner provided in the Resolution.

“Pledged Revenues” shall mean (a) the Non-Ad Valorem Revenues deposited in the Debt Service Account of the Debt Service Fund created and established under the Resolution, (b) investment income received from the investment of moneys in the Debt Service Account of the Debt Service Fund, and (c) any other moneys deposited in the Debt Service Account of the Debt Service Fund or received by the Paying Agent in connection with the repayment of the Bonds.

“Non-Ad Valorem Revenues” shall mean all revenues of the County derived from any source whatsoever other than ad valorem taxation on real and personal property, which are legally available for payment of debt service by the County.

Until all of the Bonds are paid or deemed paid pursuant to the provisions of the Resolution, the County has covenanted to appropriate in its annual budget, by amendment if required, in each Fiscal Year, Non-Ad Valorem Revenues sufficient to pay the principal of and interest on the Bonds, as the same become due and payable. Notwithstanding the foregoing covenant of the

County, the County does not covenant to maintain any services or programs, now provided or maintained by the County, which generate Non-Ad Valorem Revenues, other than services or programs which are deemed by the County to be essential public purposes affecting the health, welfare or safety of the inhabitants of the County.

To the extent that the County is in compliance with the covenants contained in the Resolution, and has budgeted and appropriated in each Fiscal Year, Non-Ad Valorem Revenues sufficient to pay the principal of and interest on the Bonds as the same become due and payable, the Resolution and the obligations of the County contained therein shall not be a limitation on the ability of the County to pledge or covenant to pledge its Non-Ad Valorem Revenues for other legally permissible purposes.

The full faith and credit of the County is not pledged for the payment of this Bond, and this Bond does not constitute an indebtedness of the County within the meaning of any Constitutional, statutory or other provision or limitation; and it is expressly agreed by the Owner of this Bond that such Owner shall never have the right to require or compel the exercise of the ad valorem taxing power of the County for the payment of the principal of and interest on this Bond or the making of any sinking fund payments provided for in the Resolution.

It is further agreed between the County and the Owner of this Bond that this Bond and the obligation evidenced thereby shall not constitute a lien upon any property or in the County, but shall constitute a lien only on the Pledged Revenues pledged thereto, all in the manner provided in the Resolution. The original registered owner, and each successive registered owner of this Bond shall be conclusively deemed to have agreed and consented to the following terms and conditions:

[REDEMPTION PROVISIONS]

(1) The Registrar shall maintain the books of the County for the registration of Bonds and for the registration of transfers of Bonds as provided in the Resolution. The Bonds shall be transferable by the registered Owner thereof in person or by his attorney duly authorized in writing only upon the books of the County kept by the Registrar and only upon surrender hereof together with a written instrument of transfer satisfactory to the Registrar duly executed by the registered owner or his duly authorized attorney. Upon the transfer of any such Bond, the County shall issue in the name of the transferee a new Bond or Bonds.

(2) The County, the Paying Agent and the Registrar shall deem and treat the person in whose name any Bond shall be registered upon the books kept by the Registrar as the absolute owner of such Bond, whether such Bond shall be overdue or not, for the purpose of receiving payment of, or on account of, the principal of and interest on such Bond as the same becomes due, and for all other purposes. All such payments so made to any such registered owner or upon his or her order shall be valid and effectual to satisfy and discharge the liability upon such Bond to the extent of the sum or sums so paid, and neither the County, the Paying Agent, nor the Registrar shall be affected by any notice to the contrary.

(3) At the option of the registered owner thereof and upon surrender hereof at the designated corporate trust office of the Registrar with a written instrument of transfer satisfactory to the Registrar duly executed by the registered owner or his duly authorized attorney and upon payment by such registered owner of any charges which the Registrar or the County may make as provided in the Resolution, the Bonds may be exchanged for Bonds of the same maturity of any other authorized denominations.

(4) In all other cases in which the privilege of exchanging Bonds or transferring Bonds is exercised, the County shall execute and the Registrar shall authenticate and deliver Bonds

in accordance with the provisions of the Resolution. There shall be no charge for any such exchange or transfer of Bonds, but the County or the Registrar may require payment of a sum sufficient to pay any tax, fee or other governmental charge required to be paid with respect to such exchange or transfer. Neither the County nor the Registrar shall be required to transfer or exchange Bonds for a period of 15 days from a Record Date to the next ensuing interest payment date.

It is hereby certified and recited that all acts, conditions, and things required to exist, to happen, and to be performed, precedent to and in the issuance of this Bond exist, have happened and have been performed in regular and due form and time as required by the laws and Constitution of the State of Florida applicable thereto, and that the issuance of this Bond, and of the issue of Bonds of which this Bond is one, is in full compliance with all constitutional or statutory limitations or provisions.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, Palm Beach County, Florida, has caused this Bond to be signed by the Mayor of the Board of County Commissioners of Palm Beach County, Florida, either manually or with his facsimile signature, and the seal of said County to be affixed hereto or imprinted or reproduced hereon, and attested by the Clerk of the Board of County Commissioners of Palm Beach County, Florida (or Deputy Clerk), either manually or with his/her facsimile signature, all as of the Dated Date.

PALM BEACH COUNTY, FLORIDA

Mayor of the Board of County
Commissioners of Palm Beach County,
Florida

ATTEST:

**CLERK OF THE BOARD OF COUNTY
COMMISSIONERS OF PALM BEACH COUNTY,
FLORIDA OR DEPUTY**

By: _____
Name: _____
Title: _____

CERTIFICATE OF AUTHENTICATION

Date of Authentication:

This Bond is one of the Bonds delivered pursuant to the within mentioned Resolution.

The Bank of New York Mellon Trust
Company, N.A., as Registrar

By: _____
Authorized Officer

ABBREVIATIONS

The following abbreviations, when used in the inscription on the face of the within Bond, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM	-	as tenants in common
TEN ENT	-	as tenants by the entireties
JT TEN	-	as joint tenants with rights of survivorship and not as tenants in common

UNIFORM TRANSFER MIN ACT - _____ Custodian _____
(Cust) (Minor)

Under Uniform Transfer to Minors Act _____
(State)

Additional abbreviations may also be used though not in the above list.

ASSIGNMENT AND TRANSFER

FOR VALUE RECEIVED the undersigned sells, assigns and transfers unto

(please print or typewrite name and address of assignee)

the within Bond and all rights thereunder, and hereby irrevocably constitutes and appoints

Attorney to transfer the within Bond on the books kept for registration thereof, with full power of substitution in the premises.

Signature Guarantee:

NOTICE: Signature(s) must be guaranteed by a member firm of the New York Stock Exchange or a commercial bank or trust company

NOTICE: The signature to this assignment must correspond with the name of the registered owner as it appears upon the face of the within Bond in every particular, without alteration or enlargement or any change whatsoever.

Please insert social security or other identifying number of Assignee.

Section 7. BOOK-ENTRY SYSTEM

A. As long as the Bonds are registered under the Book-Entry System, the County and the Registrar, as the case may be, shall comply with the terms of the agreements with the Securities Depository (collectively, the “Book-Entry Agreement”). The Blanket Issuer Letter of Representations on file with the Securities Depository, to evidence the Book-Entry System of registration with respect to certain of the County’s bonds and previously filed with Securities Depository shall be applicable to the Bonds. The Mayor of the Board, the Clerk or the Debt Manager are each hereby authorized and directed to execute and deliver such other documents and certificates to evidence the Book-Entry System of registration for the Bonds. The Book-Entry System through the Securities Depository may be terminated upon the happening of any of the following:

1. The Securities Depository or the County, based upon advice from the Securities Depository, advise the Registrar that the Securities Depository is no longer willing or able to properly discharge its responsibilities under the Book-Entry Agreement and the Registrar and the County are unable to locate a qualified successor clearing agency satisfactory to the Registrar and the County; or

2. The County, pursuant to the rules and regulations of the Securities Depository, elects to terminate the Book-Entry System by notice to the Securities Depository and the Registrar.

B. Upon the occurrence of any event described in Section 7.A above, (i) the County and the Registrar shall, if necessary, enter into a resolution supplemental to this Resolution to add to the provisions of this Resolution any provisions deemed reasonably necessary or required by the Registrar with respect to Replacement Bonds (including, but not limited to, the provision

for the cost and expenses for the printing thereof) and to account for the fact that, thereafter, the Bonds will no longer be registered under the Book-Entry System, and (ii) the Registrar shall notify the Securities Depository of the occurrence of such event and of the availability of definitive or temporary Replacement Bonds to Beneficial Owners requesting the same, in an aggregate Outstanding amount representing the interest of each such Beneficial Owner, making such adjustments and allowances as it may find necessary or appropriate as to accrued interest and previous payments of principal. Definitive Replacement Bonds shall be issued only upon surrender to the Registrar of the Bond of each maturity by the Securities Depository, accompanied by registration instructions for the definitive Replacement Bonds for such maturity from the Securities Depository. Neither the County nor the Registrar shall be liable for any delay in delivery of such instructions and conclusively may rely on, and shall be protected in relying on, such instructions.

C. Whenever the Bonds are registered under the Book-Entry System and notice or other communication to the Bondholders is required under this Resolution, unless and until definitive Replacement Bonds shall have been issued with respect to the Bonds, the County or the Registrar, as the case may be, shall give to the Securities Depository one copy of each such notice or communication specified herein or required by this Resolution to be given to the Beneficial Owners of the Bonds.

Section 8. SALE AND AWARD OF BONDS; DELEGATION OF AUTHORITY; PARAMETERS. The Clerk or Debt Manager is hereby authorized and directed to provide for the public sale of the Bonds by competitive bid in the manner provided in Section 218.385, Florida Statutes, at an aggregate purchase price as approved by the Debt Manager of not less than 98.00% of the original principal amount of the Bonds issued (including Underwriter's discount, but not including original issue discount) and at a true interest cost rate ("TIC"), as approved by the Clerk

or Debt Manager, not to exceed 6.00% (the “Maximum TIC”). Any original issue discount or premium shall be such as may be necessary to sell the Bonds. Without limiting the generality of the foregoing, such public sale shall be conducted by an internet bidding process via Parity/Bid Comp (“PARITY”) or other similar website. The Debt Manager is hereby authorized to determine the most advantageous date and time of sale and to publish the Official Notice of Bond Sale, or a summary thereof, in one or more newspapers of general circulation or financial journals published within or without the State of Florida, as deemed appropriate, such publication to be not less than ten (10) days prior to the date of sale of Bonds; and if all bids received are rejected, such Bonds may again be offered for sale in the manner provided herein. The Official Notice of Bond Sale shall be in substantially the form thereof attached hereto as Exhibit “A,” and shall include the Official Bid Form, with such deletions, changes, revisions or modifications as may be approved by the Debt Manager, including, without limitation, such changes as may be required to provide for public sale by competitive bids through a different internet bidding process. Proposals for purchase of the Bonds will be received electronically via PARITY as provided in the Official Notice of Bond Sale, on such date and time as set forth in the Official Notice of Bond Sale as may be established by the Debt Manager. The Debt Manager is further authorized to award the Bonds to the bidder(s) providing the lowest TIC (but not in excess of the Maximum TIC) in the Official Bid Form and who otherwise meets and satisfies the terms and conditions of the Official Notice of Bond Sale.

In making the determinations set forth above and in Section 9 hereof as to the details and other matters relating to the Bonds and the documentation related thereto, the Debt Manager is entitled to consult with and seek advice from the Director of Financial Management, the Financial Advisor, the County Attorney and Bond Counsel. To evidence compliance with the foregoing

parameters and the parameters set forth in Section 9 of this Article III, the Financial Advisor shall provide a written certification to that effect to the Debt Manager prior to the official award of the Bonds. The County's Financial Advisor shall also file with the Debt Manager a written summary of the final details of the Bonds including original issuance discount or premium, if any, interest rates, principal amounts for the Bonds, costs of issuance for the Bonds, Underwriters' discount, management fee and takedown for the Bonds. Such written summary shall be entered into Board records as an attachment to this Resolution. The Debt Manager is hereby authorized to consent, on behalf of the County, to any changes to this Section 8 or Section 9 below if the County's Financial Advisor certifies in writing that such changes are necessary to market the Bonds within the parameters set forth above.

Section 9. GENERAL TERMS AND REDEMPTION PROVISIONS.

A. The Bonds shall be dated the date of delivery, shall be issued in such principal amount, shall bear interest from the date thereof, payable semiannually on each Interest Payment Date at the rates, and shall mature on May 1, commencing on November 1, 2024, in accordance with the maturity schedule, shall consist of Serial Bonds and/or Term Bonds and may be subject to optional and/or mandatory sinking fund redemption, all as set forth in the final Official Statement, as such rates, dates, principal amount, maturity schedule and redemption provisions may be approved by the Debt Manager, provided that the aggregate principal amount shall not exceed \$57,000,000, the TIC shall not exceed the Maximum TIC and the final maturity of the Bonds shall not be later than May 1, 2043.

B. The Bonds may be subject to optional redemption prior to maturity at the option of the County, in whole or in part, at such times, and at the redemption prices, as approved and determined by the Debt Manager, as shall be set forth in the Official Statement; provided,

however, that the redemption price of the Bonds shall not exceed one hundred percent (100%) of the principal amount of the Bonds to be optionally redeemed. In addition, any Bonds issued as Term Bonds shall be subject to mandatory sinking fund redemption as set forth in the written summary provided by the County's Financial Advisor.

C. Notice of redemption shall be given by deposit in the U.S. mail, postage prepaid, at least thirty (30) days before the redemption date to all registered owners of the Bonds or portions of the Bonds to be redeemed at their addresses as they appear on the registration books to be maintained in accordance with the provisions hereof. Failure to mail any such notice to a registered owner of a Bond, or any defect therein, shall not affect the validity of the proceedings for redemption of any Bond or portion thereof with respect to which no failure or defect occurred. The foregoing notwithstanding, if it is determined that the giving of notice by U.S. mail is not feasible, any other industry-accepted means of giving notice, including, but not limited to, facsimile or electronic transmission, may be utilized for the giving of notice, provided that it can be established that the notice was in fact given by such other means.

Such notice shall set forth the date fixed for redemption, the rate of interest borne by each Bond being redeemed, the date of publication, the name and address of the Registrar and Paying Agent, the redemption price to be paid and, if less than all of the Bonds then Outstanding shall be called for redemption, the distinctive numbers and letters, including CUSIP numbers, if any, of such Bonds to be redeemed and, in the case of Bonds to be redeemed in part only, the portion of the principal amount thereof to be redeemed. If any Bond is to be redeemed in part only, the notice of redemption which relates to such Bond shall also state that on or after the redemption date, upon surrender of such Bond, a new Bond or Bonds in a principal amount equal

to the unredeemed portion of such Bond may be issued upon request of the Owner. Conditional Notice of Redemption is authorized to be given for any optional redemption.

The Registrar also shall mail (by certified mail, return receipt requested) a copy of such notice for receipt not less than the second Business Day prior to the date the notice of redemption is mailed to the registered Holders of the Bonds to the following: The Depository Trust Company, 711 Stewart Avenue, Garden City, New York 11530, Fax (516) 227-4039 or such other securities depository designated by the County; provided, however, that such mailing shall not be a condition precedent to such redemption and failure to mail any such notice shall not affect the validity of any proceedings for the redemption of the Bonds.

A second notice of redemption shall be given sixty (60) days after the redemption date in the manner required above to the registered owners of redeemed Bonds which have not been presented for payment within thirty (30) days after the redemption date.

Notwithstanding the above, so long as the Bonds are held in a book-entry only system maintained by Securities Depository, such notice of redemption shall only be sent to Securities Depository or its nominee.

Any notice mailed or otherwise provided by such other means, all as set forth in this Section 9, shall be conclusively presumed to have been duly given, whether or not the owner of such Bond receives such notice.

D. Notice having been given in the manner and under the conditions hereinabove provided, the Bonds or portions of Bonds so called for redemption shall, on the redemption date designated in such notice, become and be due and payable at the redemption price provided for redemption for such Bonds or portions of Bonds on such date; provided, however, that the Bonds or portions of Bonds called for optional redemption for which a Conditional Notice

of Redemption was given, shall not become due and payable on the redemption date if sufficient moneys to pay the redemption price of such Bonds or portions of such Bonds have not been received by the Paying Agent on or prior to the redemption date. On the date so designated for redemption, moneys for payment of the redemption price being held in a separate account by the Paying Agent in trust for the registered owners of the Bonds or portions thereof to be redeemed, all as provided in this Resolution, interest on the Bonds or portions of Bonds so called for redemption shall cease to accrue, such Bonds and portions of Bonds shall cease to be entitled to any lien, benefit or security under this Resolution and shall be deemed paid hereunder, and the registered owners of such Bonds or portions of Bonds shall have no right in respect thereof except to receive payment of the redemption price thereof and, to the extent provided in the next paragraph, to receive Bonds for any unredeemed portions of the Bonds.

E. Unless the Bonds are registered pursuant to the Book-Entry System, in case part, but not all, of an Outstanding fully registered Bond shall be selected for redemption, the registered owners thereof shall present and surrender such Bond to the County or its designated Paying Agent for payment of the principal amount thereof so called for redemption, and the County shall execute and deliver to or upon the order of such registered owner, without charge therefor, for the unredeemed balance of the principal amount of the Bonds so surrendered, a new Bond or Bonds fully registered as to principal and interest.

F. If the date for payment of the principal of or interest on the Bonds or the date for the taking of any action in connection with the Bonds shall be a Saturday, Sunday, legal holiday or a day on which banking institutions where the designated corporate trust office of the Paying Agent is located are authorized by law or executive order to close, then the date for such payment or for the taking of such action shall be the next succeeding day which is not a Saturday,

Sunday, legal holiday or a day on which such banking institutions are authorized to close, and payment or the taking of such action on such day shall have the same force and effect as if made or taken on the nominal date specified for the payment or action.

Section 10. PRELIMINARY AND OFFICIAL STATEMENT. The Official Statement in substantially the form of the Preliminary Official Statement attached hereto as Exhibit B with such changes and completion as to the details of the Bonds as shall be approved by the County Attorney, Disclosure Counsel, the Debt Manager and the County's Bond Counsel, be and the same is hereby approved, and the Board hereby approves the use of the final printed Official Statement by the Underwriters (by way of electronic distribution) in connection with the offering and sale of the Bonds and the Board hereby further approves the use by the Underwriters of any supplement or amendment to the Official Statement. The Mayor of the Board (or, in the absence of the Mayor of the Board, the Vice Mayor of the Board) and the County Administrator are hereby authorized and directed to execute the Official Statement and any amendment or supplement thereto, in the name and on behalf of the County, and thereupon to cause the Official Statement and any such amendment or supplement to be delivered to the Underwriters with such approval to be conclusively evidenced by his execution and delivery thereof. In addition, the Board hereby authorizes, approves and consents to the use by the Underwriters (by way of electronic distribution) of the Preliminary Official Statement (attached hereto as Exhibit B) when in final form in connection with the public offering of the Bonds. Prior to such distribution, the Debt Manager are each is hereby authorized to deem such Preliminary Official Statement relating to the Bonds "final" within the meaning of the Rule as of its date, except for certain "permitted omissions" as defined therein.

Section 11. PAYING AGENT AND REGISTRAR; PAYING AGENT AGREEMENT. The Bank of New York Mellon Trust Company, N.A. is hereby appointed as paying agent (the “Paying Agent”) and registrar (the “Registrar”) for the Bonds. By the acceptance of such appointment, The Bank of New York Mellon Trust Company, N.A. agrees to comply with the terms of this Resolution and Paying Agent Agreement applicable to it. The Paying Agent Agreement in substantially the form of the Paying Agent and Registrar Agreement attached hereto as Exhibit C with such changes and completion as to the details of the Bonds as shall be approved by the County Attorney, Disclosure Counsel, the Debt Manager and the County’s Bond Counsel, be and the same is hereby approved. The Mayor of the Board (or, in the absence of the Mayor of the Board, the Vice Mayor of the Board) or the Debt Manager is hereby authorized and directed to execute the final Paying Agent Agreement and in the name and on behalf of the County, and thereupon to cause the Paying Agent Agreement to be delivered to the Paying Agent and Registrar with such approval to be conclusively evidenced by his execution and delivery thereof.

ARTICLE III COVENANTS, FUNDS AND APPLICATION THEREOF

Section 1. BONDS NOT TO BE INDEBTEDNESS OF THE COUNTY. The Bonds shall not be or constitute an indebtedness of the County within the meaning of any Constitutional, statutory or other limitation or indebtedness, but shall be payable solely from a lien on and pledge of the Pledged Revenues. No Owner or Owners of any Bonds issued hereunder shall ever have the right to compel the exercise of the ad valorem taxing power of the County, or taxation in any form on any real property therein to pay the Bonds or the interest thereon.

It is further agreed between the County and the Bondholders that the Bonds and the obligations evidenced thereby shall not constitute a lien upon any of the 2023 Projects or on any

other property of or in the County, but shall constitute a lien only on the Pledged Revenues pledged thereto, all in the manner provided in this Resolution.

Section 2. BONDS SECURED BY LIEN ON AND PLEDGE OF THE PLEDGED REVENUES. The payment of the principal of and interest on all of the Bonds issued hereunder shall be secured forthwith equally and ratably by a lien on and pledge of the Pledged Revenues in an amount sufficient to pay the principal of and interest on the Bonds, herein authorized, and to make the required payments into the Debt Service Fund, hereinafter created, and all other payments provided for in this Resolution as the same become due and payable.

Section 3. APPLICATION OF BOND PROCEEDS. All net proceeds received by the County from the sale of the Bonds authorized and issued pursuant to this Resolution shall be disbursed in the following manner and order of priority:

A. All of the net proceeds derived from the sale of the Bonds shall be deposited in a fund in a bank or trust company in the State which is eligible under State laws to receive deposits of County funds, which fund is hereby created, established and designated as the “Construction Fund” together with other moneys lawfully available therefor, if any, to be used to finance all or a portion of the 2023 Projects. There is hereby created and established in the Construction Fund a separate line item to be known as the “Cost of Issuance Cost Center,” into which shall be deposited on the date of initial issuance and delivery of the Bonds an amount sufficient to pay the costs of issuance of the Bonds, unless the County elects to pay all costs of issuance of the Bonds from another source. No withdrawals shall be made from the Construction Fund, except for amounts in the Cost of Issuance Cost Center, without receipt of a written requisition executed by the duly authorized official of the County responsible for the construction management of the 2023 Projects, specifying the purpose for which such withdrawal is to be made

and certifying that such purpose is to finance any portion of the 2023 Projects. If, for any reason, the moneys in the Construction Fund, or any part thereof, are not necessary for, or are not applied to, the purposes of completion of the 2023 Projects, as such 2023 Projects may be changed by subsequent proceedings of the Board, then such surplus proceeds shall be deposited, upon certification of the Clerk, that such surplus proceeds are not needed for the purposes of the Construction Fund, in the following order:

1. First, to the Debt Service Account in the amounts determined by subsequent proceedings of the Board; and
2. Second, the balance, if any, to the County to be used for any lawful capital purpose upon receipt of an opinion of Bond Counsel to the effect that such use will not adversely affect the exclusion of interest on the Bonds from gross income for federal income tax purposes.

The moneys deposited in the Construction Fund may, pending their use for the purposes provided in this Resolution, be temporarily invested in Permitted Investments maturing not later than the dates on which such moneys will be needed for the purposes of the Construction Fund. Subject to the provisions of the Code and the Tax Certificate, all the earnings and investment income from such investments shall remain in and become a part of said Construction Fund and be used for the purposes of the Construction Fund.

Any moneys received by the County from the State or from the United States of America or any agencies thereof for the purpose of financing any part of the 2023 Projects, may be deposited in the Construction Fund and used in the same manner as the net proceeds from the Bonds are used therein; provided, however, that such moneys shall not be so deposited in the event and to the extent that the County has incurred debt or has effected an inter-fund loan in anticipation of the

receipt of such moneys; and provided further, that separate accounts may be established in the Construction Fund for moneys received pursuant to the provisions of this paragraph whenever required by federal or State regulations.

All of the net proceeds from the sale of the Bonds deposited hereunder shall be and constitute trust funds for the purposes hereinabove provided, and there is hereby created a lien upon such moneys, until so applied, in favor of the Owners of the Bonds.

Section 4. COVENANTS OF THE COUNTY. As long as any of the principal of or interest on any of the Bonds shall be Outstanding and unpaid, or until there shall have been set apart in the Debt Service Fund (hereinafter defined), a sum sufficient to pay, when due, the entire principal of the Bonds remaining unpaid, together with interest accrued and to accrue thereon, or until the provisions of Section 4.H of this Article III have been complied with, the County covenants with the Owners of any and all of the Bonds issued pursuant to this Resolution as follows:

A. Covenant to Budget and Appropriate. Until all of the Bonds are paid or deemed paid pursuant to the provisions of this Resolution, the County hereby covenants to appropriate in its annual budget, by amendment if required, in each Fiscal Year, Non-Ad Valorem Revenues sufficient to pay the principal of and interest on the Bonds, as the same become due and payable. Notwithstanding the foregoing, the County does not covenant to maintain any services or programs, now provided or maintained by the County, which generate Non-Ad Valorem Revenues other than services or programs which are deemed by the County to be essential public purposes affecting the health, welfare or safety of the inhabitants of the County.

To the extent that the County is in compliance with the covenant contained above and the covenants set forth in Paragraph E of this Section 4, and has budgeted and appropriated

in each Fiscal Year Non-Ad Valorem Revenues sufficient to pay the principal of and interest on the Bonds as the same become due and payable, this Resolution and the obligations of the County contained herein shall not be construed as a limitation on the ability of the County to pledge or covenant to pledge its Non-Ad Valorem Revenues for other legally permissible purposes.

Upon deposit of Non-Ad Valorem Revenues appropriated in each Fiscal Year into the Debt Service Fund, such Non-Ad Valorem Revenues shall become Pledged Revenues, and the Holders of the Bonds shall have a first lien on such Pledged Revenues until the principal of and interest on the Bonds shall be paid or deemed paid within the meaning of this Resolution.

Such covenant to budget and appropriate Non-Ad Valorem Revenues is not a pledge by the County of such Non-Ad Valorem Revenues and is subject in all respects to the payment of obligations secured by a pledge of such Non-Ad Valorem Revenues heretofore or hereafter entered into, including the payment of debt service on bonds or other obligations. Such covenant to budget and appropriate is subject to the provisions of Section 129.07, Florida Statutes, which makes it unlawful for the County to expend moneys not appropriated and in excess of the County's current budgeted revenues. Such covenant does not require the County to levy and collect any particular source of Non-Ad Valorem Revenues nor to maintain or increase any regulatory fees or user charges with respect to any particular source of Non-Ad Valorem Revenues. Such covenant does not give the Beneficial Owners or Paying Agent a prior claim on such Non-Ad Valorem Revenues as opposed to claims of general creditors of the County until such time as a deposit of such Non-Ad Valorem Revenues is made into the Debt Service Fund or other fund hereunder for the purposes of this Section 4.A. The obligation of

the County to budget and appropriate Non-Ad Valorem Revenues is subject to the County satisfying funding requirements for essential governmental services of the County.

B. Tax Covenant.

1. In order to maintain the exclusion of the interest on the Bonds from gross income for federal income tax purposes pursuant to Section 103(a) of the Code, and for no other purpose, the County covenants to comply with each applicable requirement of the Code. In furtherance of the covenant contained in the preceding sentence, the County agrees to comply with the provisions of the Tax Certificate executed by the County on the date of initial issuance and delivery of the Bonds.

2. The County covenants that the County shall make any and all payments required to be made to the United States Department of the Treasury in connection with the Bonds pursuant to Section 148(f) of the Code from amounts on deposit in the fund and account established in connection with the Bonds or from other legally available funds of the County.

3. Notwithstanding any other provision of this Resolution to the contrary, as long as necessary in order to maintain the exclusion of the interest on the Bonds from gross income for federal income tax purposes, the covenants contained in this Section shall survive the payment of the Bonds and the interest thereon, including any payment or discharge thereof pursuant to Section 4.H. of this Article III.

C. Establishment of the Debt Service Fund and Account Therein. There is hereby created and established with the Clerk the following fund and account: a Debt Service Fund consisting of a Debt Service Account. The Debt Service Fund and the account therein shall constitute trust funds for the benefit of the Holders of the Bonds until so applied in accordance

with the terms hereof. Principal and interest due on the Bonds shall be payable from the Debt Service Account.

D. Disposition of Pledged Revenues. The Clerk shall deposit the Non-Ad Valorem Revenues budgeted and appropriated into the Debt Service Account of the Debt Service Fund at such times (but in no case later than the Business Day next preceding an Interest Payment Date) and in such amounts as shall be sufficient to make full and timely payments of the principal of and interest on the Bonds, as the same become due and payable, in each year that the Bonds are Outstanding and unpaid. The Clerk may invest the moneys on deposit in the Debt Service Account of the Debt Service Fund in Permitted Investments to mature not later than such times as shall be necessary to pay debt service on the Bonds (whether at maturity, by redemption, or otherwise).

E. Additional Debt of the County Payable from Non-Ad Valorem Revenues.

(a) The County covenants that in each Fiscal Year of the County, while the Bonds are Outstanding, the total Non-Self-Supporting Debt Service due for each such Fiscal Year of the County shall not exceed 50% of Non-Ad Valorem Revenues of the County. In furtherance of such covenant, the County covenants and agrees that it will not issue any indebtedness or incur any indebtedness payable from or supported by a pledge of the Non-Ad Valorem Revenues unless the County can show that following the issuance of or incurrence of such additional indebtedness, (i) the total amount of Non-Ad Valorem Revenues (based on the most recent Fiscal Year) will be greater than 2.00 times the Maximum Debt Service, (ii) the total amount of Non-Ad Valorem Revenues in each Fiscal Year in which Bonds are Outstanding (based on reasonable projections of the County) will be greater than 2.00 times the Non-Self-Supporting Debt Service in each such Fiscal Year; and (iii) the aggregate principal amount of Non-Self-

Supporting Debt bearing a variable interest rate will not exceed twenty-five per cent (25%) of the aggregate principal amount of Non-Self-Supporting Debt (collectively, the “Anti-Dilution Tests”).

(b) The County shall in each Fiscal Year prepare and adopt an annual budget in accordance with the provisions of Chapter 129, Florida Statutes.

(c) The County shall prepare, as soon as reasonably possible, in each Fiscal Year a comprehensive annual financial report, including audited financial statements of the County, in customary form and in reasonable detail and accompanied by an opinion thereon of a recognized firm of independent public accountants selected by the County, which opinion shall state that such audited financial statements have been prepared in accordance with generally accepted accounting principles consistently applied.

(d) The County further covenants that an annual audit (prepared in accordance with generally accepted accounting principles consistently applied) of the County shall be conducted by a recognized firm of independent public accountants within 180 days of the end of the Fiscal Year.

If any variable rate indebtedness is to be secured by the County’s covenant to budget and appropriate Non-Ad Valorem Revenues and in lieu of cash, any debt service reserve fund for such indebtedness is funded with a surety or letter of credit, such indebtedness shall be deemed to bear interest at the maximum rate permitted under such facility.

As used above, the term “maximum rate” means the maximum rate of interest such variable rate debt may bear at any particular time, which rate shall not exceed the rate of interest allowed under State law and will be determined by the County at the time such variable rate debt is issued.

For purposes of the Anti-Dilution Tests, debt which is considered Balloon Debt shall be considered by the terms of such definition. Notwithstanding the definition of Balloon Debt, any debt that matures within one year of the calculation of the Anti-Dilution Tests shall not be treated as Balloon Debt.

When calculating the maximum annual Non-Self-Supporting Debt Service with respect to any Non-Self-Supporting Debt or the average annual debt service with respect to debt payable from Non-Ad Valorem Revenues with respect to Balloon Debt, it shall be assumed that the principal of such Balloon Debt has a level 25 year principal amortization at the interest rate borne by such Balloon Debt.

The County covenants to comply with any other anti-dilution tests it is subject to in connection with the use of its Non-Ad Valorem Revenues. Paragraphs (b), (c) and (d) of this Section 4.E. may be satisfied by the County by way of its undertaking described in Section 4.I. and this Article III.

F. Books and Records. That the County will keep books and records of each Fiscal Year of the receipt of its Non-Ad Valorem Revenues in accordance with generally accepted accounting principles for government units, and any Owner or Owners of Bonds issued pursuant to this Resolution shall have the right at all reasonable times to inspect the records, accounts and data of the County relating thereto.

G. Remedies. Any Owner of Bonds or any trustee acting for such Owners in the manner hereinafter provided, may either at law or in equity, by suit, action, mandamus or other proceedings in any court of competent jurisdiction, protect and enforce any and all rights under the laws of the State, or granted and contained in this Resolution, and may enforce and compel the

performance of all duties required by this Resolution or by any applicable statutes to be performed by the County or by any officer thereof.

The Owner or Owners of Bonds in an aggregate principal amount of not less than fifty one per centum (51%) of Bonds issued under this Resolution then Outstanding may by a duly executed certificate in writing appoint a trustee for Owners of Bonds issued pursuant to this Resolution with authority to represent such Owners in any legal proceedings for the enforcement and protection of the rights of such Owners. Such certificate shall be executed by such Owners or their duly authorized attorneys or representatives, and shall be filed in the office of the Clerk.

Acceleration of the payment of principal of and interest on the Bonds shall not be a remedy available to the Owners of the Bonds.

H. Discharge and Satisfaction of Bonds. The covenants, liens and pledges entered into, created or imposed pursuant to this Resolution may be fully discharged and satisfied with respect to the Bonds in anyone or more of the following ways:

1. by paying the principal of and interest on Bonds when the same shall become due and payable; or

2. by depositing in the Debt Service Fund or such other funds or accounts which are irrevocably pledged to the payment of the Bonds as the County may hereafter create and establish by proper proceedings moneys which, together with other moneys lawfully available therefor and deposited therein, if any, shall be sufficient at the time of such deposit to pay the principal of the Bonds and the interest thereon as the same become due on said Bonds on or prior to the maturity date thereof; or

3. by depositing in the Debt Service Fund or such other funds or accounts which are irrevocably pledged to the payment of the Bonds as the County may hereafter

create and establish by proper proceedings moneys which, together with other moneys lawfully available therefor and deposited therein, if any, when invested in Defeasance Obligations, except for any beginning cash balance, will provide moneys which shall be sufficient to pay the principal of the Bonds and interest thereon as the same shall become due on said Bonds on or prior to the maturity date thereof.

4. Notwithstanding the foregoing, all references to the discharge and satisfaction of Bonds shall include the discharge of any maturity of the Bonds, any portion of a maturity of the Bonds or any combination thereof.

Upon such payment or deposit in the amount and manner provided in this Section 4.H, the Bonds shall no longer be deemed to be outstanding for the purposes of this Resolution and all liability of the County with respect to the Bonds shall cease, terminate and be completely discharged and extinguished, and the Owners thereof shall be entitled for payment solely out of the moneys or securities so deposited.

I. **Rule 15c2-12 Undertaking.** That in order to assist the Underwriters of the Bonds issued under this Resolution with respect to compliance with the Rule, the County undertakes and agrees to provide the information described below to the persons so indicated. The County's undertaking and agreement set forth in this Section 4.I. of this Article III shall be for the benefit of the registered owners and Beneficial Owners of the Bonds.

1. The County undertakes and agrees to provide to MSRB, through EMMA and to the State of Florida information depository (herein, the "SID") if and when such a SID is created (i) the County's financial statements generally consistent with the financial statements presented in the Official Statement relating to the Bonds, and (ii) update the information in the Official Statement regarding the County's Non-Ad Valorem Revenues set forth in the

Official Statement under the heading “DESCRIPTION OF CERTAIN NON-AD VALOREM REVENUES – Historical Receipt of Non-Ad Valorem Revenues” or at the discretion of the County, any other information under such other headings related to the operations of the County and relating to the Non-Ad Valorem Revenues as the security for the Bonds. The information referred to in clauses (i) and (ii) is herein collectively referred to as the “Annual Information.”

2. The Annual Information described in clause (i) of subparagraph 1 above in audited form (for as long as the County provides such financial information in audited form) is expected to be available on or before March 31 of each year for the Fiscal Year ending on the preceding September 30, commencing March 31, 2024 for the Fiscal Year ending on the preceding September 30, 2023. The Annual Information referred to in clause (i) of subparagraph 1 above in unaudited form (if the audited financial statements are not available or if the County no longer provides such financial information in audited form) will be available on or before March 31 for the Fiscal Year ending on the preceding September 30. The County agrees to provide to MSRB, through EMMA and the SID, if any, timely notice of its failure to provide the Annual Information. Such notice shall also indicate the reason for such failure and when the County reasonably expects such Annual Information will be available. Timely notice shall be given within ten (10) Business Days of the date of such failure. All filings with EMMA shall be in EMMA Compliant Format.

3. The Annual Information referred to in clause (i) of subparagraph 1 above and presented in the Official Statement has been prepared in accordance with governmental accounting standards promulgated by the Government Accounting Standards Board, as in effect from time to time, as such principles are modified by generally accepted accounting principles,

promulgated by the Financial Accounting Standards Board, as in effect from time to time, and such other State mandated accounting principles as in effect from time to time.

4. If, as authorized by subparagraph 6 below, the County's undertaking with respect to subparagraph 1 above requires amending, the County undertakes and agrees that the Annual Information described in clause (i) of subparagraph 1 above for the Fiscal Year in which the amendment is made will, to the extent possible, present a comparison between the Annual Information prepared on the basis of the new accounting principles and the Annual Information prepared on the basis of the accounting principles described in subparagraph 3 above. The County agrees that such a comparison will, to the extent possible, include a qualitative discussion of the differences in the accounting principles and the impact of the change on the presentation of the Annual Information.

5. The County undertakes and agrees to provide to MSRB, through EMMA, and to the SID, if any, within ten (10) Business Days of the occurrence of the events listed below (except as otherwise provided with respect to the event listed in clause (h)) notice of the occurrence of any of the following events with respect to the Bonds, if material or deemed material:

- (a) principal and interest payment delinquencies;
- (b) non-payment related defaults, if material;
- (c) unscheduled draws on any debt service reserve account reflecting financial difficulties;*
- (d) unscheduled draws on credit enhancements reflecting financial difficulties;*

* Not applicable to the Bonds.

(e) substitution of credit or liquidity providers, or their failure to perform;*

(f) adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701 TEB) or other material notices or determinations with respect to the tax status of the Bonds, or other material events affecting the tax status of the Bonds;

(g) modifications to rights of Bondholders, if material;

(h) Bond calls, if material, and tender offers;

(i) defeasances of the Bonds;

(j) release, substitution, or sale of property securing repayment of the Bonds, if material;

(k) rating changes;

(l) any failure on the part of the County to comply with its undertaking;

(m) bankruptcy, insolvency, receivership or similar event of the County or any other obligated person (which is considered to occur when any of the following occur: the appointment of a receiver, fiscal agent or similar officer for the County or any other obligated person in a proceeding under the U.S. Bankruptcy Code or in any other proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets or business of the County or any other obligated person, or if such jurisdiction has been assumed by leaving the existing governmental body and officials or officers in possession but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan of reorganization, arrangement or liquidation by a court or

governmental authority having supervision or jurisdiction over substantially all of the assets or business of the County or any other obligated person);

(n) the consummation of a merger, consolidation, or acquisition involving an obligated person or the sale of all or substantially all of the assets of the obligated person, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material;

(o) appointment of a successor or additional trustee or the change of name of a trustee, if material;

(p) incurrence of a Financial Obligation of the County or any other obligated person, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a Financial Obligation of the County or any other obligated person, which affect security holders, if material;

(q) default, event of acceleration, termination event, modification of terms, or other similar events under the terms of the Financial Obligation of the County or any other obligated person, which reflect financial difficulties; and

(r) any amendment to the accounting principles to be followed by the County in preparing its financial statements, as required by this Section 4.I. of Article III.

Events described in clauses (a), (f), (i), (k), (l), (m), and (q) shall always be deemed material.

Notwithstanding the foregoing, notice of the event described in clause (h) need not be given any earlier than the time notice is required to be given to the registered owners of the Bonds.

6. Notwithstanding any other provision of this Resolution to the contrary regarding amendments or supplements, the County undertakes and agrees to amend and/or supplement this Section 4.I (including the amendments referred to in paragraph 4 above) only if:

(a) The amendment or supplement is made only in connection with a change in circumstances existing at the time the Bonds were originally issued that arises from (i) a change in law, (ii) SEC pronouncements or interpretations, (iii) a judicial decision affecting the Rule or (iv) a change in the nature of the County's operations or the activities that generate Non-Ad Valorem Revenues;

(b) The County's undertaking, as amended, would have complied with the requirements of the Rule at the time the Bonds were originally issued after taking into account any amendments or interpretations of the Rule, as well as any change in circumstances; and

(c) The amendment or supplement does not materially impair the interests of the registered owners and Beneficial Owners of the Bonds as determined by Bond Counsel or by a majority of the registered owners of the Bonds.

In the event of an amendment or supplement under this Section 4.I, the County shall describe the same in the next report of Annual Information and shall include, as applicable, a narrative explanation of the reason for the amendment or supplement and its impact, if any, on the financial information and operating data being presented in the Annual Information.

7. The County's undertaking as set forth in this Section 4.I shall terminate if and when the Bonds are paid or deemed paid within the meaning of Section 4.H. of this Article III.

8. The County acknowledges that its undertaking pursuant to the Rule set forth in this Section 4.I is intended to be for the benefit of the registered holders and Beneficial Owners of the Bonds and shall be enforceable by such holders and Beneficial Owners; provided that, the holder's and Beneficial Owners' right to enforce the provisions of this undertaking shall be limited to a right to obtain specific enforcement of the County's obligations hereunder, and any failure by the County to comply with the provisions of this undertaking shall not be or constitute a covenant or monetary default with respect to the Bonds under this Resolution.

9. The County reserves the right to satisfy its obligations under this through agents; and the County may appoint such agents without the necessity of amending this Resolution. The County may also appoint one or more employees of the County to monitor and be responsible for the County's undertaking hereunder.

ARTICLE IV MISCELLANEOUS PROVISIONS

Section 1. MODIFICATION OR AMENDMENT. Except as otherwise provided in Section 4.I of Article III of this Resolution, no material modification or amendment of this Resolution or of any resolution amendatory thereof or supplemental thereto, may be made without the consent in writing of the Owners of two-thirds or more in principal amount of the Bonds then outstanding; provided, however, that no modification or amendment shall permit a change in the maturity of such Bonds or any redemption provision or a reduction in the rate of interest thereon, or affecting the unconditional promise of the County to pay the interest of and principal on the Bonds, as the same mature or become due, from the Pledged Revenues, or reduce such percentage of Owners or such Bonds required above for such modification or amendments, without the consent of the Owners of all the Bonds.

In addition to the provisions of Section 4.I of Article III of this Resolution regarding amendments to the County's undertaking, this Resolution may be amended, changed, modified and altered without the consent of the Owners of Bonds, (i) to cure any ambiguity, correct or supplement any provision contained herein which may be defective or inconsistent with any other provisions contained herein, (ii) to provide other changes which will not adversely affect the interest of such Owners, (iii) to maintain the exclusion of interest on the Bonds from gross income for federal income tax purposes, (iv) to secure or maintain a rating on the Bonds, or (v) to implement or discontinue a Book-Entry System.

Section 2. SEVERABILITY OF INVALID PROVISIONS. If any one or more of the covenants, agreements or provisions of this Resolution should be held contrary to any express provision 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 separate from the remaining covenants, agreements or provisions, and shall in no way affect the validity of any of the other provisions of the Resolution or of the Bonds issued hereunder.

Section 3. FURTHER AUTHORIZATIONS. The Mayor of the Board, the Vice Mayor, the Clerk, the Director of Financial Management, the County Administrator and the Debt Manager, and any other authorized official of the County, be and each of them is hereby authorized and directed to execute and deliver any and all documents and instruments, including but not limited to entering into a paying agent and registrar agreement if so required, and in a form acceptable to the County Attorney and Bond Counsel and to do and cause to be done any and all acts and things necessary or proper for carrying out the transactions contemplated by this Resolution.

Section 4. EFFECTIVE DATE. This Resolution shall take effect immediately upon its adoption.

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

Commissioner Gregg K. Weiss, Mayor	_____
Commissioner Maria Sachs, Vice Mayor	_____
Commissioner Marina G. Marino	_____
Commissioner Michael A. Barnett	_____
Commissioner Marci Woodward	_____
Commissioner Sara Baxter	_____
Commissioner Mack Bernard	_____

The Mayor thereupon declared the resolution duly passed and adopted this 18 day of April 2023.

PALM BEACH COUNTY, FLORIDA, BY ITS
BOARD OF COUNTY COMMISSIONERS

By: _____
Mayor

JOSEPH ABRUZZO, CLERK & COMPTROLLER

By: _____
Deputy Clerk

APPROVED AS TO FORM AND
LEGAL SUFFICIENCY

By: _____
David Behar, Assistant County Attorney

EXHIBIT A

DRAFT OF OFFICIAL NOTICE OF SALE AND OFFICIAL BID FORM

EXHIBIT B

DRAFT OF PRELIMINARY OFFICIAL STATEMENT

EXHIBIT C

DRAFT OF PAYING AGENT AGREEMENT

EXHIBIT D

DESCRIPTION OF 2023 PROJECTS¹

1. Generators/Hardening at critical County facilities; including the exterior of the Office of the Supervisor of Election; and
2. Expansion of Medical Examiner's Office; and
3. Redevelopment of Mosquito Control facilities.

52698449v10

¹ The County may, upon the approval of the Board, substitute, modify or add any other capital projects to the description of the 2023 Projects.

EXHIBIT A

DRAFT OFFICIAL NOTICE OF SALE AND OFFICIAL BID FORM

\$57,000,000*

**PALM BEACH COUNTY, FLORIDA
PUBLIC IMPROVEMENT REVENUE BONDS, SERIES 2023C**

OFFICIAL NOTICE OF SALE

Palm Beach County, Florida Public Improvement Revenue Bonds, Series 2023C (the “Series 2023C Bonds”), are being offered for sale in accordance with this Official Notice of Sale. Bids for the purchase of the Series 2023C Bonds will be received on behalf of Palm Beach County, Florida, electronically via IHS Markit's Parity/BiDCOMP Competitive Bidding System (“Parity®”) on [May 3, 2023] until 11:00 A.M., Eastern Time.

April [19], 2023

OFFICIAL NOTICE OF SALE

\$57,000,000*

**PALM BEACH COUNTY, FLORIDA
PUBLIC IMPROVEMENT REVENUE BONDS, SERIES 2023C**

Notice is given that all-or-none bids will be received by Palm Beach County, Florida (the “County”), for the purchase of \$57,000,000* Palm Beach County, Florida Public Improvement Revenue Bonds, Series 2023C (the “Series 2023C Bonds”). All bids must be submitted electronically via Parity® by 11:00 A.M., Eastern Time on [May 3, 2023]. To bid on the Series 2023C Bonds, bidders must be a contracted customer of the BiDCOMP Competitive Bidding System (the “System”). Prospective bidders that do not have a contract with the System should call (212) 849-5021 to become a customer and to obtain a list of the bidding rules and procedures. For further information about Parity®, potential bidders may contact IHS Markit at 450 West 33rd Street, 5th Floor, New York, NY 10001, telephone (212) 849-5021. The use of Parity® shall be at the bidder's risk and expense, and the County shall have no liability with respect thereto. Only bids submitted through Parity® will be considered. To the extent any instructions or directions set

* Preliminary, subject to change.

* Preliminary, subject to change.

forth on Parity® conflict with this Official Notice of Sale, the terms of this Official Notice of Sale shall control.

THE BIDDING PROCESS, CURRENTLY SCHEDULED FOR [MAY 3], 2023, AT 11:00 A.M., EASTERN TIME, MAY BE CANCELLED OR POSTPONED OR THE PRINCIPAL AMOUNT AND AMORTIZATION OF THE SERIES 2023C BONDS MAY BE CHANGED OR ANY OTHER PROVISION OF THIS OFFICIAL NOTICE OF SALE MAY BE AMENDED BY THE COUNTY UPON NO LESS THAN TWENTY (20) HOURS PRIOR NOTICE COMMUNICATED THROUGH THOMSON MUNICIPAL MARKET MONITOR. IF SUCH A POSTPONEMENT, CHANGE OR AMENDMENT OCCURS, BIDS WILL BE RECEIVED IN ACCORDANCE WITH THIS OFFICIAL NOTICE OF SALE, AS MODIFIED BY SUCH NOTICE.

SERIES 2023C BOND DETAILS

The Series 2023C Bonds will be issued initially as fully registered bonds and, when executed and delivered, will be registered in the name of Cede & Co., as registered owner and nominee for The Depository Trust Company, New York, New York (“DTC”), which will act as securities depository for the Series 2023C Bonds. Individual purchases of beneficial interests in the Series 2023C Bonds may be made only in book-entry-only form in denominations of \$5,000 or integral multiples of \$5,000. Purchasers of beneficial interests in the Series 2023C Bonds (the “Beneficial Owners”) will not receive physical delivery of bond certificates. As long as Cede & Co. is the registered owner of the Series 2023C Bonds, payments of principal and interest with respect to the Series 2023C Bonds will be made to such registered owner who will in turn remit such principal and interest payments to DTC participants for subsequent disbursement to the Beneficial Owners.

The Series 2023C Bonds will be dated the date of their original issuance and delivery and bear interest from such date, payable commencing on November 1, 2023, and on each May 1 and November 1 thereafter until maturity or prior redemption, at the rate or rates specified in the proposal of the successful bidder. The schedule of maturities and principal amounts to be paid are as follows:

INITIAL MATURITY SCHEDULE SERIES 2023C BONDS

Maturity* <u>(May 1)</u>	Principal <u>Amount*</u>	Maturity* <u>(May 1)</u>	Principal <u>Amount*</u>
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*NOTE: The County reserves the right to modify the initial maturity schedules shown above (the "Initial Maturity Schedule"). See "SERIES 2023C BOND DETAILS - Adjustment of Principal Amounts" and "TERMS OF BID AND BASIS OF AWARD" below.

Term Bond Option - Bidders may designate the principal amounts of the Series 2023C Bonds set forth in the above Initial Maturity Schedule for any two (2) or more consecutive years as a single term maturity which will mature in the latest of the years designated, and will have a stated maturity amount equal to the sum of the annual principal amounts designated as a part of such term maturity. Bidders may designate no more than four (4) term maturities in such manner for the Series 2023C Bonds, and only one term maturity for such series may be subject to mandatory sinking fund redemption in any year. Upon such designation, the Series 2023C Bonds of such term maturity shall be subject to mandatory sinking fund redemption in part by lot on May 1, in the principal amounts which would otherwise have matured in such designated years, at the price of par plus accrued interest to the redemption date, without premium.

Adjustment of Principal Amounts - The above Initial Maturity Schedule for the Series 2023C Bonds represents an estimate of the principal amounts and maturities of Series 2023C Bonds which will be sold. The County reserves the right to change the Initial Maturity Schedule by announcing any such change not later than twenty (20) hours prior to the date and time established for receipt of bids, through Thomson Municipal Market Monitor. If such a change is announced, then the changes, when incorporated into the Initial Maturity Schedule, shall become part of a revised maturity schedule (the "Revised Maturity Schedule"). The Revised Maturity Schedule shall be deemed the principal amounts and maturities for the bid submitted via Parity®. If no such change is announced, then the Initial Maturity Schedule will be deemed the principal amounts and maturities for the bid submitted via Parity®.

In addition, if after the final computation of the bids the County determines, in its sole discretion and without the consent of the successful bidder, that the principal amount of any of the maturities in the Initial Maturity Schedule or the Revised Maturity Schedule needs to be adjusted, the County reserves the right: (i) either to increase or decrease the aggregate principal amount by no more than fifteen percent (15%) of the aggregate principal amount stated in the Initial Maturity Schedule or the Revised Maturity Schedule at the time of the Bid of the Series 2023C Bonds, and (ii) either to increase or decrease the principal amount by no more than fifteen percent (15%) within a given maturity of the Series 2023C Bonds (to be rounded to the nearest \$5,000). In the event of any such adjustment, no rebidding or recalculation of the bids submitted will be required or permitted and the Series 2023C Bonds of each maturity, as adjusted, will bear interest at the same rate and must have the same initial reoffering yield as specified in the proposal of the successful bidder. With the consent of the successful bidder, the aggregate principal amount of the Series 2023C Bonds may be increased to an amount exceeding fifteen percent (15%) of the aggregate principal amount stated in the Initial Maturity Schedule or the Revised Maturity Schedule at the time of the Bid of the Series 2023C Bonds.

Should any adjustment to the principal amount of the Series 2023C Bonds be made pursuant to the immediately preceding two paragraphs, the dollar amount of the price bid will be changed so that the percentage net compensation to the successful bidder (i.e., the percentage resulting from dividing (i) the aggregate difference between the offering price of the Series 2023C Bonds to the public and the price to be paid to the County, less any bond insurance premium to be paid by the successful bidder, by (ii) the principal amount of the Series 2023C Bonds) does

not increase or decrease from what it would have been if no such adjustment was made to the principal amounts of the Series 2023C Bonds.

Optional Redemption Provisions - The Series 2023C Bonds maturing on or prior to May 1, 2032 are not subject to optional redemption. The Series 2023C Bonds maturing on or after May 1, 2034 are subject to redemption prior to maturity, at the option of the County, in whole or in part on any date on or after May 1, 2033, and if in part, in such order of maturities and in such amounts as the County shall select and by lot within a maturity, at a redemption price equal to 100% of the principal amount to be redeemed, plus accrued interest to the date of redemption, and without premium.

AUTHORIZATION

The County will issue the Series 2023C Bonds under the authority of, and in full compliance with the Constitution and laws of the State of Florida, including particularly, Chapters 125 and 166 of the Florida Statutes, as amended, the Charter of Palm Beach County, Florida, as amended, and other applicable provisions of law and Resolution No. R-2023-_____ adopted by the Board of County Commissioner of Palm Beach County, Florida (the "Board") on April 18, 2023 (the "Resolution").

PURPOSE

The Series 2023C Bonds are being issued, together with other available moneys, to: (1) finance the cost of renovations and improvements to certain County facilities (as further described in the Resolution), and (2) pay the costs of issuance of the Series 2023C Bonds.

SECURITY FOR SERIES 2023C BONDS

The Series 2023C Bonds are special obligations of the County and are payable solely in the manner and to the extent set forth in the Resolution. **THE SERIES 2023C BONDS ARE NOT GENERAL OBLIGATIONS OF THE COUNTY WITHIN THE MEANING OF THE CONSTITUTION OF THE STATE OF FLORIDA, BUT ARE PAYABLE SOLELY FROM AND SECURED SOLELY BY A LIEN UPON AND A PLEDGE OF THE PLEDGED REVENUES IN THE MANNER AND TO THE EXTENT PROVIDED IN THE RESOLUTION. NO BONDHOLDER SHALL EVER HAVE THE RIGHT TO COMPEL THE EXERCISE OF THE AD VALOREM TAXING POWER OF THE COUNTY OR TAXATION IN ANY FORM ON ANY REAL OR PERSONAL PROPERTY TO PAY THE SERIES 2023C BONDS OR THE INTEREST THEREON, NOR SHALL ANY BONDHOLDER BE ENTITLED TO PAYMENT OF PRINCIPAL OR INTEREST ON THE SERIES 2023C BONDS FROM ANY OTHER FUNDS OF THE COUNTY OTHER THAN AS PROVIDED IN THE RESOLUTION.**

The Series 2023C Bonds are payable solely from and secured solely by the Pledged Revenues. The Pledged Revenues consist of Non-Ad Valorem Revenues budgeted and appropriated by the County, and deposited into the Debt Service Fund established under the Resolution for the Series 2023C Bonds.

"Non-Ad Valorem Revenues" shall mean all revenues of the County derived from any source whatsoever other than ad valorem taxation on real and personal property, which are legally available for payment of debt service by the County.

The County has agreed to appropriate in its annual budget, by amendment if necessary, from Non-Ad Valorem Revenues, amounts sufficient to pay the principal of and interest on the Series 2023C Bonds, as the same become due. The County has not promised to maintain any services or programs which generate Non-Ad Valorem Revenues other than such services or programs which are for essential public purposes affecting the health, welfare or safety of the inhabitants of the County.

The promise to budget and appropriate Non-Ad Valorem Revenues does not create a lien on or constitute a pledge by the County of such Non-Ad Valorem Revenues to the repayment of the Series 2023C Bonds. Until such time as the County has appropriated and paid Non-Ad Valorem Revenues to the Paying Agent for the Series 2023C Bonds, the promise is also subject to any lien upon or pledge of any such Non-Ad Valorem Revenues to indebtedness of the County heretofore or hereafter incurred, including the payment of debt service on bonds or other obligations. Such covenant does not require the County to levy and collect any particular Non-Ad Valorem Revenues or to maintain, continue or increase any particular source of Non-Ad Valorem Revenues. Until such time as the County has appropriated and paid Non-Ad Valorem Revenues to the owners of the Series 2023C Bonds for the Series 2023C Bonds, such covenant does not give the owners of the Series 2023C Bonds a prior claim on such Non-Ad Valorem Revenues as opposed to claims of general creditors of the County.

For further information, see "SECURITY FOR THE BONDS" in the Preliminary Official Statement.

RATINGS

Moody's Investors Service, Inc., S&P Global Ratings and Fitch Ratings have assigned municipal bond ratings to the Series 2023C Bonds of "____" (____ outlook), "____" (____ outlook), and "____" (____ outlook), respectively. The rating reports of such rating agencies will be made available upon request to the Office of the Debt Manager for the County, Palm Beach County Governmental Center, 301 North Olive Avenue, 7th Floor, West Palm Beach, Florida 33401, (561) 355-2733 or to the County's Financial Advisor, PFM Financial Advisors LLC, 2222 Ponce de Leon Boulevard, 3rd Floor, Coral Gable, Florida 33134, (786) 671-7481, Attention: Pete Varona, Senior Managing Consultant, (the "Financial Advisor").

Such ratings reflect the views of the respective rating agencies and an explanation of the significance of such ratings may be obtained only from the rating agencies. There is no assurance that such ratings will be in effect for any given period of time or that they will not be revised downward or withdrawn entirely by the rating agencies if, in the judgment of the rating agencies, circumstances so warrant. Any such downward revision or withdrawal may have an adverse effect upon the market price of the Series 2023C Bonds.

CONTINUING DISCLOSURE

In the Resolution, the County has committed to provide certain annual information and notices of material events, as required by Rule 15c2-12 (the "Rule") promulgated by the Securities and Exchange Commission and as described in the Preliminary Official Statement under the caption "CONTINUING DISCLOSURE."

The obligation of the successful bidder to purchase the Series 2023C Bonds shall be conditioned upon it receiving, at or prior to the delivery of the Series 2023C Bonds a copy of the Resolution setting forth the continuing disclosure undertaking described above, which shall

constitute a written agreement for the benefit of the registered owners and Beneficial Owners of the Series 2023C Bonds, as required by the Rule.

ESTABLISHMENT OF ISSUE PRICE

(a) The winning bidder shall assist the County in establishing the issue price of the Series 2023C Bonds and shall execute and deliver to the County upon issuance of the Series 2023C Bonds (the “Closing Date”) an “issue price” or similar certificate setting forth the reasonably expected initial offering price to the public or the sales price or prices of the Series 2023C Bonds, together with the supporting pricing wires or equivalent communications, substantially in the form attached hereto as Exhibit A, with such modifications as may be appropriate or necessary, in the reasonable judgment of the winning bidder, the County and Bond Counsel. All actions to be taken by the County under this Official Notice of Sale to establish the issue price of the Series 2023C Bonds may be taken on behalf of the County by the County’s Financial Advisor, PFM Financial Advisors LLC and any notice or report to be provided to the County may be provided to the County’s Financial Advisor.

(b) The County intends that the provisions of Treasury Regulation Section 1.148-1(f)(3)(i) (defining “competitive sale” for purposes of establishing the issue price of the Series 2023C Bonds) will apply to the initial sale of the Series 2023C Bonds (the “competitive sale requirements”) because:

- (i) the County shall disseminate this Official Notice of Sale to potential underwriters in a manner that is reasonably designed to reach potential underwriters;
- (ii) all bidders shall have an equal opportunity to bid;
- (iii) the County may receive bids from at least three underwriters of municipal bonds who represent to have established industry reputations for underwriting new issuances of municipal bonds; and
- (iv) the County anticipates awarding the sale of the Series 2023C Bonds to the bidder who submits a firm offer to purchase the Series 2023C Bonds at the highest price (or lowest interest cost), as set forth in this Official Notice of Sale.

Any bid submitted pursuant to this Official Notice of Sale shall be considered a firm offer for the purchase of the Series 2023C Bonds, as specified in the bid. In the event that the competitive sale requirements described herein are satisfied, the County’s Financial Advisor shall execute and deliver on the Closing Date a Certificate of Financial Advisor substantially in the form attached hereto as Exhibit C.

(c) In the event that the competitive sale requirements are not satisfied, the County shall so advise the winning bidder. The County may determine to treat (i) the first price at which 10% of a maturity of the Series 2023C Bonds (the “10% test”) is sold to the public as the issue price of that maturity and/or (ii) the initial offering price to the public as of the sale date of any maturity of the Series 2023C Bonds as the issue price of that maturity (the “hold-the-offering-price rule”), in each case applied on a maturity-by-maturity basis. The winning bidder shall advise the County if any maturity of the Series 2023C Bonds satisfies the 10% test as of the date and time of the award of the Series 2023C Bonds. The County shall promptly advise the winning bidder, at

or before the time of award of the Series 2023C Bonds, which maturities of the Series 2023C Bonds shall be subject to the 10% test or shall be subject to the hold-the-offering-price rule. Bids will not be subject to cancellation in the event that the County determines to apply the hold-the-offering-price rule to any maturity of the Series 2023C Bonds. Bidders should prepare their bids on the assumption that some or all of the maturities of the Series 2023C Bonds will be subject to the hold-the-offering-price rule in order to establish the issue price of the Series 2023C Bonds.

(d) By submitting a bid, the winning bidder shall (i) confirm that it and all other underwriters have offered or will offer the Series 2023C Bonds to the public on or before the date of award at the offering price or prices (the “initial offering price”), or at the corresponding yield or yields, set forth in the bid submitted by the winning bidder and (ii) agree, on behalf of itself and all other underwriters participating in the purchase of the Series 2023C Bonds, that the underwriters will neither offer nor sell unsold Series 2023C Bonds of any maturity to which the hold-the-offering-price rule shall apply to any person at a price that is higher than the initial offering price to the public during the period starting on the sale date and ending on the earlier of the following:

- (A) the close of the fifth (5th) business day after the sale date; or
- (B) the date on which the underwriters have sold at least 10% of that maturity of the Series 2023C Bonds to the public at a price that is no higher than the initial offering price to the public.

The winning bidder will advise the County promptly after the close of the fifth (5th) business day after the sale date whether it has sold 10% of that maturity of the Series 2023C Bonds to the public at a price that is no higher than the initial offering price to the public.

(e) If the competitive sale requirements are not satisfied, then until the 10% test has been satisfied as to each maturity of the Series 2023C Bonds, the winning bidder agrees to promptly report to the County the prices at which the unsold Series 2023C Bonds of that maturity have been sold to the public. That reporting obligation shall continue, whether or not the Closing Date has occurred, until either (i) all the Series 2023C Bonds of that maturity have been sold or (ii) the 10% test has been satisfied as to the Series 2023C Bonds of that maturity, provided that, the winning bidder’s reporting obligation after the Closing Date may be at reasonable periodic intervals or otherwise upon request of the County or Bond Counsel.

(f) The County acknowledges that, in making the representations set forth above, the winning bidder will rely on (i) the agreement of each underwriter to comply with the requirements for establishing issue price of the Series 2023C Bonds, including, but not limited to, its agreement to comply with the hold-the-offering-price rule, if applicable to the Series 2023C Bonds, as set forth in an agreement among underwriters and the related pricing wires, (ii) in the event a selling group has been created in connection with the initial sale of the Series 2023C Bonds to the public, the agreement of each dealer who is a member of the selling group to comply with the requirements for establishing issue price of the Series 2023C Bonds, including, but not limited to, its agreement to comply with the hold-the-offering-price rule, if applicable to the Series 2023C Bonds, as set forth in a selling group agreement and the related pricing wires, and (iii) in the event that an underwriter or dealer who is a member of the selling group is a party to a third-party distribution agreement that was employed in connection with the initial sale of the Series 2023C Bonds to the public, the agreement of each broker-dealer that is a party to such agreement to comply with the requirements for establishing issue price of the Series 2023C Bonds, including, but not limited to, its agreement to comply with the hold-the-offering-price rule, if applicable to the Series 2023C Bonds, as set forth in the third-party distribution agreement and the related pricing

wires. The County further acknowledges that each underwriter shall be solely liable for its failure to comply with its agreement regarding the requirements for establishing issue price of the Series 2023C Bonds, including, but not limited to, its agreement to comply with the hold-the-offering-price rule, if applicable to the Series 2023C Bonds, and that no underwriter shall be liable for the failure of any other underwriter, or of any dealer who is a member of a selling group, or of any broker-dealer that is a party to a third-party distribution agreement to comply with its corresponding agreement to comply with the requirements for establishing issue price of the Series 2023C Bonds, including, but not limited to, its agreement to comply with the hold-the-offering-price rule if applicable to the Series 2023C Bonds.

(g) By submitting a bid, each bidder confirms that:

(i) any agreement among underwriters, any selling group agreement and each third-party distribution agreement (to which the bidder is a party) relating to the initial sale of the Series 2023C Bonds to the public, together with the related pricing wires, contains or will contain language obligating each underwriter, each dealer who is a member of the selling group, and each broker-dealer that is a party to such third party distribution agreement, as applicable:

(A)(1) to report the prices at which it sells to the public the unsold Series 2023C Bonds of each maturity allocated to it, whether or not the Closing Date has occurred until either all Series 2023C Bonds of that maturity allocated to it have been sold or until it is notified by the winning bidder that the 10% test has been satisfied as to the Series 2023C Bonds of that maturity, provided that, the reporting obligation after the Closing Date may be at reasonable periodic intervals or otherwise upon request of the winning bidder and (2) to comply with the hold-the-offering-price rule, if applicable, if and for so long as directed by the winning bidder and as set forth in the related pricing wires.

(B) to promptly notify the winning bidder of any sales of Series 2023C Bonds that, to its knowledge, are made to a purchaser who is a related party to an underwriter participating in the initial sale of the Series 2023C Bonds to the public (each such term being used as defined below), and

(C) to acknowledge that, unless otherwise advised by the underwriter, dealer or broker-dealer, the winning bidder shall assume that each order submitted by the underwriter, dealer or broker-dealer is a sale to the public.

(ii) any agreement among underwriters or selling group agreement relating to the initial sale of the Series 2023C Bonds to the public, together with the related pricing wires, contains or will contain language obligating each underwriter or dealer that is a party to a third-party distribution agreement to be employed in connection with the initial sale of the Series 2023C Bonds to the public to require each broker-dealer that is a party to such third-party distribution agreement to (A) report the prices at which it sells to the public the unsold Series 2023C Bonds of each maturity allocated to it, whether or not the Closing Date has occurred, until either all Series 2023C Bonds of that maturity allocated to it have been sold or it is notified by the winning bidder or such underwriter that the 10% test has been satisfied as

to the Series 2023C Bonds of that maturity, provided that, the reporting obligation after the Closing Date may be at reasonable periodic intervals or otherwise upon request of the winning bidder or such underwriter and (B) comply with the hold-the-offering-price rule, if applicable, if and for so long as directed by the winning bidder or the underwriter and as set forth in the related pricing wires.

(h) Sales of any Series 2023C Bonds to any person that is a related party to an underwriter participating in the initial sale of the Series 2023C Bonds to the public (each such term being used as defined below) shall not constitute sales to the public for purposes of this Official Notice of Sale. Further, for purposes of this Official Notice of Sale:

- (i) “public” means any person other than an underwriter or a related party,
- (ii) “underwriter” means (A) any person that agrees pursuant to a written contract with the County (or with the lead underwriter to form an underwriting syndicate) to participate in the initial sale of the Series 2023C Bonds to the public and (B) any person that agrees pursuant to a written contract directly or indirectly with a person described in clause (A) to participate in the initial sale of the Series 2023C Bonds to the public (including a member of a selling group or a party to a third-party distribution agreement participating in the initial sale of the Series 2023C Bonds to the public),
- (iii) a purchaser of any of the Series 2023C Bonds is a “related party” to an underwriter if the underwriter and the purchaser are subject, directly or indirectly, to (A) more than 50% common ownership of the voting power or the total value of their stock, if both entities are corporations (including direct ownership by one corporation of another), (B) more than 50% common ownership of their capital interests or profits interests, if both entities are partnerships (including direct ownership by one partnership of another), or (C) more than 50% common ownership of the value of the outstanding stock of the corporation or the capital interests or profit interests of the partnership, as applicable, if one entity is a corporation and the other entity is a partnership (including direct ownership of the applicable stock or interests by one entity of the other), and
- (iv) “sale date” means the date that the Series 2023C Bonds are awarded by the County to the winning bidder, which is expected to be [May 3, 2023].

LEGAL OPINIONS

The opinion of Greenberg Traurig, P.A., serving as Bond Counsel will approve the legality of the Series 2023C Bonds and state other matters relating to the treatment of interest on the Series 2023C Bonds for federal income tax purposes. For a further discussion of certain federal income tax matters relating to the Series 2023C Bonds, see the information under the caption “TAX MATTERS” in the Preliminary Official Statement. Bond Counsel will furnish to the successful bidder, without charge, a reliance letter with respect to its opinion to be delivered to the County, together with the closing documents customarily delivered by the County for the issuance of bonds.

Locke Lord LLP, Disclosure Counsel to the County ("Disclosure Counsel"), has advised the County on certain matters relating to disclosure for the issuance of the Series 2023C Bonds and in connection with the preparation of the Preliminary Official Statement and the Official Statement. Disclosure Counsel will furnish to the successful bidder, without charge, a reliance letter with respect to its opinion to be delivered to the County.

The proposed text of the legal opinion of Bond Counsel is set forth in Appendix D to the Preliminary Official Statement. The actual legal opinion to be delivered may vary from the text of Appendix D, if necessary, to reflect facts and law on the date of delivery of the Series 2023C Bonds. The opinion will speak only as of its date and Bond Counsel will assume any duty to update or supplement its opinion to reflect any change in facts or circumstances, including changes in law that may thereafter occur or become effective.

GOOD FAITH DEPOSIT

The successful bidder is required to provide by wire transfer to the County prior to the award of the Series 2023C Bonds a good faith deposit in the amount of \$1,140,000 representing approximately two percent (2%) of the principal amount of the Series 2023C Bonds (the "Good Faith Deposit"). Please see "BIDDING DETAILS" and "TERMS AND BASIS OF AWARD" for further details.

The proceeds of the Good Faith Deposit of the successful bidder shall be held as security for the performance of the successful bidder's obligation to comply with the terms of its bid. At the time of the delivery of and payment for the Series 2023C Bonds, the amount of the Good Faith Deposit shall be credited against the purchase price due from the successful bidder for the Series 2023C Bonds. In the event the successful bidder should fail to comply with the terms of its bid, the proceeds of the Good Faith Deposit shall be retained by the County. The retention of such proceeds by the County will constitute full liquidated damages and the successful bidder shall have no further liability. If the Series 2023C Bonds are not issued for any reason other than the successful bidder failing to comply with its bid, the County shall promptly deliver the proceeds of the Good Faith Deposit to the successful bidder, in immediately available funds, and the County shall have no further liability to the successful bidder. No interest shall be paid or credited to the successful bidder on the proceeds of the Good Faith Deposit.

BIDDING DETAILS

All bids must be unconditional and submitted electronically via Parity®. **No telephone, facsimile, mail, courier delivery or personal delivery bids will be accepted.** To participate, bidders must be a contracted customer of the System. If the prospective bidder does not have a contract with the System, call (212) 849-5021 to become a customer and to obtain a list of the bidding rules and procedures. To the extent any instructions or directions set forth on Parity® conflict with this Official Notice of Sale, the terms of this Official Notice of Sale shall control.

After receipt of bids is closed and prior to the award, the apparent successful bidder indicated on Parity® must submit the Good Faith Deposit to the County by wire transfer. The award to the apparent successful bidder is contingent upon receipt of the Good Faith Deposit and the Series 2023C Bonds will not be awarded by or on behalf of the County to such bidder until the County has confirmed receipt of the Good Faith Deposit. Wiring instructions for the Good Faith Deposit may be obtained by contacting the County's Debt Manager, Mark Braun, at (561) 355-2733.

Each bidder will be solely responsible for making the necessary arrangements to access the System for purposes of submitting its bid in a timely manner and in compliance with the requirements of this Official Notice of Sale. IHS Markit will not have any duty or obligation to provide or assure such access to any bidder, and neither the County nor IHS Markit will be responsible for the proper operation of, or have any liability for, any delays or interruptions of, or any damages caused by, the System. The County is authorizing the use of Parity® as a communications mechanism to conduct the electronic bidding for the Series 2023C Bonds; the owners of such service are not agents of the County. The County is not bound by any advice and determination of IHS Markit to the effect that any particular bid complies with the terms of this Official Notice of Sale and in particular the specifications set forth in this Official Notice of Sale, including under "TERMS OF BID AND BASIS OF AWARD" below. All costs and expenses incurred by bidders in connection with their registration and submission of bids via Parity® are the sole responsibility of such bidders.

TERMS OF BID AND BASIS OF AWARD

Bids must be unconditional and for the purchase of all, but not less than all, of the Series 2023C Bonds. **THE PURCHASE PRICE FOR THE SERIES 2023C BONDS SHALL BE NO LESS THAN 99% OF THE PAR AMOUNT OF THE SERIES 2023C BONDS.**

The Series 2023C Bonds shall bear interest expressed in multiples of one-eighth (1/8) or one-twentieth (1/20) of one per centum. All Series 2023C Bonds maturing on the same date shall bear the same rate of interest, and for maturities occurring after the optional call date of May 1, 2033, the minimum coupon shall be 5.00%.

The Series 2023C Bonds will be awarded to the bidder offering to purchase the Series 2023C Bonds at the lowest annual interest cost computed on a TIC basis, but not exceeding 6.00%. The annual TIC will be determined by doubling the semi-annual interest rate (compounded semi-annually) necessary to discount the debt service payments on the Series 2023C Bonds from the payment dates to the date of the Series 2023C Bonds and to the price bid. For purposes of this Official Notice of Sale, sinking fund installments for any Term Bonds shall be considered as serial maturities. The TIC must be calculated to six (6) decimal places. If two or more bids provide the lowest TIC, the County shall determine by lot which bid shall be accepted, and such determination shall be final.

Award or rejection of bids will be made by the County prior to 4:00 p.m., West Palm Beach, Florida Time on the date of receipt of bids. ALL BIDS SHALL REMAIN FIRM UNTIL 5:00 P.M., WEST PALM BEACH, FLORIDA TIME, ON THE DATE OF RECEIPT OF BIDS. **Award is subject to the timely receipt of the Good Faith Deposit as mentioned above.**

EACH BIDDER MUST SPECIFY IN ITS BID THE INTEREST RATE FOR THE SERIES 2023C BONDS OF EACH MATURITY AND ALL SERIES 2023C BONDS MATURING ON THE SAME DATE MUST BEAR INTEREST AT THE SAME RATE. NO BIDS FOR LESS THAN ALL OF THE SERIES 2023C BONDS OFFERED WILL BE ENTERTAINED. THE COUNTY RESERVES THE RIGHT TO REJECT ALL BIDS OR ANY BID NOT CONFORMING TO THIS OFFICIAL NOTICE OF SALE. THE COUNTY ALSO RESERVES THE RIGHT TO WAIVE, IF PERMITTED BY LAW, ANY IRREGULARITY OR INFORMALITY IN ANY PROPOSAL. THE COUNTY SHALL NOT REJECT ANY CONFORMING BID UNLESS ALL CONFORMING BIDS ARE REJECTED. BY 2:00 P.M. EASTERN TIME, BIDDERS MUST SUBMIT A LIST OF SYNDICATE MEMBERS TO THE COUNTY DEBT MANAGER BY FACSIMILE AT (561) 656-7142.

COMPLIANCE WITH SEC AND MSRB RULES

The successful bidder agrees to take any and all other actions necessary to comply with applicable SEC and Municipal Securities Rulemaking Board (the “MSRB”) rules governing the offering, sale and delivery of the Series 2023C Bonds, including, without limitation, the payment of any fees or charges required to be paid by the MSRB or the Securities Industry and Financial Markets Association in connection with the purchase or sale of the Series 2023C Bonds.

SMALL BUSINESS ENTERPRISE PARTICIPATION

It is the County’s policy to foster participation by African-American firms, Hispanic firms, women-owned firms, and disadvantaged business enterprises (collectively, the “Small Business Enterprise Firms”) in each of its bond issues. The County strongly encourages each bidder to support that policy by including Small Business Enterprise Firms in its syndicate. No bid, however, will be considered non-responsive on the basis of non-compliance with the County’s request that the syndicate include Small Business Enterprise Firms. **To assist the County, each bidder shall identify any Small Business Enterprise Firms that are part of the syndicate.**

SETTLEMENT OF SERIES 2023C BONDS

It is expected that closing for the Series 2023C Bonds will occur in West Palm Beach, Florida on or about [May 31,] 2023 (the “Closing Date”), or such other date as shall be appropriate to ensure compliance with the Rule. On the Closing Date, the Series 2023C Bonds will be delivered to DTC, as securities depository, and registered in the name of Cede & Co., as nominee of DTC. The successful bidder shall timely obtain CUSIP identification numbers and pay CUSIP Service Bureau charges for assignment of the numbers. **The successful bidder shall advise the County within two (2) business days after notice of award of the CUSIP identification numbers for the Series 2023C Bonds.** The successful bidder shall also advise the underwriting department of DTC, not less than four (4) business days prior to the Closing Date, of the interest rates borne by the Series 2023C Bonds, the CUSIP identification numbers and the Closing Date. Any delay, error or omission with respect to the CUSIP numbers shall not constitute a cause for failure or refusal by the successful bidder to accept delivery of, and pay for, the Series 2023C Bonds in accordance with the terms of this Official Notice of Sale.

FULL PAYMENT OF THE PURCHASE PRICE (MINUS THE AMOUNT OF THE GOOD FAITH DEPOSIT) MUST BE MADE TO THE COUNTY BY 11:00 A.M. EASTERN TIME ON THE CLOSING DATE BY THE SUCCESSFUL BIDDER IN FEDERAL RESERVE FUNDS OR IMMEDIATELY AVAILABLE FUNDS, WITHOUT COST TO THE COUNTY.

BLUE SKY LAWS

The successful bidder will be responsible for the clearance or exemption with respect to the status of the Series 2023C Bonds for sale under the securities or “Blue Sky” laws of the several states and the preparation of any surveys or memoranda in connection with such sale. The County shall have no responsibility for such clearance, exemption or preparation.

CLOSING DOCUMENTS

In addition to the opinions of Bond Counsel and Disclosure Counsel referred to above, at the time of payment for and delivery of the Series 2023C Bonds, the County will furnish the successful bidder with the following documents, all to be dated as of the Closing Date:

1. ***No Litigation Opinion*** - An opinion of the Office of the County Attorney to the effect that, except as described in the Official Statement, there is no litigation pending or, to its knowledge, threatened which, if determined adversely, would materially adversely affect the validity of the Series 2023C Bonds.
2. ***General Certificate*** - A certificate or certificates of the appropriate officers of the County to the effect that (1) to the best of such officer's knowledge and belief, and after reasonable investigation, (a) neither the Official Statement nor any amendment or supplement to it contains any untrue statement of a material fact or omits to state any material fact necessary to make the statements therein, in light of the circumstances under which they were made, not misleading, and (b) since the date of the Official Statement, no materially adverse change has occurred in the financial position or results of operation of the County, except as set forth in or contemplated by the Official Statement; and (2) the Series 2023C Bonds have been executed by the manual or facsimile signature of the appropriate County officials who were duly authorized to execute the same.
3. ***Debt Manager's Receipt*** - The receipt of the Debt Manager showing that the purchase price of the Series 2023C Bonds has been received and deposited in the appropriate funds and accounts.

The successful bidder will also be required to execute certain closing documents required by Florida law or by Bond Counsel in connection with the delivery of the Series 2023C Bonds or the delivery of the opinions of Bond Counsel described in this Official Notice of Sale.

PRELIMINARY OFFICIAL STATEMENT; FINAL OFFICIAL STATEMENT

The County has authorized the distribution of the Preliminary Official Statement, which it deemed final (except for permitted omissions) for purposes of the Rule. The Preliminary Official Statement describes the Series 2023C Bonds and contains information with respect to the County and the Non-Ad Valorem Revenues. The Preliminary Official Statement may be obtained electronically from www.i-Dealprospectus.com or from the County and the County's financial advisor as provided under "ADDITIONAL INFORMATION" below.

This Official Notice of Sale is not intended to be a disclosure document. All bidders must review the Preliminary Official Statement and will be required to certify that they have done so prior to participating in the bidding. In the event of any conflict between the statements contained in the Preliminary Official Statement and in this Official Notice of Sale, the statements contained in the Preliminary Official Statement shall prevail.

Upon the sale of the Series 2023C Bonds, the County will deliver a final Official Statement substantially in the same form as the Preliminary Official Statement, subject to such amendments as are necessary, to the successful bidder within the earlier of seven (7) business days following the sale of the Series 2023C Bonds or to accompany the successful bidder's confirmation that requests payment for the Series 2023C Bonds. [Up to five hundred (500) copies of the Official Statement (and any supplement to the Official Statement) will be made available to the successful

bidder at the expense of the County. Additional copies may be obtained at the expense of the successful bidder.] **[I thought only electronic distribution]**

MANDATORY STATE FILING

Section 218.38(1)(b)1, Florida Statutes, as amended, requires that the County file, within one hundred twenty (120) days after the delivery of the Series 2023C Bonds, an information statement with the Division of Bond Finance of the Board of Administration of the State of Florida (the "Division of Bond Finance") containing the following information: (a) the name and address of the managing underwriter, if any, connected with the bond issue; (b) the name and address of any attorney or financial consultant who advised the County with respect to the bond issue; (c) any fee, bonus, or gratuity paid by any underwriter or financial consultant, in connection with the bond issue, to any person not regularly employed or engaged by such underwriter or consultant; and (d) any other fee paid by the County with respect to the bond issue, including any fee paid to attorneys or financial consultants. The successful bidder shall provide to the County the information mentioned in (a) and (c) above when the Series 2023C Bonds are delivered. Such information provided pursuant to the cited Statute shall be maintained by the Division of Bond Finance and by the County as a public record.

TRUTH-IN-BONDING STATEMENT

Each bidder will be required to complete and sign the Truth-in-Bonding Statement set forth in Exhibit B to this Official Notice of Sale and submit such statement to the County's Debt Manager (which submission may be by facsimile transmission at (561) 656-7142 on the date bids are due and prior to award of the Series 2023C Bonds by the County.

PUBLIC ENTITY CRIMES

Section 287.133, Florida Statutes, provides, among other things, that a person or affiliate who has been placed on the convicted vendor list following a conviction for a public entity crime may not submit a bid, proposal, or reply on a contract to provide any goods or services to a public entity, may not be awarded or perform work as a contractor, supplier, subcontractor, or consultant under a contract with any public entity, and may not transact business with any public entity in excess of the threshold amount provided in Section 287.017, Florida Statutes, for CATEGORY TWO (currently \$25,000) for a period of thirty-six (36) months following the date of being placed on the convicted vendor list.

ADDITIONAL INFORMATION

The Preliminary Official Statement and this Official Notice of Sale may be obtained electronically from www.i-Dealprospectus.com. In addition, copies of the Preliminary Official Statement and this Official Notice of Sale will be furnished, in limited quantities, upon request to PFM Financial Advisors LLC, 2222 Ponce de Leon Boulevard, 3rd Floor, Coral Gables, Florida 33134, (786) 671-7481, Attention: Pete Varona, Senior Managing Consultant.

PALM BEACH COUNTY, FLORIDA

Mark Braun, CPA
Debt Manager

Dated: [April 19, 2023]

EXHIBIT A

ISSUE PRICE CERTIFICATE

\$ _____

PALM BEACH COUNTY, FLORIDA PUBLIC IMPROVEMENT REVENUE BONDS, SERIES 2023C

The undersigned, on behalf of [NAME OF UNDERWRITER/REPRESENTATIVE] [“([SHORT NAME OF UNDERWRITER])”] [(the “Representative”)] [, on behalf of itself and [NAMES OF OTHER UNDERWRITERS] (together, the “Underwriting Group”)] hereby certifies as set forth below with respect to the sale and issuance of the above-captioned obligations (the “Series 2023C Bonds”).

Alternative I - If Competitive Sale Rule applies:

1. *Reasonably Expected Initial Offering Price*

(a) As of the Sale Date, the reasonably expected initial offering prices of the Series 2023C Bonds to the Public by [SHORT NAME OF UNDERWRITER] are the prices listed in Schedule A (the “Expected Offering Prices”). The Expected Offering Prices are the prices for the Maturities of the Series 2023C Bonds used by [SHORT NAME OF UNDERWRITER] in formulating its bid to purchase the Series 2023C Bonds. Attached as Schedule B is a true and correct copy of the bid provided by [SHORT NAME OF UNDERWRITER] to purchase the Series 2023C Bonds.

(b) [SHORT NAME OF UNDERWRITER] was not given the opportunity to review other bids prior to submitting its bid.

(c) The bid submitted by [SHORT NAME OF UNDERWRITER] constituted a firm offer to purchase the Series 2023C Bonds.

Alternative II – If all Maturities use General Rule:

1. *Sale of Bonds under General Rule.*

(a) As of the date of this certificate, for each Maturity of the Series 2023C Bonds, the first price at which at least 10% of such Maturity of the Series 2023C Bonds was sold to the Public is the respective price listed in Schedule A.

Alternative III – If select Maturities use General Rule:

1. *Sale of Bonds under General Rule (Select Maturities).*

(a) As of the date of this certificate, for each Maturity of the General Rule Maturities, the first price at which at least 10% of such Maturity of the Series 2023C Bonds was sold to the Public is the respective price listed in Schedule A.

(b) [SHORT NAME OF UNDERWRITER][The Underwriting Group] offered the Hold-the-Offering-Price Maturities to the public for purchase at the respective initial offering prices listed in Schedule A (the “Initial Offering Prices”) on or before the Sale Date. A copy of the bid provided

by [SHORT NAME OF UNDERWRITER] to purchase the Series 2023C Bonds is attached to this certificate as Schedule B.

(c) As set forth in the Official Notice of Sale and bid award, [SHORT NAME OF UNDERWRITER][the members of the Underwriting Group] [has][have] agreed in writing that, (i) for each Maturity of the Hold-the-Offering-Price Maturities, [it][they] would neither offer nor sell any of the Series 2023C Bonds of such Maturity to any person at a price that is higher than the Initial Offering Price for such Maturity during the Holding Period for such Maturity (the “hold-the-offering-price rule”), and (ii) any selling group agreement shall contain the agreement of each dealer who is a member of the selling group, and any retail distribution agreement shall contain the agreement of each broker-dealer who is a party to the retail distribution agreement, to comply with the hold-the-offering-price rule. Pursuant to such agreement, no Underwriter (as defined below) has offered or sold any Maturity of the Hold-the-Offering-Price Maturities at a price that is higher than the respective Initial Offering Price for that Maturity of the Series 2023C Bonds during the Holding Period.

Alternative IV – If all Maturities use Hold-the-Offering-Price Rule:

1. *Sale of Bonds under Hold-the-Offering Price Rule.*

(a) [SHORT NAME OF UNDERWRITER][The Underwriting Group] offered the Series 2023C Bonds to the Public for purchase at the respective initial offering prices listed in Schedule A (the “Initial Offering Prices”) on or before the Sale Date. A copy of the bid provided by [SHORT NAME OF UNDERWRITER] to purchase the Series 2023C Bonds is attached to this certificate as Schedule B.

(b) As set forth in the Official Notice of Sale and bid award, [SHORT NAME OF UNDERWRITER][the members of the Underwriting Group] [has][have] agreed in writing that, (i) for each Maturity of the Series 2023C Bonds, [it][they] would neither offer nor sell any of the Series 2023C Bonds of such Maturity to any person at a price that is higher than the Initial Offering Price for such Maturity during the Holding Period for such Maturity (the “hold-the-offering-price rule”), and (ii) any selling group agreement shall contain the agreement of each dealer who is a member of the selling group, and any retail distribution agreement shall contain the agreement of each broker-dealer who is a party to the retail distribution agreement, to comply with the hold-the-offering-price rule. Pursuant to such agreement, no Underwriter (as defined below) has offered or sold any Maturity of the Series 2023C Bonds at a price that is higher than the respective Initial Offering Price for that Maturity of the Series 2023C Bonds during the Holding Period.

2. *Total Issue Price.* The total of the issue prices of all the Maturities is \$_____.

3. *Defined Terms.*

(a) *General Rule Maturities* means those Maturities of the Series 2023C Bonds listed in Schedule A hereto as the “General Rule Maturities.”

(b) *Hold-the-Offering-Price Maturities* means those Maturities of the Series 2023C Bonds listed in Schedule A hereto as the “Hold-the-Offering-Price Maturities.”

(c) *Holding Period* means, with respect to a Hold-the-Offering-Price Maturity, the period starting on the Sale Date and ending on the earlier of (i) the close of the fifth business day after the Sale Date ([DATE]), or (ii) the date on which the [SHORT NAME OF UNDERWRITER][the Underwriters] [has][have] sold at least 10% of such Hold-the-Offering-Price

Maturity to the Public at prices that are no higher than the Initial Offering Price for such Hold-the-Offering-Price Maturity.

(d) *Issuer* means the Palm Beach County, Florida.

(e) *Maturity* means the Series 2023C Bonds with the same credit and payment terms. The Series 2023C Bonds with different maturity dates, or with the same maturity date but different stated interest rates, are treated as separate Maturities.

(f) *Public* means any person (including an individual, trust, estate, partnership, association, company, or corporation) other than an Underwriter or a related party to an Underwriter. The term “related party” for purposes of the Series 2023C Bonds generally means any two or more persons who have greater than 50 percent common ownership, directly or indirectly.

(g) The *Sale Date* of the Series 2023C Bonds is [May 3, 2023].

(h) *Underwriter* means (i) any person that agrees pursuant to a written contract with the Issuer (or with the lead underwriter to form an underwriting syndicate) to participate in the initial sale of the Series 2023C Bonds to the Public, and (ii) any person that agrees pursuant to a written contract directly or indirectly with a person described in clause (i) of this paragraph to participate in the initial sale of the Series 2023C Bonds to the Public (including a member of a selling group or a party to a retail distribution agreement participating in the initial sale of the Series 2023C Bonds to the Public).

4. General Disclaimer and Acknowledgement

The representations set forth in this certificate are limited to factual matters only. Nothing in this certificate represents [SHORT NAME OF UNDERWRITER/REPRESENTATIVE]’s interpretation of any laws, including specifically Sections 103 and 148 of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations thereunder. The undersigned understands that the foregoing information will be relied upon by the Issuer with respect to certain of the representations set forth in the Arbitrage and Tax Certificate of the Issuer and with respect to compliance with the federal income tax rules affecting the Series 2023C Bonds, and by Greenberg Traurig, P.A. as bond counsel, in connection with rendering its opinion that the interest on the Series 2023C Bonds is excluded from gross income for federal income tax purposes, the preparation of the Internal Revenue Service Form 8038-G, and other federal income tax advice that it may give to the Issuer from time to time relating to the Series 2023C Bonds.

[UNDERWRITER/REPRESENTATIVE]

By: _____
Name:

Dated: May ___, 2023

SCHEDULE A

[EXPECTED OFFERING PRICES]

[SALE PRICES]

(Attached)

SCHEDULE B
[COPY OF UNDERWRITER'S BID]

(Attached)

EXHIBIT B

TRUTH-IN-BONDING STATEMENT

In compliance with Section 218.385, Florida Statutes, as amended, the undersigned bidder submits the following Truth-In-Bonding Statement with respect to the Palm Beach County, Florida Public Improvement Revenue Bonds, Series 2023C (the "Series 2023C Bonds") (NOTE: For information purposes only and not a part of the bid):

Palm Beach County, Florida (the "County") is proposing to issue \$_____ of Series 2023C Bonds, together with other available moneys, to: (1) finance the cost of renovations and improvements to certain capital facilities of the County (as further described in the Resolution), and (2) pay the costs of issuance of the Series 2023C Bonds. The Series 2023C Bonds are expected to be repaid over a period of approximately _____ (____) years. At a forecasted interest rate of _____%, total interest paid over the life of the Series 2023C Bonds will be \$_____.

The Series 2023C Bonds are special obligations of the County secured by the Pledged Revenues (as defined in the Resolution). Authorizing the debt or obligation will result in an average annual debt service payment of approximately \$_____ of the County's monies not otherwise available to finance the other capital projects of the County each year for approximately ____ years.

(BIDDER'S NAME)

By:_____

Name:

Title:

Date:_____

EXHIBIT C

\$ _____
PALM BEACH COUNTY, FLORIDA
PUBLIC IMPROVEMENT REVENUE BONDS, SERIES 2023C

CERTIFICATE OF FINANCIAL ADVISOR*

The undersigned, on behalf of PFM Financial Advisors LLC (the “Financial Advisor”), as the financial advisor to the Palm Beach County, Florida (the “Issuer”) in connection with the issuance of the above-captioned obligations (the “Series 2023C Bonds”), has assisted the Issuer in soliciting and receiving bids from potential underwriters in connection with the sale of the Series 2023C Bonds in a competitive bidding process in which bids were requested for the purchase of the Series 2023C Bonds at specified written terms, and hereby certifies as set forth below with respect to the bidding process and award of the Series 2023C Bonds.

(a) The Series 2023C Bonds were offered for sale at specified written terms more particularly described in the Official Notice of Sale, which was distributed to potential bidders, a copy of which is attached to this certificate as Attachment 1.

(b) The Official Notice of Sale was disseminated electronically through Parity/BiDCOMP Competitive Bidding System and a summary of the Official Notice of Sale was published in The Bond Buyer® newspaper on [April 19, 2023]. These methods of distribution of the Official Notice of Sale are regularly used for purposes of disseminating notices of sale of new issuances of municipal bonds, and notices disseminated in such manner are widely available to potential bidders.

(c) To the knowledge of the Financial Advisor, all bidders were offered an equal opportunity to bid to purchase the Series 2023C Bonds so that, for example, if the bidding process afforded any opportunity for bidders to review other bids before providing a bid, no bidder was given an opportunity to review other bids that was not equally given to all other bidders (that is, no exclusive “last-look”).

(d) The Issuer received bids from at least three bidders, each of whom, by submitting a bid in accordance with the Official Notice of Sale, represented that they have established industry reputations for underwriting new issuances of municipal bonds. Copies of the bids received for the Series 2023C Bonds are attached to this certificate as Attachment 2.

(e) The winning bidder for the Series 2023C Bonds was [NAME OF UNDERWRITER] (the “Underwriter”), whose bid was determined to be the best conforming bid in accordance with the terms set forth in the Official Notice of Sale, as shown in the bid comparison attached as Attachment 3 to this certificate. The Issuer awarded the Series 2023C Bonds to the Underwriter.

The representations set forth in this certificate are limited to factual matters only. Nothing in this certificate represents the Financial Advisor’s interpretation of any laws, including specifically Sections 103 and 148 of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations thereunder. The undersigned understands that the foregoing information will be relied upon by the Issuer with respect to certain of the representations set forth in the

* To be used if competitive sale rule applies.

Arbitrage and Tax Certificate of the Issuer and with respect to compliance with the federal income tax rules affecting the Series 2023C Bonds, and by Greenberg Traurig, P.A. in connection with rendering its opinion that the interest on the Series 2023C Bonds is excluded from gross income for federal income tax purposes, the preparation of the Internal Revenue Service Form 8038-G, and other federal income tax advice that it may give to the Issuer from time to time relating to the Series 2023C Bonds. No other persons may rely on the representations set forth in this certificate without the prior written consent of the Financial Advisor.

PFM FINANCIAL ADVISORS LLC

By: _____
Name: Pete Varona
Title: Senior Managing Consultant

Dated: [May 31, 2023]

ATTACHMENT 1
OFFICIAL NOTICE OF SALE
(Attached)

ATTACHMENT 2
BIDS RECEIVED
(Attached)

ATTACHMENT 3
BID COMPARISON
(Attached)

685945795v6

PRELIMINARY OFFICIAL STATEMENT DATED _____, 2023

NEW ISSUE-BOOK-ENTRY ONLY

RATINGS: Moody's: "____" (____ outlook)
S&P: "____" (____ outlook)
Fitch: "____" (____ outlook)
See "RATINGS" herein.

In the opinion of Greenberg Traurig, P.A., Bond Counsel, assuming the accuracy of certain representations and certifications and continuing compliance with certain tax covenants, under existing statutes, regulations, rulings and court decisions, interest on the Series 2023C Bonds (as hereinafter defined) is excludable from gross income for federal income tax purposes and, further, interest on the Series 2023C Bonds will not be an item of tax preference for purposes of the alternative minimum tax imposed on individuals. In the case of the alternative minimum tax imposed by Section 55(b)(2) of the Internal Revenue Code of 1986, as amended (the "Code") on applicable corporations (as defined in Section 59(k) of the Code), interest on the Series 2023C Bonds is not excluded from the determination of adjusted financial statement income. See "TAX MATTERS" herein for a description of certain other federal tax consequences of ownership of the Series 2023C Bonds. Bond Counsel is further of the opinion that the Series 2023C Bonds and the interest thereon are not subject to taxation under the laws of the State of Florida, except as to estate taxes and taxes under Chapter 220, Florida Statutes, on interest, income or profits on debt obligations owned by corporations as defined in said Chapter 220. See "TAX MATTERS" herein.

\$_____*

**PALM BEACH COUNTY, FLORIDA
PUBLIC IMPROVEMENT REVENUE BONDS,
SERIES 2023C**



Dated: Date of Delivery

Due: May 1, as shown on the inside covers

Palm Beach County, Florida (the "County") is issuing its \$_____* Public Improvement Revenue Bonds, Series 2023C (the "Series 2023C Bonds"). The Series 2023C Bonds are being issued as fully registered bonds and will be initially issued to and registered only in the name of Cede & Co., as nominee for The Depository Trust Company ("DTC"), New York, New York, which will act as securities depository for the Series 2023C Bonds. The Series 2023C Bonds will be available to purchasers in principal denominations of \$5,000 and integral multiples thereof under the book-entry system maintained by DTC through brokers and dealers who are, or act through, DTC Participants (as described herein). Purchasers will not receive physical delivery of the Series 2023C Bonds. Beneficial Owners (as described herein) of Series 2023C Bonds must maintain an account with a broker or dealer who is, or acts through, a DTC Participant in order to receive payment of the principal of and interest on such Series 2023C Bonds. Disbursements of such payments to the DTC Participants is the responsibility of DTC, and disbursements of such payments to the Beneficial Owners is the responsibility of the DTC Participants and the Indirect Participants (as herein defined), as more fully described herein. See "Book-Entry Only System" herein. The Bank of New York Mellon Trust Company, N.A., Jacksonville, Florida, will serve as the initial Paying Agent and Registrar for the Series 2023C Bonds.

Interest on the Series 2023C Bonds is payable commencing on November 1, 2023 and on each May 1 and November 1 thereafter until maturity. The Series 2023C Bonds are subject to redemption prior to maturity. See "DESCRIPTION OF THE SERIES 2023C BONDS – Redemption Provisions" herein.

The Series 2023C Bonds are being issued by the County for the purpose of providing funds, together with other available moneys, to (i) finance the provision of generators and hardening at certain critical County facilities, the expansion of the County's Medical Examiner's Office and redevelopment of the mosquito control facilities (collectively, the "2023 Projects"), and (ii) pay costs of issuance of the Series 2023C Bonds. See "2023 THE PROJECTS" herein.

The principal of and interest on the Series 2023C Bonds are payable from and secured by a pledge of and a lien on the Pledged Revenues, consisting primarily of Non-Ad Valorem Revenues budgeted, by amendment, if necessary, and appropriated by the County on an annual basis and deposited into the Debt Service Account of the Debt Service Fund established pursuant to the Resolution (as such capitalized terms are defined herein). Until such Non-Ad Valorem revenues are deposited in the Debt Service Account of the Debt Service Fund, the Series 2023C Bondholders shall not have a lien on any Non-Ad Valorem Revenues.

THE SERIES 2023C BONDS SHALL NOT BE OR CONSTITUTE AN INDEBTEDNESS OF THE COUNTY WITHIN THE MEANING OF ANY CONSTITUTIONAL, STATUTORY OR OTHER LIMITATION OR INDEBTEDNESS, BUT SHALL BE PAYABLE SOLELY FROM A LIEN ON AND PLEDGE OF THE PLEDGED REVENUES. NO OWNER OR OWNERS OF ANY SERIES 2023C BONDS ISSUED HEREUNDER SHALL EVER HAVE THE RIGHT TO COMPEL THE EXERCISE OF THE AD VALOREM TAXING POWER OF THE COUNTY, OR TAXATION IN ANY FORM ON ANY REAL PROPERTY THEREIN TO PAY THE SERIES 2023C BONDS OR THE INTEREST THEREON. IT IS FURTHER AGREED BETWEEN THE COUNTY AND THE BONDHOLDERS THAT THE SERIES 2023C BONDS AND THE OBLIGATIONS EVIDENCED THEREBY SHALL NOT CONSTITUTE A LIEN UPON ANY OF THE 2023 PROJECTS OR ON ANY OTHER PROPERTY OF OR IN THE COUNTY, BUT SHALL CONSTITUTE A LIEN ONLY ON THE PLEDGED REVENUES PLEDGED THERETO, ALL IN THE MANNER PROVIDED IN THE RESOLUTION.

This cover page contains information for quick reference only. It is not a summary of the issue. Investors must read this entire official statement to obtain information essential to the making of an informed investment decision.

The Series 2023C Bonds are offered for delivery when, as and if issued by the County, subject to approval of certain legal matters by Greenberg Traurig, P.A., West Palm Beach, Florida as Bond Counsel and Locke Lord LLP, West Palm Beach, Florida as Disclosure Counsel to the County. The County is represented by the Office of the County Attorney. PFM Financial Advisors LLC is serving as Financial Advisor to the County with respect to the Series 2023C Bonds. The Series 2023C Bonds are expected to be delivered through the facilities of DTC in New York, New York on or about May _____, 2023.

Electronic bids for the Series 2023C Bonds will be received through Parity Electronic Bid Submission System as described in the related Official Notice of Sale.

Dated: April _____, 2023.

*Preliminary, subject to change.

\$ _____
PALM BEACH COUNTY, FLORIDA
Public Improvement Revenue Bonds, Series 2023C

**MATURITIES, PRINCIPAL AMOUNTS, INTEREST RATES, PRICES,
YIELDS AND INITIAL CUSIP NUMBERS**

<u>Maturity</u> <u>(May 1)</u>	<u>Principal</u> <u>Amount</u>	<u>Interest</u> <u>Rate</u>	<u>Price</u>	<u>Yield</u>	<u>Initial</u> <u>CUSIP Number</u> ⁽²⁾
2024					696543
2025					696543
2026					696543
2027					696543
2028					696543
2029					696543
2030					696543
2031					696543
2032					696543
2033					696543
2034					696543
2035					696543
2036					696543
2037					696543
2038					696543
2039					696543
2040					696543
2041					696543
2042					696543
2043					696543

⁽¹⁾ Yield to the first optional redemption date of May 1, 2033.

⁽²⁾ CUSIP is a registered trademark of the American Bankers Association. CUSIP data herein is provided by CUSIP Global Services, managed by Standards & Poor's Financial Services LLC on behalf of The American Bankers Association. This data is not intended to create a database and does not serve in any way as a substitute for the CUSIP Services. CUSIP numbers are included herein solely for the convenience of the purchasers of the Series 2023C Bonds. Neither the County nor the Purchasers shall be responsible for the selection or correctness of the CUSIP numbers set forth herein.

PALM BEACH COUNTY, FLORIDA

301 N. Olive Avenue
West Palm Beach, FL 33401
(561) 355-2030

BOARD OF COUNTY COMMISSIONERS

GREGG K. WEISS Mayor
MARIA SACHS, Vice Mayor

MACK BERNARD, Commissioner
MARIA G. MARINO, Commissioner
MICHAEL A. BARNETT, Commissioner
MARCI WOODWARD, Commissioner
SARA BAXTER, Commissioner

County Administrator

VERDENIA C. BAKER

County Attorney

DENISE COFFMAN, ESQ.

Clerk & Comptroller

JOSEPH ABRUZZO

Financial Advisors

PFM FINANCIAL ADVISORS LLC

Bond Counsel

GREENBERG TRAURIG, P.A.

Disclosure Counsel

LOCKE LORD LLP

No dealer, broker, salesman or other person has been authorized by the County to give any information or to make any representations in connection with the Series 2023C Bonds, other than as contained in this Official Statement, and if given or made, such information or representations must not be relied upon as having been authorized by the County. This Official Statement does not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the Series 2023C Bonds, by any person in any jurisdiction in which it is unlawful for such person to make such offer, solicitation or sale. The information set forth herein has been obtained from the County, DTC and other sources which are believed to be reliable. The information and expressions of opinion stated herein are subject to change, and neither the delivery of this Official Statement nor any sale made hereunder shall, under any circumstances, any implication that there has been no change in the matters described herein since the date hereof.

All summaries herein of documents and agreements are qualified in their entirety by reference to such documents and agreements, and all summaries herein of the Series 2023C Bonds are qualified in their entirety by reference to the form thereof included in the aforesaid documents and agreements.

NO REGISTRATION STATEMENT RELATING TO THE SERIES 2023C BONDS HAS BEEN FILED WITH THE SECURITIES AND EXCHANGE COMMISSION (THE "SEC") OR WITH ANY STATE SECURITIES COMMISSION. IN MAKING ANY INVESTMENT DECISION, INVESTORS MUST RELY ON THEIR OWN EXAMINATIONS OF THE COUNTY AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. THE SERIES 2023C BONDS HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SEC OR ANY STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY. THE FOREGOING AUTHORITIES HAVE NOT PASSED UPON THE ACCURACY OR ADEQUACY OF THIS OFFICIAL STATEMENT. ANY REPRESENTATION TO THE CONTRARY MAY BE A CRIMINAL OFFENSE.

CERTAIN STATEMENTS INCLUDED OR INCORPORATED BY REFERENCE IN THIS OFFICIAL STATEMENT CONSTITUTE "FORWARD LOOKING STATEMENTS." SUCH STATEMENTS GENERALLY ARE IDENTIFIABLE BY THE TERMINOLOGY USED, SUCH AS "PLAN," "EXPECT," "ESTIMATE," "BUDGET" OR OTHER SIMILAR WORDS. THE ACHIEVEMENT OF CERTAIN RESULTS OR OTHER EXPECTATIONS CONTAINED IN SUCH FORWARD LOOKING STATEMENTS INVOLVE KNOWN AND UNKNOWN RISKS, UNCERTAINTIES AND OTHER FACTORS THAT MAY CAUSE ACTUAL RESULTS, PERFORMANCE OR ACHIEVEMENTS DESCRIBED TO BE MATERIALLY DIFFERENT FROM ANY FUTURE RESULTS, PERFORMANCE OR ACHIEVEMENTS EXPRESSED OR IMPLIED BY SUCH FORWARD LOOKING STATEMENTS. THE COUNTY DOES NOT PLAN TO ISSUE ANY UPDATES OR REVISIONS TO THOSE FORWARD LOOKING STATEMENTS IF OR WHEN ITS EXPECTATIONS OR EVENTS, CONDITIONS OR CIRCUMSTANCES ON WHICH SUCH STATEMENTS ARE BASED OCCUR, SUBJECT TO ANY CONTRACTUAL OR LEGAL RESPONSIBILITIES TO THE CONTRARY.

THIS OFFICIAL STATEMENT DOES NOT CONSTITUTE A CONTRACT BETWEEN THE COUNTY AND ANY ONE OR MORE OF THE OWNERS OF THE SERIES 2023C BONDS.

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OFFICIAL STATEMENT

relating to

\$_____*

**PALM BEACH COUNTY, FLORIDA
PUBLIC IMPROVEMENT REVENUE BONDS,
SERIES 2023C**

INTRODUCTION

The purpose of this Official Statement is to set forth certain information relating to Palm Beach County, Florida (the "County") and the issuance of its \$_____ * Public Improvement Revenue Bonds, Series 2023C (the "Series 2023C Bonds"). The Series 2023C Bonds are being issued pursuant to the Constitution of the State of Florida, Chapters 125 and 166, Florida Statutes, the County Charter and other applicable provisions of law (collectively, the "Act"), and pursuant to Resolution No. R-2023-_____ adopted by the Board of County Commissioners of the County (the "Board") on April 18, 2023 (the "Resolution"). Capitalized terms not otherwise defined in this Official Statement have the same meanings assigned to such terms in the Resolution. See "APPENDIX A – THE RESOLUTION" attached hereto.

The principal of and interest on the Series 2023C Bonds are payable from and secured solely by a pledge of and a lien on the Pledged Revenues (as described herein), consisting primarily of Non-Ad Valorem Revenues budgeted, by amendment, if necessary, and appropriated by the County on an annual basis and deposited into the Debt Service Account of the Debt Service Fund (as such terms are defined in the Resolution) established pursuant to the Resolution. Until such Non-Ad Valorem Revenues are deposited in the Debt Service Account of the Debt Service Fund, the Series 2023C Bondholders shall not have a lien on any Non-Ad Valorem Revenues.

THE SERIES 2023C BONDS SHALL NOT BE OR CONSTITUTE AN INDEBTEDNESS OF THE COUNTY WITHIN THE MEANING OF ANY CONSTITUTIONAL, STATUTORY OR OTHER LIMITATION OR INDEBTEDNESS, BUT SHALL BE PAYABLE SOLELY FROM A LIEN ON AND PLEDGE OF THE PLEDGED REVENUES. NO OWNER OR OWNERS OF ANY SERIES 2023C BONDS ISSUED HEREUNDER SHALL EVER HAVE THE RIGHT TO COMPEL THE EXERCISE OF THE AD VALOREM TAXING POWER OF THE COUNTY, OR TAXATION IN ANY FORM ON ANY REAL PROPERTY THEREIN TO PAY THE SERIES 2023C BONDS OR THE INTEREST THEREON. IT IS FURTHER AGREED BETWEEN THE COUNTY AND THE BONDHOLDERS THAT THE SERIES 2023C BONDS AND THE OBLIGATIONS EVIDENCED THEREBY SHALL NOT CONSTITUTE A LIEN UPON ANY OF THE 2023 PROJECTS OR ON ANY OTHER PROPERTY OF OR IN THE COUNTY, BUT SHALL CONSTITUTE A LIEN ONLY ON THE PLEDGED REVENUES PLEDGED THERETO, ALL IN THE MANNER PROVIDED IN THE RESOLUTION. See "ENFORCEABILITY OF REMEDIES," herein.

*Preliminary, subject to change.

This Official Statement also includes summaries of the Series 2023C Bonds, the Resolution, information about the County and certain reports and other financial and statistical data. The summaries and references to all documents, statutes, reports and other instruments referred to herein do not purport to be complete, comprehensive or definitive and each summary and reference is qualified in its entirety by reference to each such document, statute, report or instrument.

This Official Statement speaks only as of its date, and the information contained herein is subject to change.

PURPOSE OF THE SERIES 2023C BONDS

The Series 2023C Bonds are being issued by the County for the purpose of providing funds, together with other available moneys, to (i) finance the 2023 Projects (as defined below), and (ii) pay costs of issuance of the Series 2023C Bonds. See "THE 2023 PROJECTS" below.

THE 2023 PROJECTS

The 2023 Projects include, but are not limited to, the provision of generators and hardening at certain critical County facilities, the expansion of the County's Medical Examiner's Office and redevelopment of the Mosquito Control Facilities (collectively, the "2023 Projects").

DESCRIPTION OF THE SERIES 2023C BONDS

General Description

The Series 2023C Bonds will be issued as fully registered bonds, initially registered in the name of Cede & Co., as nominee of The Depository Trust Company ("DTC"), New York, New York ("DTC"). DTC will act as securities depository for the Series 2023C Bonds. Individual purchases of the Series 2023C Bonds will be made in book-entry form only, and purchasers will not receive physical delivery of the Series 2023C Bonds or any certificate representing their beneficial ownership interest in the Series 2023C Bonds. See "Book-Entry Only System" herein.

The Series 2023C Bonds are available to purchasers in principal denominations of \$5,000 or any integral multiple thereof. The Series 2023C Bonds will be dated as of the date of their initial issuance and will bear interest from that date at the rates (calculated based upon a year of 360 days consisting of twelve thirty-day months) and will mature on the dates and in the amounts set forth on the inside cover pages of this Official Statement. Interest on the Series 2023C Bonds will be payable in semi-annually on May 1 and November 1 of each year, commencing on November 1, 2023. The Bank of New York Mellon Trust Company, Jacksonville, Florida, will act as Paying Agent and Registrar for the Series 2023C Bonds.

Redemption Provisions

Optional Redemption

The Series 2023C Bonds maturing on or prior to May 1, 2032 are not subject to optional redemption. The Series 2023C Bonds maturing on or after May 1, 2034 are subject to redemption prior to maturity, at the option of the County, in whole or in part on any date on or after May 1, 2033, and if in part, in such order of maturities and in such amounts as the County shall select and by lot within a maturity, at a

redemption price equal to 100% of the principal amount to be redeemed, plus accrued interest to the date of redemption, and without premium.

Mandatory Redemption.

The Series 2023C Bonds maturing on May 1, 20__ are subject to mandatory redemption in part prior to maturity, by lot, at a redemption price equal to one hundred percent (100%) of the principal amount thereof plus accrued interest to the date of redemption, on May 1 in the following year and in the following amounts:

<u>Year</u>	<u>Principal Amount</u>
-------------	-------------------------

*Final Maturity.

Negotiability, Registration and Transfer

So long as the Series 2023C Bonds are registered in the name of DTC or its nominee, the following paragraphs relating to transfer and exchange of Series 2023C Bonds do not apply to the Series 2023C Bonds to the extent of a conflict with the DTC book-entry system.

At the option of the registered Holder thereof and upon surrender thereof at the designated corporate trust office of the Registrar with a written instrument of transfer satisfactory to the Registrar duly executed by the registered Holder or his duly authorized attorney and upon payment by such Holder of any charges which the Registrar may make as provided in the Resolution, the Series 2023C Bonds may be exchanged for Series 2023C Bonds, interest rate and maturity of any other authorized denominations.

The Registrar shall keep books for the registration of Series 2023C Bonds and for the registration of transfers of Series 2023C Bonds. The Series 2023C Bonds shall be transferable by the Holder thereof in person or by his attorney duly authorized in writing only upon the registration books of the County kept by the Registrar and only upon surrender thereof together with a written instrument of transfer satisfactory to the Registrar duly executed by the Holder or his duly authorized attorney. Upon the transfer of any such Series 2023C Bond, the County shall issue in the name of the transferee a new Series 2023C Bond or Series 2023C Bonds.

The County, the Paying Agent and the Registrar shall deem and treat the person in whose name any Series 2023C Bond shall be registered upon the books kept by the Registrar as the absolute Holder of such Series 2023C Bond, whether such Series 2023C Bond shall be overdue or not, for the purpose of receiving payment of, or on account of, the principal of and interest on such Series 2023C Bond as the same become due and for all other purposes. All such payments so made to any such Holder or upon his order shall be valid and effectual to satisfy and discharge the liability upon such Bond to the extent of the sum or sums so paid, and neither the County, the Paying Agent nor the Registrar shall be affected by any notice to the contrary.

In all cases in which the privilege of exchanging Series 2023C Bonds or transferring Series 2023C Bonds is exercised, the County shall execute and the Registrar shall authenticate and deliver Bonds in accordance with the provisions of the Resolution. All Series 2023C Bonds surrendered in any such exchanges or transfers shall forthwith be delivered to the Registrar and canceled by the Registrar in the

manner provided in the Resolution. There shall be no charge for any such exchange or transfer of Series 2023C Bonds, but the County or the Registrar may require the payment of a sum sufficient to pay any tax, fee or other governmental charge required to be paid with respect to such exchange or transfer. Neither the County nor the Registrar shall be required (a) to transfer or exchange Series 2023C Bonds for a period from a Record Date to the next succeeding Interest Payment Date on such Bonds or 15 days next preceding any selection of Series 2023C Bonds to be redeemed or thereafter until after the mailing of any notice of redemption; or (b) to transfer or exchange any Series 2023C Bonds called for redemption. However, if less than all of a term Series 2023C Bond is redeemed or defeased, the County shall execute and the Registrar shall authenticate and deliver, upon the surrender of such term Series 2023C Bond, without charge to the Bondholder, for the unpaid balance of the principal amount of such term Bond so surrendered, a registered term Series 2023C Bond in the appropriate denomination and interest rate.

All Series 2023C Bonds paid or redeemed, either at or before maturity shall be delivered to the Registrar when such payment or redemption is made, and such Series 2023C Bonds, together with all Bonds purchased by the County, shall thereupon be promptly canceled. Bonds so canceled may at any time be destroyed by the Registrar, who shall execute a certificate of destruction in duplicate by the signature of one of its authorized officers describing the Series 2023C Bonds so destroyed, and one executed certificate shall be filed with the County and the other executed certificate shall be retained by the Registrar.

Series 2023C Bonds held by the Securities Depository while the Series 2023C Bonds are registered under the Book-Entry System shall be registered in the name of the Securities Depository or its nominee and beneficial ownership of such Series 2023C Bonds shall be transferred in accordance with the procedures of the Securities Depository and its Participants.

Book-Entry Only System

THE FOLLOWING INFORMATION CONCERNING THE DEPOSITORY TRUST COMPANY ("DTC") AND DTC'S BOOK-ENTRY ONLY SYSTEM HAS BEEN OBTAINED FROM SOURCES THAT THE COUNTY BELIEVES TO BE RELIABLE. NEITHER THE COUNTY NOR THE PURCHASERS TAKE ANY RESPONSIBILITY FOR THE ACCURACY THEREOF.

SO LONG AS CEDE & CO. IS THE REGISTERED OWNER OF THE SERIES 2023C BONDS, AS NOMINEE OF DTC, CERTAIN REFERENCES IN THIS OFFICIAL STATEMENT TO THE SERIES 2023C BONDHOLDERS OR REGISTERED OWNERS OF THE SERIES 2023C BONDS SHALL MEAN CEDE & CO. AND WILL NOT MEAN THE BENEFICIAL OWNERS OF THE SERIES 2023C BONDS. THE DESCRIPTION WHICH FOLLOWS OF THE PROCEDURES AND RECORD KEEPING WITH RESPECT TO BENEFICIAL OWNERSHIP INTERESTS IN THE SERIES 2023C BONDS, PAYMENT OF INTEREST AND PRINCIPAL ON THE SERIES 2023C BONDS TO DIRECT PARTICIPANTS (AS HEREINAFTER DEFINED) OR BENEFICIAL OWNERS OF THE SERIES 2023C BONDS, CONFIRMATION AND TRANSFER OF BENEFICIAL OWNERSHIP INTERESTS IN THE SERIES 2023C BONDS, AND OTHER RELATED TRANSACTIONS BY AND BETWEEN DTC, THE DIRECT PARTICIPANTS AND BENEFICIAL OWNERS OF THE SERIES 2023C BONDS IS BASED SOLELY ON INFORMATION FURNISHED BY DTC. ACCORDINGLY, THE COUNTY AND PURCHASERS NEITHER MAKES NOR CAN MAKE ANY REPRESENTATIONS CONCERNING THESE MATTERS.

DTC will act as securities depository for the Series 2023C Bonds. The Series 2023C Bonds will be issued as fully-registered securities registered in the name of Cede & Co. (DTC's partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered Series

2023C Bond certificate will be issued for each maturity of each series of the Series 2023C Bonds as set forth on the inside cover pages of this Official Statement in the aggregate principal amount thereof, and will be deposited with DTC.

DTC, the world's largest securities depository, is a limited-purpose trust company organized under the New York Banking Law, a "banking organization" within the meaning of the New York Banking Law, a member of the Federal Reserve System, a "clearing corporation" within the meaning of the New York Uniform Commercial Code, and a "clearing agency" registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 3.5 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments from over 100 countries that DTC's participants ("Direct Participants") deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants' accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation ("DTCC"). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly ("Indirect Participants"). The Direct Participants and the Indirect Participants are collectively referred to herein as the "DTC Participants." DTC has an S&P Global Ratings ("S&P") rating of AA+. The DTC Rules applicable to its DTC Participants are on file with the Securities and Exchange Commission (the "SEC"). More information about DTC can be found at www.dtcc.com.

Purchases of Series 2023C Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the Series 2023C Bonds on DTC's records. The ownership interest of each actual purchaser of each Series 2023C Bondholder ("Beneficial Owner") is in turn to be recorded on the Direct and Indirect Participants' records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Series 2023C Bonds are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in the Series 2023C Bonds, except in the event that use of the book-entry system for the Series 2023C Bonds is discontinued.

To facilitate subsequent transfers, all Series 2023C Bonds deposited by Direct Participants with DTC are registered in the name of DTC's partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of the Series 2023C Bonds with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not affect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Series 2023C Bonds; DTC's records reflect only the identity of the Direct Participants to whose accounts such Series 2023C Bonds are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. Beneficial Owners of Series 2023C Bonds may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Series 2023C Bonds, such as redemptions, tenders, defaults, and proposed amendments to the security documents. For example, Beneficial Owners of Series 2023C Bonds may wish to ascertain that the nominee holding the Series 2023C Bonds for their benefit has agreed to obtain and transmit notices to Beneficial Owners. In the alternative, Beneficial Owners may wish to provide their names and addresses to the Registrar and request that copies of notices be provided directly to them.

Redemption notices shall be sent to DTC. If less than all of the Series 2023C Bonds within a maturity of a series are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such maturity to be redeemed.

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to the Series 2023C Bonds unless authorized by a Direct Participant in accordance with DTC's MMI Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the County as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts the Series 2023C Bonds are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Redemption proceeds and principal and interest payments on the Series 2023C Bonds will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detail information from the County or the Paying Agent, on the payment date in accordance with their respective holdings shown on DTC's records. Payments by DTC Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such DTC Participant and not of DTC, the Paying Agent, or the County, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of redemption proceeds and distributions to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the County and/or the Paying Agent, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

DTC may discontinue providing its services as depository with respect to the Series 2023C Bonds at any time by giving reasonable notice to the County or the Paying Agent. Under such circumstances, in the event that a successor depository is not obtained, the Series 2023C Bond certificates are required to be printed and delivered.

The County may decide to discontinue use of the system of book-entry only transfers through DTC (or a successor securities depository). In that event, Series 2023C Bond certificates will be printed and delivered to DTC.

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ESTIMATED SOURCES AND USES OF FUNDS

The following table sets forth the estimated sources and uses of funds associated with the issuance of the Series 2023C Bonds:

	<u>\$</u>
SOURCES OF FUNDS:	
Principal Amount	
[Plus][Less] Net Original Issue	
[Premium][Discount]	
Other Legally Available Monies	_____
 TOTAL SOURCES OF FUNDS	
 USES OF FUNDS:	
Deposit to Construction Fund	
Costs of Issuance ⁽¹⁾	_____
 TOTAL USES OF FUNDS	

⁽¹⁾ Includes underwriter's discount, legal, financial advisory and other related fees and expenses.

[Remainder of Page Intentionally Left Blank]

SECURITY FOR THE SERIES 2023C BONDS

Limited Obligations

The Series 2023C Bonds shall not be or constitute an indebtedness of the County within the meaning of any constitutional, statutory or other limitation or indebtedness, but shall be payable solely from a lien on and pledge of the Pledged Revenues. No owner or owners of any Series 2023C Bonds issued hereunder shall ever have the right to compel the exercise of the ad valorem taxing power of the County, or taxation in any form on any real property therein to pay the Series 2023C Bonds or the interest thereon. It is further agreed between the County and the bondholders that the Series 2023C Bonds and the obligations evidenced thereby shall not constitute a lien upon any of the 2023 Projects or on any other property of or in the County, but shall constitute a lien only on the Pledged Revenues pledged thereto, all in the manner provided in the Resolution.

The Pledged Revenues

The Series 2023C Bonds are special obligations of the County payable solely from and secured solely by the Pledged Revenues. "Pledged Revenues" are defined in the Resolution to mean (a) moneys budgeted and appropriated by the County, and deposited into the Debt Service Account of the Debt Service Fund from Non-Ad Valorem Revenues (until deposited into the Debt Service Account of the Debt Service Fund in the manner and at the time specified in the Resolution such moneys do not constitute Pledged Revenues) pursuant to the County's covenant to budget and appropriate from Non-Ad Valorem Revenues; (b) investment income received from the investment of moneys in the Debt Service Account of the Debt Service Fund, and (c) any other moneys deposited in the Debt Service Account of the Debt Service Fund or received by the Paying Agent in connection with repayment of the Series 2023C Bonds.

The term "Non-Ad Valorem Revenues" means all revenues of the County derived from any source whatsoever, other than ad valorem taxation on real and personal property, which are legally available for payment of debt service by the County.

Covenant to Budget and Appropriate

The County has covenanted in the Resolution that, until the Series 2023C Bonds are no longer Outstanding pursuant to the provisions of the Resolution, it will appropriate in its annual budget in each Fiscal Year, by amendment if necessary, Non-Ad Valorem Revenues in amounts sufficient to pay the principal of and interest on the Series 2023C Bonds, as the same become due (whether by redemption, at maturity or otherwise). Notwithstanding the foregoing covenant, the County has not covenanted to maintain any services or programs, now provided or maintained by the County, which generate Non-Ad Valorem Revenues.

To the extent that the County is in compliance with the covenant contained above and the covenants described below under the caption "Additional Debt Payable From Non-Ad Valorem Revenues", the Resolution and the obligations of the County contained in the Resolution shall not be construed as a limitation on the ability of the County to pledge or covenant to pledge its Non-Ad Valorem Revenues for other legally permissible purposes.

Such covenant to budget and appropriate Non-Ad Valorem Revenues is not a pledge by the County of such Non-Ad Valorem Revenues and is subject in all respects to the repayment of obligations secured by a pledge of such Non-Ad Valorem Revenues heretofore or hereafter entered into, including the payment

of debt service on bonds or other obligations. Such covenant to budget and appropriate is subject to the provisions of Section 129.07, Florida Statutes, which make it unlawful for the County to expend moneys not appropriated and in excess of the County's current budgeted revenues. Such covenant does not require the County to levy and collect any particular source of Non-Ad Valorem Revenues nor to maintain or increase any regulatory fees or user charges with respect to any particular source of Non-Ad Valorem Revenues. Such covenant does not give the Beneficial Owners or the Paying Agent a prior claim on such Non-Ad Valorem Revenues as opposed to claims of general creditors of the County until such time as a deposit of such Non-Ad Valorem Revenues is made into the Debt Service Fund or other fund hereunder for the purposes of Article III of the Resolution. The obligation of the County to budget and appropriate Non-Ad Valorem Revenues is subject to the County satisfying funding requirement for essential government service of the County.

Application of Revenues

The Clerk shall deposit the Non-Ad Valorem Revenues budgeted and appropriated into the Debt Service Account of the Debt Service Fund at such times (but in no case later than the Business Day next preceding an Interest Payment Date) and in such amounts as shall be sufficient to make full and timely payments of the principal of and interest on the Series 2023C Bonds, as the same become due and payable, in each year that the Series 2023C Bonds are Outstanding and unpaid. The Clerk may invest the moneys on deposit in the Debt Service Account of the Debt Service Fund in Permitted Investments to mature not later than such times as shall be necessary to pay debt service on the Series 2023C Bonds (whether at maturity, by redemption, or otherwise).

Additional Debt Payable From Non-Ad Valorem Revenues

The County has covenanted in the Resolution that, in each Fiscal Year while the Series 2023C Bonds are Outstanding, the total Non-Self-Supporting Debt due for each such Fiscal Year of the County will not exceed 50% of Non-Ad Valorem Revenues of the County. In furtherance of such covenant, the County has covenanted in the Resolution and agreed that it will not issue any indebtedness or incur any indebtedness payable from or supported by a pledge of the Non-Ad Valorem Revenues unless the County can show that following the issuance of or incurrence of such additional indebtedness, (i) the total amount of Non-Ad Valorem Revenues (based on the most recent Fiscal Year) will be greater than 2.00 times the Maximum Debt Service, (ii) the total amount of Non-Ad Valorem Revenues in each Fiscal Year in which Series 2023C Bonds are Outstanding (based on reasonable projections of the County) will be greater than 2.00 times the Non-Self-Supporting Debt in each such Fiscal Year; and (iii) the aggregate principal amount of Non-Self-Supporting Debt bearing a variable interest rate will not exceed 25% of the aggregate principal amount of Non-Self-Supporting Debt (collectively, the "Anti-Dilution Tests").

"Non-Self-Supporting Debt" means debt service on debt obligations of the County other than debt obligations relating to an enterprise fund or general obligation bonds of the County.

"Maximum Debt Service" means, at any time, the maximum amount required in the then current or any future Fiscal Year to pay (a) all Non Self Supporting Debt, and (b) the proposed indebtedness of the County (i) which will be payable from Non Ad Valorem Revenues, or (ii) for which the Non Ad Valorem Revenues will be pledged. For the purposes described herein, the interest rate on obligations bearing a variable rate shall be calculated at the higher of (a) twelve percent (12% per annum) or (b) the average yield to par call for the Bond Buyer Municipal Bond Index (the "Bond Buyer 40") on the date of calculation.

For purposes of the Anti-Dilution Tests above, debt which is considered Balloon Debt shall be considered by the terms of such definition. Notwithstanding the definition of Balloon Debt, any debt that matures within one year of the calculation of the Anti-Dilution Tests shall not be treated as Balloon Debt. When calculating the maximum annual Non-Self-Supporting Debt Service with respect to any Non-Self-Supporting Debt or the average annual debt service with respect to debt payable from Non-Ad Valorem Revenues with respect to Balloon Debt, it shall be assumed that the principal of such Balloon Debt has a level 25 year principal amortization at the interest rate borne by such Balloon Debt.

“Balloon Debt” shall mean all or a portion a series of bonds (other than bonds which mature within one year from the date of calculation performed with respect to the proposed issuance of additional bonds or other debt obligations pursuant to Article III of the Resolution) which is not required by the terms of the applicable series resolution to be amortized prior to their maturity or 25% or more of the principal of such bonds is due during any period of twelve consecutive months.

No Funding of Debt Service Reserve Fund

No debt service reserve fund will be funded or maintained for the Series 2023C Bonds.

DESCRIPTION OF CERTAIN NON-AD VALOREM REVENUES

General

The County generally receives two primary sources of revenue: ad valorem taxes and non-ad valorem revenues. Ad valorem taxes may not be pledged for the payment of debt obligations of the County maturing more than twelve months from the date of issuance thereof without approval of the electorate of the County. *The ad valorem tax revenues of the County are not pledged as security for the payment of the Series 2023C Bonds and the County is not authorized pursuant to the Resolution to budget and appropriate ad valorem tax revenues for the payment of the Series 2023C Bonds.*

The Series 2023C Bonds are payable from Pledged Revenues, which includes Non-Ad Valorem Revenues budgeted, appropriated and deposited by the County for such purpose as described herein, and are not payable from ad valorem taxation. However, the ability of the County to covenant to budget and appropriate Non-Ad Valorem Revenues is subject to a variety of factors, including the obligation of the County to provide governmental services and the provisions of Florida law which require the County to have a balanced budget.

Although the Series 2023C Bonds are not payable from ad valorem taxation, approximately 76% of the County’s General Fund Revenues come from ad valorem taxes. To the extent that the future collection of ad valorem tax revenues is adversely affected, a larger portion of Non-Ad Valorem Revenues would be required to balance the budget and provide governmental services.

The County is permitted by the Florida Constitution to levy ad valorem taxes at a rate of up to \$10 per \$1,000 of taxable assessed valuation for general governmental expenditures. The General Fund ad valorem tax millage rate for the Fiscal Year ending September 30, 2022 is 4.715 per \$1,000. The County is also permitted by the Florida Constitution to levy ad valorem taxes above the \$10 per \$1,000 cap to pay debt service on general obligation long-term debt if approved by a voter referendum. The millage rate for debt service on the County’s outstanding general obligation bonds is \$0.0289 per \$1,000 for the Fiscal Year ending September 30, 2022.

Non-Ad Valorem Revenues of the County may be pledged or applied, subject to certain limitations disclosed herein, for the payment of debt obligations of the County. Such Non-Ad Valorem revenues include a broad category of revenues, including, but not limited to, revenues received from the federal and state governments, investment income and income produced from certain services and facilities of the County, as described below.

Certain of such Non-Ad Valorem Revenues may hereinafter be specifically pledged to secure debt issued by the County. Currently, the County has not specifically pledged any such Non-Ad Valorem Revenue to secure debt. Any such debt is or will be payable from such specific Non-Ad Valorem Revenues prior to payment of debt service on the Series 2023C Bonds. Amounts in particular categories of Non-Ad Valorem Revenues may increase or decrease in the future due to factors within or outside of the control of the County. Certain categories may cease to exist altogether and new sources may come about from time to time. As of September 30, 2022, the County had approximately \$_____ million of outstanding debt currently payable from non-ad valorem revenues.

The Florida Department of Financial Services ("FDFS") has developed, as part of the Uniform Accounting System Manual's Chart of Accounts, six major categories of local government revenues: taxes; permits, fees and special assessments; intergovernmental revenues; charges for services; judgments, fines and forfeitures; and miscellaneous revenues. Using such categories, the following describes the sources of the County's Non-Ad Valorem Revenues and outlines the County's classification of such Non-Ad Valorem Revenues pursuant to the above described categories:

Taxes

Communications Services Tax Revenues

Chapter 202, Florida Statutes known as the Communications Sources Tax Simplification Law (the "CSTA") authorizes counties in Florida to impose a local communications services tax on the sale of communications services as defined in Section 202.11, Florida Statutes. Pursuant to Resolution No 2003-0412 adopted by the Board on March 11, 2003, as amended from time to time, the County has imposed the local communications services tax at a rate of 5.72%. The rate does not include the 0.12% add-on permitted by Section 337.401, Florida Statutes.

The local communications services tax applies to the purchase of "communications services" which originated or terminated within unincorporated Palm Beach County, with certain exemptions described below. "Communication services" under the CSTA are defined as the transmission, conveyance, or routing of voice, data, audio, video, or any other information or signals, including cable services, to a point, or between or among points, by or through any electronic, radio, satellite, cable, optical, microwave, or other medium or method now in existence or hereafter devised, regardless of the protocol used for such transmission or conveyance. The term does not include:

- (a) Information services.
- (b) Installation or maintenance of wiring or equipment on a customer's premises.
- (c) The sale or rental of tangible personal property.
- (d) The sale of advertising, including, but not limited to, directory advertising.
- (e) Bad check charges.
- (f) Late payment charges.
- (g) Billing and collection services.

- (h) Internet access service, electronic mail service, electronic bulletin board service, or similar on-line services.

While such services have historically been taxed, if the charges for such services are not stated separately from the charges for communications services, on a customer's bill, providers now have the ability to exclude such services from the tax if they can be reasonably identified from the selling dealer's books and records kept in the regular course of business. The dealer may support the allocation of charges with books and records kept in the regular course of business covering the dealer's entire service area, including territories outside of Florida.

The sale of communications services to (i) the federal government, or any instrumentality or agency thereof, or any entity that is exempt from state taxes under Florida law, (ii) the State or any county, municipality or political subdivision of the State when payment is made directly to the dealer by the governmental entity, and (iii) any home for the aged or educational institution (which includes state tax-supported and nonprofit private schools, colleges and universities and nonprofit libraries, art galleries and museums, among others) or religious institutions (which include, but are not limited to, organizations having an established physical place for worship at which nonprofit religious services and activities are regularly conducted) that is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), are exempt from the local communications services tax.

The CSTA provides that, to the extent that a provider of communications services is required to pay to a local taxing jurisdiction a tax, charge, or other fee under any franchise agreement or ordinance with respect to the services or revenues that are also subject to the local communications services tax, such provider is entitled to a credit against the amount of such local communications services tax payable to the State in the amount of such tax, charge, or fee with respect to such service or revenues. The amount of such credit is deducted from the amount that such local taxing jurisdiction is entitled to receive under Section 202.18(3), Florida Statutes. However, the County does not impose any such fees or charges on communications services providers.

Under the CSTA, local governments must work with the Federal Department of Revenue ("FDOR") to properly identify service addresses to each municipality and county. If a jurisdiction fails to provide the FDOR with accurate service address information, the local government risks losing tax proceeds that it should properly receive. The County believes it has provided the FDOR with all information that the FDOR has requested as of the date hereof and that such information is accurate.

Providers of communications services collect the local communications services tax and may deduct 0.75% as a collection fee (or 0.25% in the case of providers who do not employ an enhanced zip code database or a data base that is either supplied or certified by the FDOR). The communications services providers remit the remaining proceeds to the FDOR for deposit into the CST Trust Fund. The FDOR then makes monthly contributions from the CST Trust Fund to the appropriate local governments after deducting up to 1% of the total revenues generated as an administrative fee.

The proceeds of the local communications services tax, less the FDOR's cost of administration which may not exceed 1% of the total tax generated, are deposited in the Local Communications Services Tax Clearing Trust Fund (the "CST Trust Fund") and distributed monthly to the appropriate jurisdiction. The local communications services tax revenues received by the County are deposited into the County General Fund and may be used for any public purpose. The revenues that are received by the County from such communications services tax which derive from the CST Trust Fund created with the FDOR pursuant

to Section 202.193, Florida Statutes, may be pledged for the repayment of current or future bonded indebtedness.

The amount of local communications services tax revenues received by the County is subject to increase or decrease due to (i) increases or decreases in the dollar volume of taxable sales within the County, (ii) legislative changes, and/or (iii) technological advances which could affect consumer preferences.

The amount of the local communications services tax revenues collected within the County may be adversely affected by incorporation or annexation. Such incorporation or annexation would decrease the number of addresses contained within the County. At this time, there are no incorporations or annexations anticipated within the County.

Utilities Services Tax Revenues

The "Utilities Tax" (also, commonly referred to as the "Public Services Tax") is imposed by the County pursuant to the Constitution of the State and other applicable provisions of law. Pursuant to Ordinance No. 01-064 enacted by the Board on September 11, 2001, the County levied a utilities tax on the purchase of electricity and metered or bottled gas (natural, liquefied petroleum gas, or manufactured) at a rate of ten percent (10%) of the first four thousand dollars (\$4,000.00) purchased by a purchaser during a monthly period, a rate of two (2) percent of the next two thousand dollars (\$2,000.00) purchased by a purchaser during a monthly period, and a rate of one (1) percent of any amount in excess of six thousand dollars (\$6,000.00). These taxes shall in each case be paid by the purchaser thereof for the use of the County to the seller of such electricity, metered or bottled gas (natural, liquefied petroleum gas, or manufactured) and water service at the time of paying the charge therefor, but not less than monthly.

The County has adopted an exemption for the first 200 kilowatts of electricity per month purchased for residential use as described above, and also exempts purchases by the United States Government, the State, all counties, municipalities or any other public body as defined in Florida Statutes, the purchase of any taxable item by any recognized church within the state for use exclusively for church purposes; and the purchase of gas (natural, liquefied petroleum gas or manufactured) by a public or private utility, either for resale or for use as fuel in the generation of electricity pursuant to state law. Additional statutory exemptions are accorded to purchases for resale or for use as fuel in the generation of electricity, or the purchase of fuel oil or kerosene for use as an aircraft engine fuel or propellant or for use in internal combustion engines.

It shall be the duty of every seller of electricity or metered or bottled gas (natural, liquefied petroleum gas or manufactured) within the unincorporated area of the County to collect from the purchaser thereof for the use of the County the taxes levied at the time of collecting the selling price charged for each and every transaction and to report and pay over on or before the fifteenth (15th) day of each calendar month to the County Clerk all such taxes levied and collected during the preceding calendar month. The form of the return shall be determined by the seller, and the return shall be deemed sufficient if it identifies the name and address of the seller, the period of the return, the amount collected from the sale of taxable services, any collection allowance taken, the amount of tax remitted with the return, and the name and telephone number of a person authorized by the seller to respond to inquiries from the County concerning the seller's administration of the tax.

The utilities tax must be collected by the seller from purchasers at the time of sale and remitted to the County on a monthly basis. Taxes on most utility services are separately itemized on the bill rendered to customers, but separate disclosure is not required.

The amount of utilities tax collected by the County may fluctuate as the price of fuel, gas, electricity and the other services subject to the utilities tax fluctuates and a sustained increase in the price thereof may have an adverse effect on the amount of utilities tax collected.

Six Cent Local Option Fuel Tax

None of the proceeds of the Series 2023C Bonds will be allocated to transportation-related expenditures. Accordingly, none of the fuel tax revenues may be used to pay debt service on the Series 2023C Bonds.

In addition to other taxes, each county may impose a tax of one to six cents per gallon on motor fuel sold within the county's jurisdiction. This tax is imposed on diesel fuel in each county at the maximum rate of six cents per gallon regardless of whether the county is levying the tax on other motor fuel. The term "diesel fuel" means all petroleum distillates commonly known as diesel #2, biodiesel or any other product blended with diesel or any product placed into the storage supply tank of a diesel-powered motor vehicle. This tax may be authorized by an ordinance adopted by a majority vote of the governing body or voter approval in a countywide referendum. The County has chosen to impose a four cent local option fuel tax and a fifth and sixth cent local option fuel tax (collectively, the "Six Cent Local Option Fuel Tax").

This tax was originally levied by pursuant to Ordinance No. 83-14 enacted on July 5, 1983 at the rate of two cents and was increased to four cents pursuant to Ordinance No. 85-19 enacted on July 23, 1985. Ordinance No. 86-23 enacted on July 8, 1986 increased the rate to six cents effective through August 1995 and Ordinance 95-23 enacted on June 20, 1995 re-imposed the effective period through August 2025.

The FDOR distributes proceeds of the Six Cent Local Option Fuel Tax according to distribution factors which are determined by interlocal agreement between the County and the municipalities within the County. The County entered into interlocal agreements with the municipalities of Atlantis, Belle Glade, Boca Raton, Boynton Beach, Briny Breezes, Cloud Lake, Delray Beach, Glen Ridge, Golf Village, Golfview, Greenacres City, Gulfstream, Haverhill, Highland Beach, Hypoluxo, Juno Beach, Jupiter, Jupiter Inlet Colony, Lake Clarke Shores, Lake Park, Lake Worth, Lantana, Manalapan, Mangonia Park, North Palm Beach, Ocean Ridge, Pahokee, Palm Beach, Palm Beach Gardens, Palm Beach Shores, Palm Springs, Riviera Beach, Royal Palm Beach, South Bay, South Palm Beach, Tequesta and West Palm Beach on August 17, 1993, whereby the proceeds of the Six Cent Local Option Fuel Tax are to be distributed as follows: 66% of the proceeds are to be distributed to the County, 34% of the proceeds are to be distributed to the eligible municipalities pursuant to the interlocal agreement. Because the interlocal agreements do not provide for automatic adjustments of distributions or periodic review of the distribution method, the County and each city which is a party to the interlocal agreements must hold public hearings on the terms of the interlocal agreements at least every two (2) years.

In order to be eligible to receive a Six Cent Local Option Fuel Tax distributions, each county or municipality must have (collectively, the "Transportation Eligibility Requirements"):

- (i) reported its finances for its most recently completed Fiscal Year to the Florida Department of Banking and Finance ("FDBF") as required by Florida law;

- (ii) made provisions for annual post audits of financial accounts in accordance with provisions of law;
- (iii) levied, as shown on its most recent financial report, ad valorem taxes, exclusive of taxes levied for debt service or other special millages authorized by the voters, to produce the revenue equivalent to a millage rate of 3 mills on the dollar based upon 1973 taxable values or, in order to produce revenue equivalent to that which would otherwise be produced by such 3 mill ad valorem tax, to have received certain revenues from a county (in the case of a municipality), an occupational license tax, utility tax, or ad valorem tax, or any combination of those four sources;
- (iv) certified that persons in its employ as law enforcement officers meet certain qualifications for employment, and receive certain compensation;
- (v) certified that persons in its employ as firefighters meet certain employment qualifications and are eligible for certain compensation;
- (vi) certified that each dependent special district that is budgeted separately from the general budget of such county or municipality has met the provisions for annual post audit of its financial accounts in accordance with law; and
- (vii) certified to FDOR that it has complied with certain procedures regarding the establishment of the ad valorem tax millage of the county or municipality as required by law.

The County may use proceeds from the Six Cent Local Option Fuel Tax for transportation expenditures, including those expenditures for the following programs (collectively, the "Transportation Expenditures"):

- (a) public transportation operation and maintenance;
- (b) roadway and right-of-way maintenance and equipment and structures used primarily for the storage and maintenance of such equipment;
- (c) roadway and right-of-way drainage;
- (d) street lighting installation, operation, maintenance and repair;
- (e) traffic signs, traffic engineering, signalization and pavement markings, installation, operation, maintenance and repair;
- (f) bridge maintenance and operation; and
- (g) debt service and current expenditures for transportation capital projects in the foregoing program areas including the construction and reconstruction of roads and sidewalks.

Five Cent Local Option Fuel Tax

None of the proceeds of the Series 2023C Bonds will be allocated to transportation-related expenditures. Accordingly, none of the fuel tax revenues may be used to pay debt service on the Series 2023C Bonds.

In addition to other taxes, each county may impose a tax of one to five cents which may be authorized in a county by an ordinance adopted by a majority plus one vote of the governing body of a county or by voter approval in a county-wide referendum. The County has imposed the Five Cent Local Option Fuel Tax against motor fuel sold within the County pursuant to Ordinance No. 1993-19, enacted by the Board on August 17, 1993.

FDOR collects the Five Cent Local Option Fuel Tax in each county and deposits the proceeds into the State's Local Option Fuel Tax Trust Fund. FDOR is authorized to deduct certain administrative costs incurred in collecting, administering, enforcing and distributing the proceeds of such tax to the counties in an amount not to exceed 2% of total collections from the Local Option Fuel Tax Trust Fund.

The net proceeds collected from the Five-Cent Local Option Fuel Tax are distributed by FDOR to each eligible county and the eligible municipalities therein according to a distribution formula determined at the local level by interlocal agreement between the county and the municipalities within the county's boundaries. The County entered into interlocal agreements with the municipalities of Atlantis, Belle Glade, Boca Raton, Boynton Beach, Briny Breezes, Cloud Lake, Delray Beach, Glen Ridge, Golf Village, Golfview, Greenacres City, Gulfstream, Haverhill, Highland Beach, Hypoluxo, Juno Beach, Jupiter, Jupiter Inlet Colony, Lake Clarke Shores, Lake Park, Lake Worth, Lantana, Manalapan, Mangonia Park, North Palm Beach, Ocean Ridge, Pahokee, Palm Beach, Palm Beach Gardens, Palm Beach Shores, Palm Springs, Riviera Beach, Royal Palm Beach, South Bay, South Palm Beach, Tequesta and West Palm Beach on August 17, 1993, whereby the proceeds of the Five Cent Local Option Fuel Tax are to be distributed as follows: 79% of the proceeds are to be distributed to the County, 21% of the proceeds are to be distributed to the eligible municipalities pursuant to the interlocal agreement. Because the interlocal agreements do not provide for automatic adjustments of distributions or periodic review of the distribution method, the County and each city which is a party to the interlocal agreements must hold public hearings on the terms of the interlocal agreements at least every two (2) years.

If the County enters into a subsequent interlocal agreement relating to the Five Cent Local Option Fuel Tax, such agreement may not materially or adversely affect the rights of holders of outstanding bonds backed by the Five Cent Local Option Fuel Tax, and the amounts distributed to the County and both municipalities may not be reduced below the amount necessary to pay principal and interest and reserves for principal and interest as required under the covenants of any bond resolution outstanding on the effective date of such interlocal agreement.

In order to be eligible to receive a distribution of funds from the Local Option Fuel Tax Trust Fund, each county or municipality must have satisfied the Transportation Eligibility Requirements.

The County may use the Five Cent Local Option Fuel Tax revenues received for transportation expenditures needed to meet the requirements of the capital improvement elements of an adopted comprehensive plan, for expenditures needed to meet immediate local transportation problems or for other transportation related expenditures that are critical for building comprehensive roadway networks. Expenditures for the construction of new roads, the reconstruction or resurfacing of existing paved roads or the paving of existing graded roads shall be deemed to increase capacity and such project shall be

included in the capital improvements element of an adopted comprehensive plan. Routine maintenance on roads is not considered an authorized use.

Ninth Cent Fuel Tax

None of the proceeds of the Series 2023C Bonds will be allocated to transportation-related expenditures. Accordingly, none of the fuel tax revenues may be used to pay debt service on the Series 2023C Bonds.

In addition to other taxes, each county may impose a tax of one cent per net gallon of motor fuel sold within the county's jurisdiction. The tax may be levied by either an extraordinary vote of the membership of a county's governing body or pursuant to voter approval in a county-wide election. In addition, a tax of one cent per gallon is required to be levied in each county on every net gallon of diesel fuel sold within the county regardless of whether such county is levying the tax on other motor fuel. These taxes are collectively referred to as the "Ninth Cent Fuel Tax."

The County has imposed the Ninth Cent Fuel Tax against motor fuel sold within the County pursuant to Ordinance No. 93-18 enacted on August 17, 1993. Counties are not required to, but may share the revenue received from the Ninth Cent Fuel Tax with municipalities. The County has not entered into any interlocal agreements with any municipalities for the sharing of Ninth Cent Fuel Tax revenues.

FDOR collects the Ninth Cent Fuel Tax and deposits the revenues in the Ninth Cent Fuel Tax Trust Fund. FDOR is authorized to deduct certain administrative costs from the Ninth Cent Fuel Tax Trust Fund. Such administrative cost deduction is limited to 2% of total collections. Proceeds of the Ninth Cent Fuel Tax are distributed by FDOR monthly.

Generally, county and municipal governments may use monies received from the Ninth Cent Gas Tax only for the Transportation Expenditures.

County Fuel Tax

None of the proceeds of the Series 2023C Bonds will be allocated to transportation-related expenditures. Accordingly, none of the fuel tax revenues may be used to pay debt service on the Series 2023C Bonds.

In addition to other taxes, the State imposes a tax of one-cent per net gallon of motor fuel, which tax is statutorily designated as the "County Fuel Tax." "Motor fuel" is "all gasoline products or any product blended with gasoline or any fuel placed in the storage supply tank of a gasoline-powered motor vehicle."

FDOR is responsible for collecting the County Fuel Tax. After deducting the expenses of collection, administration, enforcement and distribution (limited to 2% of collections) and an 8.0% service charge to the General Revenue Fund of the State, FDOR is required to divide the proceeds of the tax and distribute the same to counties in the State on a monthly basis.

The formula for distribution for the County Fuel Tax is as follows:

1. First, the distribution factor for each county is calculated on an annual basis as follows:

$$\begin{aligned}
 & \frac{1}{4} \quad \times \quad \frac{\text{County Area}}{\text{State Area}} \\
 + & \quad \frac{1}{4} \quad \times \quad \frac{\text{County Population}}{\text{State Population}} \\
 + & \quad \frac{1}{2} \quad \times \quad \frac{\text{Total Tax Collected on County Retail Sales and Use in Prior Fiscal Year}}{\text{Total Tax Collected Statewide on Retail Sales and Use in Prior Fiscal Year}} \\
 = & \quad \text{County's Distribution Factor (Currently 0.74170\%).}
 \end{aligned}$$

2. Second, the monthly allocation for each county is calculated as follows:

$$\text{Monthly Statewide County Fuel Tax Receipts} \quad \times \quad \text{County's Distribution Factor} \quad = \quad \text{Monthly Allocation}$$

Thus, changes in relative population and in absolute and relative motor fuel sales will affect the amount of County Fuel Tax received by a county.

County Fuel Tax revenues may be used solely for the acquisition of rights-of-way; the construction, reconstruction, operation, maintenance and repair of transportation facilities, roads, bridges, bicycle paths and pedestrian pathways therein; or the reduction of bonded indebtedness incurred by a county (or special road and bridge districts within such county) for road and bridge or other transportation purposes.

Constitutional Fuel Tax

None of the proceeds of the Series 2023C Bonds will be allocated to transportation-related expenditures. Accordingly, none of the fuel tax revenues may be used to pay debt service on the Series 2023C Bonds.

Article XII, Section 9(c) of the Florida Constitution, provides for the levy of a tax of two cents per gallon upon gasoline and other like products of petroleum and an equivalent tax upon other sources of energy used to propel motor vehicles (the "Constitutional Fuel Tax").

The proceeds of the Constitutional Fuel Tax are collected by FDOR for deposit in the Fuel Tax Collection Trust Fund. FDOR then transfers the tax on monthly basis to the State Board of Administration of Florida (the "SBA") for distribution to the counties, after certain deductions by the SBA, described below. The SBA deducts reasonable administrative costs from the proceeds and allocates the balance of the proceeds to the counties as follows:

1. First, a distribution factor for each county is calculated on an annual basis as follows:

$$\begin{aligned}
 & \frac{1}{4} \quad \times \quad \frac{\text{County Area}}{\text{State Area}} \\
 + & \quad \frac{1}{4} \quad \times \quad \frac{\text{County Population}}{\text{State Population}} \\
 + & \quad \frac{1}{2} \quad \times \quad \frac{\text{Total Tax Collected on County Retail Sales and Use in Prior Fiscal Year}}{\text{Total Tax Collected Statewide on Retail Sales and Use in Prior Fiscal Year}} \\
 = & \quad \text{County's Distribution Factor (Currently 0.74170\%).}
 \end{aligned}$$

2. Second, the monthly allocation for each county is calculated as follows:

$$\text{Monthly Statewide Constitutional Fuel Tax Receipts} \quad \times \quad \text{County's Distribution Factor} \quad = \quad \text{Monthly Allocation}$$

3. Third, the Monthly Allocation is distributed to the County as follows:

$$\begin{aligned}
 & 80\% \quad \times \quad \text{County's Monthly Allocation} \quad = \quad \text{Amount retained by SBA for debt service}^{(1)} \\
 & 20\% \quad \times \quad \text{County's Monthly Allocation} \quad = \quad \text{Amount distributed to County}
 \end{aligned}$$

⁽¹⁾ Retained only if the SBA is servicing bonds pledging the Constitutional Fuel Tax; otherwise such amount is distributed to the County.

Before the proceeds are distributed, the monthly allocation is divided into two parts: (1) the monthly allocation multiplied by 80%, which represents the amount needed to meet debt service requirements on bonds administered by the SBA pledging the Constitutional Fuel Tax; and (2) the monthly allocation multiplied by 20%, which represents the amount transferred to the County. The SBA uses the 80% portion to meet the debt service requirement of SBA-administered bond issues that pledge the Constitutional Fuel Tax. If the SBA determines that the 80% portion is not enough to cover the debt service requirement, it will withhold some of the 20% portion for that purpose. Otherwise, the 20% portion is remitted directly to the County. If a county has not pledged the proceeds for the Constitutional Fuel Tax for bonds administered by SBA, the full amount of both the 80% portion and the 20% portion is distributed directly to the County. The County has not pledged the proceeds of the Constitutional Fuel Tax for bonds administered by SBA.

Constitutional Fuel Tax funds are to be used for the acquisition, construction and maintenance of roads. The term "maintenance" includes periodic maintenance and routine maintenance and may include the construction and installation of traffic signals, sidewalks, bicycle paths and landscaping. "Periodic maintenance" includes those activities that are large in scope and require major work effort to restore deteriorated components of the transportation system to a safe and serviceable condition. "Routine maintenance" includes any minor repairs and associated tasks necessary to maintain a safe and efficient transportation system.

Intergovernmental Revenues

All revenues received by a local unit from federal, state, and other local government sources in the form of grants, shared revenues, payments in lieu of taxes and payments in lieu of franchise fees would be included in the intergovernmental revenues category. The category can be further classified into eight subcategories: federal grants, federal payments in lieu of taxes ("PILOT"), state grants, state shared revenues, state PILOT, if any, local grants, local shared revenues, and local PILOT. If a particular grant is funded from separate intergovernmental sources, then the revenue is recorded proportionately. At this time, the County does not receive any PILOT revenues from any other government. The largest component is the Local Government Half-Cent Sales Tax.

Half-Cent Sales Tax Revenues

Section 212.05, Florida Statutes (the "Sales Tax Act") authorizes the levy and collection by the State of a sales tax upon, among other things, the sales price of each item or article of tangible personal property sold at retail in the State, subject to certain exceptions and dealer allowances. In 1982, the Florida Legislature created the Local Government Half-Cent Sales Tax Program (the "Half-Cent Sales Tax Program") which distributes a portion of the sales tax revenue and money from the State's General Revenue Fund to counties and municipalities that meet strict eligibility requirements. In 1982, when the Half-Cent Sales Tax Program was created, the general rate of sales tax in the State was increased from 4% to 5%, and one-half of the fifth cent was devoted to the Half-Cent Sales Tax Program, thus giving rise to the name "Half-Cent Sales Tax." Although the amount of sales tax revenue deposited into the Half-Cent Sales Tax Program is no longer one-half of the fifth cent of every dollar of the sales price of an item subject to sales tax, the name "Half-Cent Sales Tax" has continued to be utilized. As of October 1, 2001, the Half-Cent Sales Tax Trust Fund (hereinafter defined) began receiving a portion of certain taxes imposed by the State on communications services pursuant to Chapter 202, Florida Statutes. Accordingly, moneys distributed from the Half-Cent Sales Tax Trust Fund now consist of funds derived from both general sales tax proceeds and certain taxes imposed on the sales of communications services required to be deposited into the Half-Cent Sales Tax Trust Fund.

The Half-Cent Sales Tax is collected on behalf of the State by businesses at the time of sale at retail, use, consumption, or storage for use or consumption, of taxable property and remitted to the State on a monthly basis. The Sales Tax Act provides for penalties and fines, including criminal prosecution, for non-compliance with the provisions thereof.

The general rate of sales tax in the State is currently 6%. Section 212.20, Florida Statutes, provides for the distribution of 8.9744%, reduced by 0.1%, of sales tax revenues to the Half-Cent Sales Tax Clearing Trust Fund (the "Half-Cent Sales Tax Trust Fund"), after providing for certain transfers to the State's General Fund. Such amount deposited in the Half-Cent Sales Tax Trust Fund is earmarked for distribution to the governing body of such county and each participating municipality within that county pursuant the following distribution formula:

$$\begin{array}{lcl} \text{County Share} & & \\ \text{(percentage of total Half-Cent} & = & \text{unincorporated} & + & \text{2/3 incorporated} \\ \text{Sales Tax receipts)} & & \text{area population} & & \text{area population} \\ & & \hline & & \text{total county population} & + & \text{2/3 incorporated} \\ & & & & \text{area population} \end{array}$$

$$\begin{array}{lcl} \text{Municipality Share} & & \\ \text{(percentage of total Half-Cent} & = & \text{municipality population} \\ \text{Sales Tax receipts)} & & \hline & & \text{total county population} & + & \text{2/3 incorporated} \\ & & & & \text{area population} \end{array}$$

For purposes of the foregoing formula, "population" is based upon the latest official State estimate of population certified prior to the beginning of the local government Fiscal Year. In particular, the share of the Statewide Half-Cent Sales Tax Revenues collected within the County and deposited in the Trust Fund which is to be distributed to the County will be affected by changes in the relative populations of the unincorporated and incorporated areas within the County. Such relative populations are subject to change through normal increases and decreases in population within the existing unincorporated and incorporated areas of the County and are also subject to change by the annexation of previously unincorporated areas of the County by the municipalities within the County. Such annexations would not only increase the population of the incorporated areas but also would, in equal amount, decrease the population of the unincorporated areas.

The Half-Cent Sales Tax is distributed from the Half-Cent Sales Tax Trust Fund on a monthly basis to participating units of local government in accordance with the Sales Tax Act and is deposited by the County into the County's General Fund. The Sales Tax Act permits the County to pledge its share of the Half-Cent Sales Tax for the payment of principal of and interest on any capital project.

To be eligible to participate in the Half-Cent Sales Tax Program, each municipality and county is required to have satisfied the Eligibility Requirements (defined below). Those requirements include, but are not limited to, the following:

- (i) reported its finances for its most recently completed Fiscal Year to the Florida Department of Banking and Finance ("FDBF") as required by Florida law;
- (ii) made provisions for annual post audits of financial accounts in accordance with provisions of law;
- (iii) levied, as shown on its most recent financial report, ad valorem taxes, exclusive of taxes levied for debt service or other special millages authorized by the voters, to produce the revenue equivalent to a millage rate of 3 mills on the dollar based upon 1973 taxable values or, in order to produce revenue equivalent to that which would otherwise be produced by such 3 mill ad valorem tax, to have received certain revenues from a county (in the case of a municipality), collected an occupational license tax, utility tax, or ad valorem tax, or any combination of those four sources;
- (iv) certified that persons in its employ as law enforcement officers meet certain qualifications for employment, and receive certain compensation;

- (v) certified that persons in its employ as firefighters meet certain employment qualifications and are eligible for certain compensation;
- (vi) certified that each dependent special district that is budgeted separately from the general budget of such county or municipality has met the provisions for annual post audit of its financial accounts in accordance with law; and
- (vii) certified to FDOR that it has complied with certain procedures regarding the establishment of the ad valorem tax millage of the county or municipality as required by law.

The requirements described in (i) through (vii) are referred to herein as the "Eligibility Requirements". If the County does not comply with the Eligibility Requirements, the County would lose its Half-Cent Sales Tax Trust Fund distributions for twelve (12) months following a "determination of noncompliance" by FDOR. The County has continuously maintained eligibility to receive the Half-Cent Sales Tax.

Although the Sales Tax Act does not impose any limitation on the number of years during which the County can receive distribution of the Half-Cent Sales Tax revenues from the Half-Cent Sales Tax Trust Fund, there may be amendments to the Sales Tax Act in subsequent years imposing additional requirements of eligibility for counties and municipalities participating in the Half-Cent Sales Tax Program, and it is not unusual for the distribution formulas in Sections 212.20(6)(d) or 218.62, Florida Statutes, to be revised from time to time.

The amount of Half-Cent Sales Tax revenues received by the County is subject to increase or decrease due to (i) increases or decreases in the dollar volume of taxable sales within the County, (ii) legislative changes relating to the overall sales tax, which may include changes in the scope of taxable sales, changes in the tax rate and changes in the amount of sales tax revenue deposited into the Half-Cent Sales Tax Trust Fund, (iii) changes in the relative population of the County, which affect the percentage of Half-Cent Sales Tax received by the County, and (iv) other factors which may be beyond the control of the County, including but not limited to the potential for increased use of electronic commerce and other internet-related sales activity that could have a material adverse impact upon the amount of sales tax collected by the State and then distributed to the County.

The Florida Legislature passed CS/HB 7097 during its 2020 session that went into effect on July 1, 2020. Among other things, CS/HB 7097 added sales tax holidays including a three day "back to school" holiday for clothing, footwear, school supplies and computers and a seven day "disaster preparedness" holiday for sales of specified items related to disaster preparedness. The County does not expect CS/HB 7087 and CS/HB 7097 will have an adverse impact on its ability to pay debt service on the Series 2023C Bonds.

CS/SB 50 has been proposed for the Florida Legislature's 2023 session which would require all out of state retailers and marketplace providers with no physical presence in the State to collect the State's sales tax on sales of taxable items delivered to purchasers within the State if the retailer or marketplace provider makes a substantial number of sales into the State. The County cannot predict whether such bill will be passed and, if passed, what impact, if any, it will have on the County's receipt of Half-Cent Sales Tax Revenues.

Additionally, CS/SB 734 has been proposed for the Florida Legislature's 2023 session which would establish a 17-day disaster preparedness sales tax holiday from May 28, 2023 to June 13, 2023, for certain disaster preparedness supplies. The County cannot predict whether such bill will be passed and, if passed, what impact, if any, it will have on the County's receipt of Half-Cent Sales Tax Revenues.

Infrastructure Sales Surtax

The infrastructure sales surtax revenues described below are earmarked for specific projects and are therefore not available to pay debt service on the Series 2023C Bonds.

Pursuant to Chapter 212, Florida Statutes, counties are authorized to levy a local discretionary sales surtax of an additional one-half percent (1/2%) or one percent (1%) pursuant to ordinance enacted by a majority of the members of the board of county commissioners and approved by referendum. Chapter 212, Florida Statutes, provides that the levy on such surtax may be extended upon approval of a majority of the electors of the County voting in a referendum on the discretionary sales surtax.

Pursuant to Ordinance No. 2016-032 enacted by the County on May 17, 2016 and pursuant to a successful vote of the electors of the County held on November 8, 2016, the County was authorized to levy a local one percent (1%) discretionary sales surtax for a period from January 1, 2017 through and including the Fiscal Year ending December 31, 2026 or when \$2.7 billion in revenue is collected on or before September 1 of any year during the term of the ordinance (the "Infrastructure Sales Surtax").

The Infrastructure Sales Surtax is distributed by the FDOR pursuant to an Interlocal Agreement dated May 10, 2016 entered into between the County, the School Board of Palm Beach County (the "School Board") and the 39 municipalities within the County. Fifty percent of each distribution of the proceeds of such surtax shall be distributed by FDOR to the School Board, thirty percent is distributed to the County and the remaining twenty percent is distributed to the 39 municipalities therein to be divided proportionately among them based on population in the manner set forth in Section 218.62(3), Florida Statutes, provided the County's share received shall be as described in the Interlocal Agreement and not pursuant to Section 218.62, Florida Statutes.

The Infrastructure Sales Surtax may be used by the County to fund capital investments including roadway surfaces, bridges, drainage improvements, canals, park amenities and government buildings.

The FDOR has the responsibility to administer, collect, and enforce the infrastructure sales surtax. Pursuant to Section 212.054(4)(b), Florida Statutes, the proceeds of a county's discretionary sales surtax collections (including the Replacement Local Option Communications Services Tax) are transferred to the Discretionary Sales Surtax Clearing Trust Fund. A separate account in the trust fund is established for each county imposing such a surtax. FDOR is authorized to deduct 3% of the total revenue generated for all counties levying a surtax for administrative costs. The amount deducted for administrative costs is required to be used only for those costs solely and directly attributable to the surtax. The total administrative costs are prorated among those counties levying the surtax on the basis of the amount collected for a particular county to the total amount collected for all counties. However, FDOR is currently not deducting any amount of revenue for administering these taxes, even though the authorization currently exists to do so. FDOR is required to submit annually, no later than March 1st, a report detailing the expenses and amounts deducted for administrative costs to the President of the State Senate, the Speaker of the State House of Representatives, and the governing board of each county levying the surtax.

Section 212.055(2)(d), Florida Statutes, expressly states that neither the proceeds from the infrastructure sales surtax nor the interest accrued thereon shall be used for operational expenses of any infrastructure. Further restrictions prohibit counties from using the infrastructure sales surtax to replace or supplant user fees or to reduce ad valorem taxes, and from issuing bonds secured by a pledge of these revenues more frequently than one per year. The surtax applies to all transactions in a county that are subject to the State sales tax imposed on sales, use, rentals, admissions, and other transactions under Chapter 212, Florida Statutes. The surtax does not apply to the sales amount of tangible personal property greater than \$5,000 or to long distance telephone service.

Pursuant to Section 212.15, Florida Statutes, vendors are required to remit sales tax receipts (including proceeds of any discretionary sales surtax) by the twentieth (20th) day of the month immediately following the month of collection. No statute prescribes a deadline for remitting surtax proceeds from FDOR to the local governing bodies. However, according to the accounting division of FDOR, FDOR consistently remits the surtax proceeds to such local governing bodies by the end of the month immediately following receipt by FDOR.

The total amount of Infrastructure Sales Surtax collected within the County is also subject to increase or decrease due to increases or decreases in the dollar volume of taxable sales within the County, which, in turn, is subject to among other things, (i) legislative changes which may include or exclude from taxation sales of particular goods or services, and (ii) changes in the dollar volume of purchases in each county, respectively, which is affected by changes in population and economic conditions.

The potential for increased use of electronic commerce and other internet-related sales activity could have a material adverse impact upon the amount of Infrastructure Sales Surtax revenues collected by the County.

Tourist Development Tax (Professional Sports Franchise Facility Tax)

The tourist development tax revenues described below are only available for debt service relating to the construction or renovation projects associated with professional or spring training facilities or convention center facilities. Accordingly, none of the tourist development tax revenues are available to pay debt service on the Series 2023C Bonds.

Pursuant to Section 125.0104(3)(b), Florida Statutes, as amended, counties may levy and impose a tourist development tax within their boundaries on the exercise of the taxable privilege described in Section 125.0104(3)(a), Florida Statutes, as amended (also known as the Professional Sports Franchise Facility Tax). Pursuant to the latter subsection, it is the intent of the Florida Legislature that every person who rents, leases or lets for consideration any living quarters or accommodations in any hotel, apartment hotel, motel, resort motel, apartment, apartment motel, roominghouse, mobile home park, recreational vehicle park, timeshare resort or condominium for a term of six (6) months or less, subject to certain exemptions described in Chapter 212, Florida Statutes, as amended, is exercising a taxable privilege.

Pursuant to Section 125.0104(3)(c), Florida Statutes, counties are authorized to levy a tourist development tax at a rate of up to 2% on the exercise of the taxable privilege described above (the "First and Second Cent") upon approval by the eligible voters in such county in a referendum election. Pursuant to Section 125.0104(3)(d), Florida Statutes, counties which have levied the First and Second Cent for at least three (3) years are authorized to levy an additional tourist development tax at a rate of 1% (the "Third Cent") if there was either extraordinary approval of their respective governing boards, or referendum

approval of the Third Cent. Pursuant to Section 125.0104(3)(m), Florida Statutes, a "high tourism impact county" is authorized to levy an additional tourist development tax at a rate of 1% if there was extraordinary approval of the governing board (the "Fourth Cent"). Manatee County and Sarasota County were each certified as a "high tourism impact county" by the Florida Department of Revenue on July 11, 1990. Pursuant to Section 125.0104(3)(l), Florida Statutes, counties are authorized to levy an additional tourist development tax at a rate of 1% if there was majority approval of their respective governing boards (the "Fifth Cent"). Finally, pursuant to Section 125.0104(3)(n), Florida Statutes, counties that have levied the Fourth Cent are authorized to levy an additional tourist development tax at a rate of 1% if there was majority plus one approval of their respective governing boards (the "Sixth Cent").

Pursuant to Ordinance No. 95-30 enacted on August 15, 1995, Ordinance No. 06-038 enacted on September 12, 2006 and Ordinance No. 2014-044 enacted on December 16, 2014, the County levied the First, Second, Third, Fourth, Fifth and Sixth tourist development taxes.

Currently, the County's tourist development tax revenues are allocated among several uses including promotion and advertising of county tourism (including cultural and arts entertainment, film and television marketing and development, and special projects); beach renourishment; construction, renovation, operation and maintenance of the County's convention center; and sports marketing and sports facility construction. Additionally, the County has allocated a portion of the tourist development tax revenues to the payment of debt service on bonds issued to finance the construction of a convention center and professional sports franchise facilities that are publicly-owned and operated, or that are publicly-owned and operated by the owner of a professional sports franchise or other lessee with sufficient expertise or financial capability to operate such facility. That portion of the tourist development tax that may be used to finance the cost of acquisition, construction, reconstruction, renovation or equipping of a professional sports franchise facility is sometimes referred to herein as the Professional Sports Franchise Facility Tax and is not expected to be available to pay debt service on the Series 2023C Bonds. This revenue can support the payment of debt service on other Non-Self-Supporting Debt relating to eligible projects, subject to the requirements of Section 125.0104, Florida Statutes.

State Revenue Sharing

A portion of the taxes levied and collected by the State is shared with local governments under provisions of Chapter 218.215, Florida Statutes. To be eligible for State Revenue Sharing funds, a local government must have satisfied the Eligibility Requirements.

Eligibility is retained if the local government has met eligibility requirements for the previous three years, even if the local government reduces its millage or utility taxes because of the receipt of State Revenue Sharing funds.

The amount of the State Revenue Sharing Trust Fund distributed to a county is calculated using a formula consisting of the following equally weighted factors: county population, unincorporated county population and county sales tax collections. A county's population factor means a county's population divided by the total population of all eligible counties in the State. The unincorporated county population factor means the county's unincorporated population divided by the total unincorporated population of all eligible counties in the State. A county's sales tax collections factor means that county's sales tax collections during the preceding year divided by the total sales tax collections during the same period for all eligible counties in the State. Funds are wired monthly by FDOR.

Each eligible county is entitled to receive a minimum amount of State Revenue Sharing funds, known as the "guaranteed entitlement" and the "second guaranteed entitlement," the first of which is correlated to amounts received by such county from certain taxes on cigarettes, roads and intangible property in the State fiscal year 1971-1972 and the second of which is correlated to the amount received by such county in State fiscal year 1981-1982 from the then-existing tax on cigarettes and intangible personal property, less the guaranteed entitlement. The funds remaining in the Revenue Sharing Trust Fund after the distribution of the Guaranteed Entitlement and Second Guaranteed Entitlement are referred to as "growth monies" that are further distributed to eligible counties (the "Growth Monies").

There are no restrictions on the use of the Guaranteed Entitlement, Second Guaranteed Entitlement or the Growth Monies revenues, however there are restrictions on the amount of funds that can be pledged for bond indebtedness. Counties are allowed to pledge the Guaranteed Entitlement and the Second Guaranteed Entitlement revenues. Counties can assign, pledge, or set aside as a trust for the payment of principal or interest on bonds or any other form of indebtedness an amount up to 50 percent of the State Revenue Sharing funds (including Growth Monies) received by it in the prior State fiscal year.

To be eligible to participate in State Revenue Sharing in future years, the County must comply with certain eligibility and reporting requirements. If the County fails to comply with such requirements, FDOR may utilize the best information available to it, if such information is available, or take any necessary action including disqualification, either partial or entire, and the County shall further waive any right to challenge the determination of FDOR as to its distribution, if any.

Licenses and Permits

Electric Franchise Fee Revenues

In 1985, the County adopted an ordinance which granted to Florida Power & Light Company ("FPL") a 30-year nonexclusive franchise to construct, maintain and operate power facilities over public rights-of-way throughout the unincorporated areas of the County. In 2009, the ordinance was amended to extend the franchise until 2039 and set a new franchise fee rate. The current franchise expires in 2039. The current franchise fee is an amount equal to 5.9% of the revenues collected by FPL in such unincorporated areas. The franchise fee is added to each electricity customer's monthly bill and is remitted monthly by FPL to the County.

Fines and Forfeitures

Fines and forfeitures reflect those penalties and fines imposed for the commission of statutory offenses, violation of lawful administrative rules and regulations, and for neglect of official duty. Forfeitures include revenues resulting from ordinance violation fines, filing fees and tax billed penalties.

County Officers' Fees

County officers' fees consist primarily of filing fees relating to court cases received by the Clerk & Comptroller of the Circuit Court and various fees received by the Supervisor of Elections.

Parking Revenues

Parking revenues consist of the rentals, rates, charges and other fees derived from the operation of the parking facilities serving the Palm Beach County Governmental Center, the County Courthouse and

the Convention Center located in West Palm Beach. These facilities consist of a 143 space parking garage, a 1,811 space parking garage and a 2,648 space parking garage.

Excess Fees

In addition to the moneys that the County appropriates for the operation of the constitutional offices (Tax Collector, Property Appraiser, Clerk & Comptroller of the Circuit Court, Supervisor of Elections and the Sheriff), each of the constitutional offices includes in its budget various fees and charges that are not included in the County's budget. To the extent that the actual amount of the fees and charges collected exceeds the budgeted amount, the excess amount is transferred to the County's General Fund.

Park and Recreation Fees

Park and recreation fees consist of fees charged for the use of the County's parks and recreation areas, including concession income and land rentals. Park and recreation fees also include the income derived from the operation of four County-owned golf courses.

Reimbursement of Indirect Costs

Reimbursement of indirect costs consists of charges made against the County's Enterprise Funds as reimbursement for services provided to the enterprises by other County departments and agencies.

Miscellaneous Non-Ad Valorem Revenue

This is a broad category that includes a wide variety of revenues, including but not limited to licensing and regulatory fees, fees for services or publications, transfers from other governmental units, traffic and parking fines, interest earnings and other miscellaneous revenues.

Historical Receipt of Non-Ad Valorem Revenues

The following table shows the historical receipt by the County of significant sources of certain Non-Ad Valorem Revenues for the five Fiscal Years ended September 30 prior to issuance of the Series 2023C Bonds. The table does not necessarily include all of the Non-Ad Valorem Revenues of the County which may be available to pay debt service on the County's debt secured by these revenues:

HISTORICAL NON-AD VALOREM REVENUES

Fiscal Year Ended September 30,	2022	2021	2020 ⁽¹⁾	2019	2018
Charges for Other Services	\$109,635,755.00	\$102,548,070	\$109,031,931	\$107,325,961	
Half-Cent Sales Tax	102,561,675.00	87,267,100	93,058,320	91,415,474	
Electric Franchise Tax	36,176,334.00	34,469,370	35,378,969	34,473,390	
Utility Service Tax	46,044,263.00	44,989,936	44,006,709	42,969,447	
Communications Service Tax	18,639,394.00	18,499,599	19,893,751	22,551,248	
State Revenue Sharing	37,413,680.00	32,408,470	34,782,859	33,395,311	
Reimburse of Indirect Costs	18,931,505.00	17,885,326	18,670,373	18,452,147	
Investment Income ⁽²⁾	4,575,714.00	10,293,209	15,770,975	9,027,362	
Local Option Gas Tax ⁽³⁾	6,536,107.00	6,066,355	7,634,267	10,721,536	
Miscellaneous	12,530,939.00	18,680,837	19,404,780	15,372,906	
Parks & Recreation Fees	22,136,592.00	15,048,432	20,569,519	19,235,752	
Licenses & Permits	6,745,143.00	6,132,752	6,927,136	6,845,442	
Available Tourist Development Tax ⁽⁴⁾	8,500,952.00	7,218,765	9,033,974	8,971,505	
County Officer's Fees	3,119,017.00	2,627,975	3,246,526	3,187,263	
Animal Regulation Fees	2,810,822.00	2,542,470	3,530,206	2,937,000	
Fines and Forfeitures	3,101,804.00	2,424,034	2,891,616	2,395,723	
Parking Revenue	1,070,082.00	266,024	303,176	402,873	
Excess Fees - Supervisor of Elections ⁽⁵⁾	22,220,178.00	2,300,243	1,113,597	3,224,233	
Excess Fees - Sheriff ⁽⁵⁾	3,557,797.00	17,179,090	10,173,422	7,057,428	
Excess Fees - Clerk & Comptroller ⁽⁵⁾	161,337.00	1,969,295	653,286	2,262,895	
TOTALS	\$466,469,090.00	\$430,817,352	\$456,075,392	\$442,224,896	

⁽¹⁾ Certain revenue sources including, but not limited to, half-cent sales taxes, gas taxes, tourist development taxes and state revenue sharing were negatively impacted by measures taken in response to COVID-19.

⁽²⁾ Includes interest income and net change in fair value of investments.

⁽³⁾ When used for debt service, Local Option Gas Tax is only available for transportation capital projects; prior years have been restated to include this tax. ***None of the debt service on the Series 2023C Bonds will be allocated to transportation-related expenditures. Accordingly, none of the fuel tax revenues may be used to pay debt service on the Series 2023C Bonds.***

⁽⁴⁾ Also known as the Professional Sports Franchise Facility Tax. When used for debt service, Available Tourist Development Tax is only available for construction or renovation projects associated with professional or spring training facilities or convention center facilities. ***These revenues are only available to pay debt service on the County's outstanding Public Improvement Revenue Bond (Professional Sports Franchise Facility Project), Taxable Series 2015C, the Public Improvement Revenue Refunding Bonds, Federally Taxable Series 2019A (Convention Center Project), the Public Improvement Revenue Bond (Professional Sports Franchise Facility Project), Federally Taxable Series 2021C, the Public Improvement Revenue Bonds, Series 2023A (Professional Sports***

Franchise Facility Project), and the Public Improvement Revenue Bonds, Federally Taxable Series 2023B (Professional Sports Franchise Facility Project) and none are available to pay any portion of the debt service on the Series 2023C Bonds.

⁽⁵⁾ Excess fees represent unspent appropriations of the constitutional officers which are required by Florida Statute to be returned to the County at the end of the Fiscal Year. The excess fees are recorded as 'transfer-in' by the County and 'transfer-out' by the constitutional officers in the fund statements.

Source: Comprehensive Annual Financial Report, Palm Beach County, Florida, Fiscal Year Ended September 30, 2022.

DEBT SERVICE SCHEDULE

The following table sets forth the debt service requirements on the Series 2023C Bonds and other Non-Self-Supporting Debt of the County.

Fiscal Year Ended <u>September 30</u>	<u>Series 2023C Bonds</u>			Outstanding Bonds <u>Debt Service</u>	Total Debt <u>Service</u>
	Principal	Interest	Debt Service		
2023					
2024					
2025					
2026					
2027					
2028					
2029					
2030					
2031					
2032					
2033					
2034					
2035					
2036					
2037					
2038					
2039					
2040					
2041					
2042					
2043*					
TOTAL					

*The Series 2023C Bonds mature on May 1, 2043

DEBT SERVICE COVERAGE

The County has covenanted and agreed that it will not issue any indebtedness or incur any indebtedness payable from or supported by a pledge of Non-Ad Valorem Revenues unless the County can show that the total amount of Non-Ad Valorem Revenues in each Fiscal Year in which bonds are outstanding will be greater than 2.00 times the Non-Self-Supporting Debt Service in each such Fiscal Year. See "SECURITY FOR THE SERIES 2023C BONDS – Additional Debt Payable from Non-Ad Valorem Revenues" above.

The table that follows compares the annual debt service on all Non-Self-Supporting Debt (outstanding during the noted Fiscal Years) of the County payable from the Non-Ad Valorem Revenues to the actual Non-Ad Valorem Revenues received in the Fiscal Years ended September 30, 2018 through 2022. The County has not covenanted to maintain any services or programs, now provided or maintained by the County, which generate Non-Ad Valorem Revenues other than such services or programs which are for essential public purposes affecting the health, welfare or safety of the inhabitants of the County and the County is not required by the terms of the Resolution to maintain a minimum coverage level annually.

(Dollars in Thousands)

Fiscal Year	Annual Debt Service	Non-Ad Valorem Revenues ⁽¹⁾	Coverage ⁽¹⁾
2018	\$82,718,865	\$442,224,896	5.35x
2019	82,887,209	456,075,392	5.50x
2020	76,672,958	430,817,352	5.62x
2021	74,051,916	466,469,090	6.30x
2022			

⁽¹⁾ The County has covenanted in the Resolution that, until the Series 2023C Bonds are no longer Outstanding pursuant to the provisions of the Resolution, it will appropriate in its annual budget in each Fiscal Year, by amendment if necessary, Non-Ad Valorem Revenues in amounts sufficient to pay the principal of interest on the Series 2023C Bonds, as the same become due (whether by redemption, at maturity or otherwise). Notwithstanding the foregoing covenant, the County has not covenanted to maintain any services or programs, now provided or maintained by the County, which generate Non-Ad Valorem Revenues, and the County is not required by the terms of the Resolution to maintain a minimum coverage level annually. See "SECURITY FOR THE SERIES 2023C BONDS – Covenant to Budget and Appropriate" herein and "APPENDIX A – THE RESOLUTION" attached hereto.

Source: Comprehensive Annual Financial Report, Palm Beach County, Florida, Fiscal Year Ended September 30, 2022.

Note: Details regarding the County's outstanding debt can be found in the financial statements.

PRO-FORMA DEBT SERVICE COVERAGE

As described herein under the caption "SECURITY FOR THE SERIES 2023C BONDS – Additional Debt Payable From Non-Ad Valorem Revenues," the County has agreed that it will not issue or incur any indebtedness payable from or supported by a pledge of the Non-Ad Valorem Revenues unless, among other things, following the issuance or incurrence of such additional indebtedness, the total amount of Non-Ad Valorem Revenues (based on the most recent Fiscal Year) will be greater than twice the Maximum Debt Service on all Non Self Supporting Debt of the County. Taking into account the Series 2023C Bonds herein issued, the Maximum Debt Service on all Non-Self-Supporting Debt of the County is estimated to be

approximately \$_____, and Non-Ad Valorem Revenues for the Fiscal Year ended September 30, 2022 were approximately \$466,469,090, resulting in a coverage ratio of approximately _____x.

INVESTMENT CONSIDERATIONS

The following discussion provides information relating to certain risks that could affect payments of the principal of, redemption premium, if any, and interest on the Series 2023C Bonds. The order in which the following information is presented is not intended to reflect the relative importance of the risks discussed. The following information is not, and is not intended to be, exhaustive and should be read in conjunction with all of the other heading in this Official Statement, including its appendices. Prospective purchasers of the Series 2023C Bonds should carefully analyze the information contained in this Official Statement, including its appendices (and including the additional information contained in the form of the complete documents referenced or summarized herein), for a more complete description of the investment considerations relevant to purchasing the Series 2023C Bonds. Copies of any documents referenced or summarized in this Official Statement are available from the County.

Ratings

There is no assurance that any rating assigned to the Series 2023C Bonds by the rating agencies will continue for any given period of time or that such rating will not be lowered or withdrawn entirely by such rating agency, if in its judgment, circumstances warrant. A downgrade, change in or withdrawal of any rating may have an adverse effect on the market price of the Series 2023C Bonds. See “RATINGS” herein.

Covenant to Budget and Appropriate

The County’s covenant to budget and appropriate from Non-Ad Valorem Revenues for the payment of the Series 2023C Bonds is limited by a number of factors. As indicated under the caption “SECURITY FOR THE SERIES 2023C BONDS – General” herein, the County is required to operate with a balanced budget. In addition, the County is not required and does not covenant to maintain any services or programs which generate Non-Ad Valorem Revenues. Cancellation of any services or programs which are not essential services and that generate Non-Ad Valorem Revenues could have an adverse effect on the County fulfilling its covenant obligations under the Resolution. Certain Non-Ad Valorem Revenues, such as State revenue sharing, may be subject to modification or repeal by the Legislature. Certain matching Non-Ad Valorem Revenues, such as governmental, foundation or corporate grants to the County, also may be subject to modification or may be discontinued, and certain Non-Ad Valorem Revenues are not permitted to be part of the Pledged Revenues. Furthermore, until Non-Ad Valorem Revenues are deposited in the Debt Service Account of the Debt Service Fund, the Series 2023C Bondholders do not have a lien on any Non-Ad Valorem Revenues.

Receipt of Non-Ad Valorem Revenues

Continued consistent receipt of Non-Ad Valorem Revenues is dependent upon a variety of factors, including aggressive annexation or de-annexation policies by the County or greater or lesser growth in the incorporated areas of the County as compared to unincorporated areas could have positive or negative effects on Non-Ad Valorem Revenues. The amounts and availability of any of the Non-Ad Valorem Revenues to the County are also subject to change, including reduction or elimination by change of State law or changes in the facts or circumstances according to which certain of the Non-Ad Valorem Revenues are allocated. In addition, the amount of certain of the Non-Ad Valorem Revenues collected by the County

is directly related to the general economy of the County. Accordingly, adverse economic conditions could have a material adverse effect on the amount of Non-Ad Valorem Revenues collected by the County. The County may also specifically pledge certain of the Non-Ad Valorem Revenues or covenant to budget and appropriate legally available Non-Ad Valorem Revenues of the County to future obligations. In the case of a specific pledge, such Non-Ad Valorem Revenues would be required to be applied to such obligations prior to paying the principal of and interest on the Series 2023C Bonds.

Event of Default

In the event of a default in the payment of principal of or interest on the Series 2023C Bonds, the remedies of the owners of the Series 2023C Bonds are limited under the Resolution. See “APPENDIX A – THE RESOLUTION” herein.

Cybersecurity

The County, like many other governmental entities, relies on a technology environment to conduct its operations. As such, it may face multiple cybersecurity threats including but not limited to, hacking, viruses, malware and other attacks on computer or other sensitive digital systems and networks. There can be no assurance that any security and operational control measures implemented by the County will be completely successful to guard against and prevent cyber threats and attacks. The result of any such attack could impact operations and/or digital networks and the costs of remedying any such damage could be significant.

In order to protect data, the County requires staff training in the area of cyberattack and data security in order to maintain employee access to its networks. The County has implemented a graduated program that requires different levels of training depending on the employee’s role. The County makes general cyber security training available to all employees, and has also made available specific training to certain staff members who deal with specific systems or data, such as payment card industry training for anyone involved in processing credit cards. The County has also implemented more involved training for the information technology staff who operate and maintain systems or security infrastructure.

Climate Change

The State is naturally susceptible to the effects of extreme weather events and natural disasters including floods, droughts, and hurricanes, which could result in negative economic impacts on the County. Such effects can be exacerbated by a longer-term shift in the climate over several decades (commonly referred to as climate change), including increasing global temperatures and rising sea levels. The occurrence of such extreme weather events could damage local infrastructure. The economic impacts resulting from such extreme weather events could include a loss of revenue, interruption of service, and escalated recovery costs.

The County is a leader in climate change adaptation and mitigation planning, which helps ensure that its government operations and community continue to be resilient. Partnerships are key to unifying climate adaptation and mitigation planning. For example, in 2010, the County formed the Southeast Florida Regional Climate Change Compact with Broward, Miami-Dade, and Monroe Counties to collaborate on regional climate change issues, develop unified approaches for adaptation and mitigation, and share resources with its stakeholders. One of the more notable Compact resources is the Unified Sea Level Rise Projection, which all four counties have adopted and use in their respective planning. In addition, the

Compact has published a Regional Climate Action Plan (“RCAP”), last updated in 2017. The RCAP guides jurisdictions and other organizations through implementing climate adaptation and mitigation strategies. In addition, in 2019 the County became a founding member of the Coastal Resilience Partnership of Southeast Palm Beach County, which is a partnership among the County and seven coastal municipalities to complete a climate change vulnerability assessment and identify equitable adaptation strategies for the southeast region of PBC. This assessment is expected to be complete by May 2023.

The County also pursues resiliency and sustainability certifications that showcase County leadership and identify opportunities for improvement. In December 2020, the County was awarded Leadership in Energy and Environmental Design (“LEED”) Gold Certification for Cities and Communities. LEED for Cities and Communities measures a local government’s resiliency and sustainability across categories including natural systems and ecology, transportation and land use, water efficiency, energy and greenhouse gas emissions, materials and resources, and quality of life. This LEED Gold certification acknowledges the hard work and collaboration across all county departments to tackle these challenges, as well as partnerships with regional stakeholders.

Finally, the County is working on a variety of projects, policies, and initiatives to help mitigate climate risk. Recognizing that climate resilience is paramount for preserving a sustainable, thriving community, in 2018 the County fully staffed its newly created Office of Resilience (“OOR”) to coordinate on climate change initiatives with County departments and cross-departmental teams, integrate resiliency into countywide operations, share County best practices, and engage with local stakeholders. OOR is finalizing a “Resilience and Sustainability in County Capital Construction Projects” manual that will formalize the process by which County departments assess potential climate-related threats to County capital projects and require project managers to describe adaptation and mitigation measures that will be incorporated into the project plan. In addition, OOR is collaborating with the County’s Water Resources Manager to manage an \$800,000 grant from the Florida Department of Economic Opportunity to prepare a climate change vulnerability assessment for unincorporated and western parts of the County and a countywide resilience action plan. The assessment and plan will identify equitable strategies to mitigate and adapt to flooding, severe storms, tropical cyclones, coastal erosion, extreme heat, and wildfires.

Potential Impact of Pandemic

The spread of the strain of coronavirus commonly known as COVID-19 is altering the behavior of businesses and people in a manner that is having negative effects on global, state and local economies. There can be no assurances that the spread of a pandemic, including, but not limited to, a strain of coronavirus known as COVID-19, will not materially impact both local and national economies and, accordingly, could adversely impact financial conditions, performance and credit ratings. While the total or long-term negative impact on the County of COVID-19 cannot be predicted with any reasonable of certainty at this time, continued spread of the disease, containment, and efforts designed to mitigate its effects could adversely impact the financial and operating condition of the County for several years. Although current collections of Non-Ad Valorem Revenues are comparable or exceed pre-pandemic levels, no assurance can be given that changes produced by the outbreak of COVID-19 or a new variant of the virus will not materially impact the future collection of certain Non-Ad Valorem Revenues.

THE COUNTY

Background

The County is located on the southeast coast of Florida. As of April 1, 2022, the County's population was estimated to be 1,518,152. The geographical boundaries of the County encompass approximately 2,023 square miles. The City of West Palm Beach is the county seat of the County.

The County is a political subdivision of the State of Florida, and is governed by the State Constitution, general laws of the State of Florida and the County's Charter. Pursuant to the Florida Constitution, counties operating under a charter, such as the County, have all powers of local self-government not inconsistent with general law, and the governing body of such a county may enact ordinances not inconsistent with general law.

Management and Organization

The County is governed by a seven-member Board of County Commissioners (the "Board"), which is the legislative and governing body of the County. The Commissioners are elected from single-member districts. The Board elects a Mayor who serves as presiding officer.

<u>Name</u>	<u>Title</u>	<u>End of Current Term</u>
Gregg. K. Weiss	Mayor	November 2026
Maria Sachs	Vice Mayor	November 2024
Maria G. Marino	Commissioner	November 2024
Michael A. Barnett	Commissioner	November 2024
Mack Bernard	Commissioner	November 2024
Sara Baxter	Commissioner	November 2026
Marci Woodward	Commissioner	November 2026

The County Administrator, the chief administrative official of the County, is Verdenia C. Baker. She is appointed by and serves at the pleasure of the Board. She is directly responsible to the Board for administration and operation of all operating departments of the County. The County Administrator is also responsible to the Board for the execution of all Board policies and the preparation of the annual budget of the County. Ms. Baker began her career with the County in 1987 and was selected as County Administrator in 2015. She holds a Master's Degree in Public Administration and a Bachelor's Degree in Rehabilitative Services, both from Florida State University.

The Clerk & Comptroller of Palm Beach County (the "Clerk") is an elected, constitutional officer. In addition to the roles of Clerk of the Circuit Court, County Recorder and Clerk of the Board of County Commissioners, the Clerk as Comptroller serves as the County's Chief Financial Officer, Treasurer, and Auditor.

The County Property Appraiser, Sheriff, Supervisor of Elections, Clerk and Tax Collector are separate constitutional offices. The budgets of the Property Appraiser and Tax Collector and Clerk's fee budget are submitted directly to the State of Florida Department of Revenue. The budgets of the offices of the Sheriff and Supervisor of Elections and the Clerk's non-fee budget are subject to initial approval and subsequent review by the Board.

Budget

The County adopted its Fiscal Year 2022-2023 General Fund Budget on September 20, 2022 in the amount of \$1,203,884,310 compared to the Fiscal Year 2021-2022 General Fund Budget of \$1,062,035,841. For additional information and the full budget, go to discover.pbcgov.org/ofmb/budget.

RETIREMENT PLANS AND OTHER POST EMPLOYMENT BENEFITS

The information relating to the Florida Retirement System ("FRS") contained herein has been obtained from the FRS Annual Reports available at www.dms.myflorida.com and the Florida Comprehensive Annual Financial Reports available at www.myfloridacfo.com/aadir/statewide_financial_reporting. No representation is made by the County as to the accuracy or adequacy of such information or that there has not been any material adverse change in such information subsequent to the date of such information.

General Information. Substantially all of the County's employees participate in the FRS. The FRS is a cost-sharing multiple-employer public-employee retirement system with two primary plans – the FRS defined benefit pension plan (the "FRS Pension Plan") and the FRS defined contribution plan (the "FRS Investment Plan"). The FRS Pension Plan was created in Chapter 121, Florida Statutes, to provide a defined benefit pension plan for participating public employees.

Florida Retirement System Pension Plan

Membership. FRS membership is compulsory for all employees filling a regularly established position in a state agency, county agency, state university, state community college, or district school board. Participation by cities, municipalities, special districts, charter schools, and metropolitan planning organizations, although optional, is generally irrevocable after election to participate is made. Members hired into certain positions may be eligible to withdraw from the FRS altogether or elect to participate in the non-integrated optional retirement programs in lieu of the FRS except faculty of a medical college in a state university who must participate in the State University System Optional Retirement Program.

There are five general classes of membership, as follows:

- *Regular Class* - Members of the FRS who do not qualify for membership in the other classes.
- *Senior Management Service Class (SMSC)* - Members in senior management level positions in state and local governments as well as assistant state attorneys, assistant statewide prosecutors, assistant public defenders, assistant attorneys general, deputy court administrators, and assistant capital collateral representatives.
- *Special Risk Class* - Members who are employed as law enforcement officers, firefighters, firefighter trainers, fire prevention officers, state fixed-wing pilots for aerial firefighting surveillance, correctional officers, emergency medical technicians, paramedics, community-based correctional probation officers, youth custody officers (from July 1, 2001 through June 30, 2014), certain health-care related positions within state forensic or correctional facilities, or specified forensic employees of a medical examiner's office or a law enforcement agency, and meet the criteria to qualify for this class.

- *Special Risk Administrative Support Class* - Former Special Risk Class members who are transferred or reassigned to nonspecial risk law enforcement, firefighting, emergency medical care, or correctional administrative support positions within an FRS special risk-employing agency.

- *Elected Officers' Class (EOC)* - Members who are elected state and county officers and the elected officers of cities and special districts that choose to place their elected officials in this class. Members of the EOC may elect to withdraw from the FRS or participate in the SMSC in lieu of the EOC.

Beginning July 1, 2001 through June 30, 2011, the FRS Pension Plan provided for vesting of benefits after six years of creditable service for members initially enrolled during this period. Members not actively working in a position covered by the FRS Pension Plan on July 1, 2001, must return to covered employment for up to one work year to be eligible to vest with less service than was required under the law in effect before July 1, 2001. Members initially enrolled on or after July 1, 2001 through June 30, 2011, vest after six years of service. Members initially enrolled on or after July 1, 2011, vest after eight years of creditable service. Members are eligible for normal retirement when they have met the requirements listed below. Early retirement may be taken any time after vesting within 20 years of normal retirement age; however, there is a 5% benefit reduction for each year prior to the normal retirement age.

- *Regular Class, SMSC, and EOC Members* – For members initially enrolled in the FRS Pension Plan before July 1, 2011, six or more years of creditable service and age 62, or the age after completing six years of creditable service if after age 62. Thirty years of creditable service regardless of age before age 62. For members initially enrolled in the FRS Pension Plan on or after July 1, 2011, eight or more years of creditable service and age 65, or the age after completing eight years of creditable service if after age 65. Thirty-three years of creditable service regardless of age before age 65.

- *Special Risk Class and Special Risk Administrative Support Class Members* – For members initially enrolled in the FRS Pension Plan before July 1, 2011, six or more years of Special Risk Class service and age 55, or the age after completing six years of Special Risk Class service if after age 55. Twenty-five years of special risk service regardless of age before age 55. A total of 25 years of service including special risk service and up to four years of active duty wartime service and age 52. Without six years of Special Risk Class service, members of the Special Risk Administrative Support Class must meet the requirements of the Regular Class. For members initially enrolled in the FRS Pension Plan on or after July 1, 2011, eight or more years of Special Risk Class service and age 60, or the age after completing eight years of Special Risk Class service if after age 60. Thirty years of special risk service regardless of age before age 60. Without eight years of Special Risk Class service, members of the Special Risk Administrative Support Class must meet the requirements of the Regular Class.

Benefits. Benefits under the FRS Pension Plan are computed on the basis of age, average final compensation, creditable years of service, and accrual value by membership class. Members are also eligible for in-line-of-duty or regular disability and survivors' benefits. Pension benefits of retirees and annuitants are increased each July 1 by a cost-of-living adjustment. If the member is initially enrolled in the FRS Pension Plan before July 1, 2011, and all service credit was accrued before July 1, 2011, the annual cost-of-living adjustment is 3% per year. If the member is initially enrolled before July 1, 2011, and has service credit on or after July 1, 2011, there is an individually calculated cost-of-living adjustment. The annual cost-of-living adjustment is a proportion of 3% determined by dividing the sum of the pre-July 2011 service credit by the total service credit at retirement multiplied by 3%. FRS Pension Plan members initially enrolled on or after July 1, 2011, will not have a cost-of-living adjustment after retirement.

The Deferred Retirement Option Program ("DROP") became effective July 1, 1998, subject to provisions of Section 121.091(13), Florida Statutes. FRS Pension Plan members who reach normal retirement are eligible to defer receipt of monthly benefit payments while continuing employment with an FRS employer. An employee may participate in the DROP for a maximum of 60 months. Authorized instructional personnel may participate in the DROP for up to 36 additional months beyond their initial 60-month participation period. Monthly retirement benefits remain in the FRS Trust Fund during DROP participation and accrue interest. As of June 30, 2022, the FRS Trust Fund held \$2,668,218,157 in accumulated benefits for 31,023 DROP participants. Of these 31,023 DROP participants, 29,153 were active in the DROP with balances totaling \$2,372,404,554. The remaining participants were no longer active in the DROP and had balances totaling \$295,813,603 to be processed after June 30, 2022.

Administration. The Department of Management Services, Division of Retirement administers the FRS Pension Plan. The State Board of Administration (the "SBA") invests the assets of the FRS Pension Plan held in the FRS Trust Fund. Costs of administering the FRS Pension Plan are funded from earnings on investments of the FRS Trust Fund. Reporting of the FRS Pension Plan is on the accrual basis of accounting. Revenues are recognized when earned and expenses are recognized when the obligation is incurred.

Contributions. All participating employers must comply with statutory contribution requirements. Employer contribution rates under the uniform rate structure (a blending of both the FRS Pension Plan and Investment Plan rates) are recommended by the actuary but set by the Legislature. Statutes require that any unfunded actuarial liability (UAL) be amortized within 30 plan years. Pursuant to Section 121.031(3) (f), Florida Statutes, any surplus amounts available to offset total retirement system costs are to be amortized over a 10-year rolling period on a level-dollar basis. The balance of legally required reserves at June 30, 2022, was \$180,226,404,807. These funds were reserved to provide for total current and future benefits, refunds, and administration of the FRS Pension Plan

Effective July 1, 2011, both employees and employers of the FRS are required to make contributions to establish service credit for work performed in a regularly established position. Effective July 1, 2002, the Florida Legislature established a uniform contribution rate system for the FRS, covering both the FRS Pension Plan and the FRS Investment Plan. The uniform rates for Fiscal Year 2021-2022 are as follows:

<u>Membership Class</u>	<u>Employee Contribution Rate</u>	<u>Employer Contribution Rate⁽¹⁾</u>	<u>Total Contribution Rate</u>
Regular	3.00%	9.10%	12.10%
Special Risk	3.00	24.17	27.17
Special Risk Administrative Support	3.00	36.04	39.04
Elected Officers'	3.00	62.01	65.01
Judges	3.00	39.19	42.19
Governor, Lt. Governor, Cabinet, Legislators, State Attorneys, and Public Defender	3.00	62.01	65.01
Elected County, City, and Special District Officials	3.00	49.70	52.70
Senior Management Service	3.00	27.29	30.29
Deferred Retirement Option Program	0.00	16.68	16.68

⁽¹⁾ These rates include the normal cost and unfunded actuarial liability contributions but do not include the 1.66 percent contribution for the Retiree Health Insurance Subsidy and the fee of 0.06 percent for administration of the FRS Investment Plan and provision of educational tools for both plans.

Source: Florida Retirement System Pension Plan and Other State Administered Systems Comprehensive Annual Financial Report for Fiscal Year Ended June 30, 2022.

The contributions of the County are established and may be amended by the State Legislature. The consolidated County's contributions to the FRS Pension Plan totaled \$217 million for the Fiscal Year ended June 30, 2022.

Pension Amounts for the FRS Pension Plan.

Schedule of Changes in Net Pension Liability and Related Ratios
(in thousands)

Total Pension Liability	<u>June 30, 2019</u>	<u>June 30, 2020</u>	<u>June 30, 2021</u>	<u>June 30, 2022</u>
Service cost	\$2,523,070	\$2,647,456	2,648,469	2,635,672
Interest on total pension liability	13,194,902	13,458,929	13,713,166	14,012,135
Effect of plan changes	11,404	-	-	99,285
Effect of economic/demographic (gains) or losses	247,482	448,646	349,779	1,243,179
Effect of assumption changes or inputs	1,585,626	1,738,139	-	2,437,637
Benefit payments	<u>(10,867,549)</u>	<u>(11,395,765)</u>	<u>(11,985,107)</u>	<u>(12,629,514)</u>
Net change in total pension liability	6,694,935	6,897,405	4,726,307	7,798,395
Total pension liability, beginning	<u>191,317,399</u>	<u>198,012,334</u>	<u>204,909,739</u>	<u>209,636,046</u>
Total pension liability, ending (a)	<u>\$198,012,334</u>	<u>\$204,909,739</u>	<u>209,636,046</u>	<u>217,434,441</u>
Fiduciary Net Position				
Employer contributions	\$3,100,721	\$3,322,557	3,809,568	4,267,182
Member contributions	752,813	748,455	756,530	769,228
Investment income net of investment expenses	9,410,440	5,339,908	47,954,667	(14,240,179)
Benefit payments	(10,867,549)	(11,395,765)	(11,985,107)	(12,629,514)
Administrative expenses	<u>(19,580)</u>	<u>(21,556)</u>	<u>(21,741)</u>	<u>(22,495)</u>
Net change in plan fiduciary net position	2,376,845	(2,006,402)	40,513,917	21,855,778
Fiduciary net position, beginning	<u>161,196,881</u>	<u>163,574,667</u>	<u>161,568,265</u>	<u>202,082,183</u>
Fiduciary net position, ending (b)	<u>\$163,573,726</u>	<u>\$161,568,265</u>	<u>202,082,183</u>	<u>180,226,405</u>
Net pension liability, ending = (a) – (b)	\$34,438,608	\$43,341,474	7,553,863	37,208,036
Fiduciary net position as a % of total pension liability	82.61%	78.85%	96.40%	82.89%
Covered payroll ⁽¹⁾	\$35,571,200	\$36,898,200	\$37,590,100	\$38,679,800
Net pension liability as a % of covered payroll	96.82%	117.46%	20.10%	96.20%

Source: Florida Retirement System Pension Plan and Other State Administered Systems Comprehensive Annual Financial Report for Fiscal Year Ended June 30, 2022.

Actuarial Methods and Assumptions for the FRS Pension Plan. The total pension liability was determined by an actuarial valuation as of the valuation date of July 1, 2022, calculated based on the discount rate and actuarial assumptions below:

	June 30, 2020	June 30, 2021	June 30, 2022
Discount rate	2.21%	6.80%	6.70%
Long-term expected rate of return, net of investment expense	N/A	6.80%	6.70%
Bond Buyer General Obligation 20-Bond Municipal Bond Index	2.21%	N/A	N/A

Source: Florida Retirement System Pension Plan and Other State Administered Systems Comprehensive Annual Financial Report for Fiscal Year Ended June 30, 2022.

The plan's fiduciary net position was projected to be available to make all projected future benefit payments of current active and inactive employees in determining the projected depletion date. Therefore, the discount rate for calculating the total pension liability is equal to the long-term expected rate of return.

The actuarial assumptions used to determine the total pension liability as of June 30, 2022, were based on the results of an actuarial experience study for the period July 1, 2013 - June 30, 2018.

Valuation Date	July 1, 2022
Measurement Date	June 30, 2022
Asset Valuation Method	Fair Market Value
Inflation	2.40%
Salary increase including inflation	3.25%
Mortality	PUB-2010 base table varies by member category and sex, projected generationally with Scale MP-2018 with Projection Scale P2018
Actuarial cost method	Individual Entry Age

Source: Florida Retirement System Pension Plan and Other State Administered Systems Comprehensive Annual Financial Report for Fiscal Year Ended June 30, 2022.

Sensitivity Analysis for the FRS Pension Plan. The following presents the net pension liability of the plan, calculated using the discount rate of 6.70 percent, as well as what the plan's net pension liability would be if it were calculated using a discount rate that is one percentage point lower (5.70 percent) or one percentage point higher (7.70 percent) than the current rate.

	1% Decrease 5.70%	Current Discount Rate 6.70%	1% Increase 7.70%
Total pension liability	\$244,575,145,000	\$217,434,441,000	\$194,741,583,000
Fiduciary net position	<u>180,226,404,807</u>	<u>180,226,404,807</u>	<u>180,226,404,807</u>
Net pension liability	\$64,348,740,193	\$37,208,036,193	\$14,515,178,193

Source: Florida Retirement System Pension Plan and Other State Administered Systems Comprehensive Annual Financial Report for Fiscal Year Ended June 30, 2022.

Retiree Health Insurance Subsidy Program

The Retiree Health Insurance Subsidy (HIS) Program is a non-qualified, cost-sharing multiple-employer defined benefit pension plan established under Section 112.363, Florida Statutes. The Florida Legislature establishes and amends the contribution requirements and benefit terms of the HIS Program. The benefit is a monthly payment to assist eligible retirees and surviving beneficiaries of state-administered retirement systems in paying their health insurance costs. The Department of Management Services, Division of Retirement administers the HIS program. For the fiscal year ended June 30, 2022, retirees and beneficiaries received a monthly HIS payment equal to the number of years of creditable service completed at the time of retirement multiplied by \$5.00. The payments are at least \$30 but not more than \$150 per month, pursuant to Section 112.363, Florida Statutes. To be eligible to receive a HIS benefit, a retiree under a state-administered retirement system must provide proof of health insurance coverage, which can include Medicare.

The HIS Program is funded by required contributions from FRS participating employers as set by the Legislature. Employer contributions are a percentage of gross compensation for specified employees. For the fiscal year ended June 30, 2022, the contribution rate was ____ percent of payroll pursuant to Section 112.363, Florida Statutes. HIS contributions are deposited in a separate trust fund from which HIS payments are authorized. HIS benefits are not guaranteed and are subject to annual legislative appropriation. In the event the legislative appropriation or available funds fail to provide full subsidy benefits to all participants, the legislation may reduce or cancel HIS Payments.

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Pension Amounts for the HIS.

**Schedule of Changes in Net Pension Liability and Related Ratios
(in thousands)**

Total Pension Liability	June 30, 2019	June 30, 2020	June 30, 2021	June 30, 2022
Service cost	\$232,118	\$265,521	\$280,659	\$290,825
Interest on total pension liability	418,157	402,709	278,747	275,386
Effect of plan changes	-	-	0	5,215
Effect of economic/demographic (gains) or losses	-	452,542	0	(54,219)
Effect of assumption changes or inputs	516,083	481,833	85,978	(1, 585,357)
Benefit payments	(491,890)	(505,549)	(514,361)	(524,004)
Net change in total pension liability	674,468	1,097,056	131,023	1,592,154
Total pension liability, beginning	10,816,576	11,491,044	12,588,098	12,719,121
Total pension liability, ending (a)	11,491,044	12,588,098	12,719,121	11,126,966
Fiduciary Net Position				
Employer contributions	\$555,291	\$576,253	\$587,801	\$605,084
Member contributions	195	370	55	48
Investment income net of investment expenses	6,181	5,315	1,054	1,812
Benefit payments	(491,890)	(505,549)	(514,361)	(524,004)
Administrative expenses	(195)	(172)	(193)	(189)
Net change in plan fiduciary net position	69,582	76,217	74,356	82,751
Fiduciary net position, beginning	232,463	302,045	378,261	452,618
Fiduciary net position, ending (b)	\$302,045	378,261	452,618	535,368
Net pension liability, ending = (a) – (b)	\$11,188,999	\$12,209,837	\$12,266,503	\$10,591,597
Fiduciary net position as a % of total pension liability	2.63%	3.00%	3.56%	4.81%
Covered payroll	\$33,452,626	34,715,391	\$35,406,397	\$36,451,712
Net pension liability as a % of covered payroll	33.45%	35.17%	34.64%	29.06%

Source: Florida Retirement System Pension Plan and Other State Administered Systems Comprehensive Annual Financial Report for Fiscal Year Ended June 30, 2022.

Actuarial Methods and Assumptions for the HIS. The total pension liability was determined by an actuarial valuation as of the valuation date of July 1, 2022, calculated based on the discount rate and actuarial assumptions below, and was then projected to the measurement date. Any significant changes during this period have been reflected as prescribed by GASB 67. The same demographic and pay-related assumptions that were used in the Florida Retirement System Actuarial Valuation as of July 1, 2022, (“funding valuation”) were used for the HIS program, unless otherwise noted. In a given membership class and tier, the same assumptions for both Investment Plan (IP) members and for FRS Pension Plan members were used.

	June 30, 2020	June 30, 2021	June 30, 2022
Discount rate	2.21%	2.16%	3.54%
Long-term expected rate of return, net of investment expense	N/A	N/A	N/A
Bond Buyer General Obligation 20-Bond Municipal Bond Index	2.21%	2.16%	3.54%

Source: Florida Retirement System Pension Plan and Other State Administered Systems Comprehensive Annual Financial Report for Fiscal Year Ended June 30, 2022.

In general, the discount rate for calculating the total pension liability under GASB 67 is equal to the single rate equivalent to discounting at the long-term expected rate of return for benefit payments prior to the projected depletion date. Because the HIS benefit is essentially funded on a pay-as-you-go basis, the depletion date is considered to be immediate. The single equivalent discount rate is equal to the municipal bond rate selected by the FRS Actuarial Assumption Conference. The discount rates used at the two dates differ due to changes in the applicable municipal bond index.

The actuarial assumptions used to determine the total pension liability as of June 30, 2022, were based on the results of an actuarial experience study for the period July 1, 2013 - June 30, 2018.

Valuation Date	July 1, 2022
Measurement Date	June 30, 2022
Inflation	2.40%
Salary increase including inflation	3.25%
Mortality	Generational PUB-2010 with Projection Scale MP-2018
Actuarial cost method	Individual Entry Age

Source: Florida Retirement System Pension Plan and Other State Administered Systems Comprehensive Annual Financial Report for Fiscal Year Ended June 30, 2022.

Sensitivity Analysis for the HIS. The following presents the net pension liability of the HIS, calculated using the discount rate of 3.54 percent, as well as what the HIS's net pension liability would be if it were calculated using a discount rate that is one percentage point lower (2.54 percent) or one percentage point higher (4.54 percent) than the current rate

	1% Decrease 1.21%	Current Discount Rate 2.21%	1% Increase 3.21%
Total pension liability	\$12,653,025,307	\$11,126,965,688	\$9,864,182,813
Fiduciary net position	<u>535,368,479</u>	<u>535,368,479</u>	<u>535,368,479</u>
Net pension liability	\$12,117,656,828	\$10,591,597,209	\$9,328,814,334

Source: Florida Retirement System Pension Plan and Other State Administered Systems Comprehensive Annual Financial Report for Fiscal Year Ended June 30, 2022.

FRS Investment Plan

The State Board of Administration administers the defined contribution plan officially titled the FRS Investment Plan. The Florida Legislature establishes and amends the benefit terms of the plan.

Retirement benefits are based upon the value of the member's account upon retirement. The FRS Investment Plan provides vesting after one year of service regardless of membership class. If an accumulated benefit obligation for service credit originally earned under the FRS Pension Plan is transferred to the FRS Investment Plan, the years of service required for vesting under the FRS Pension Plan (including the service credit represented by the transferred funds) is required to be vested for these funds and the earnings on the funds. The employer pays a contribution as a percentage of salary that is deposited into the individual member's account. Effective July 1, 2011, there is a mandatory employee contribution of 3.00%. The FRS Investment Plan member directs the investment from the options offered under the plan. Costs of administering the plan, including the FRS Financial Guidance Program, are funded through an employer assessment of payroll and by forfeited benefits of plan members. After termination and applying to receive benefits, the member may rollover vested funds to another qualified plan, structure a periodic payment under the FRS Investment Plan, receive a lump-sum distribution, or leave the funds invested for future distribution. Disability coverage is provided; the employer pays an employer contribution to fund the disability benefit which is deposited in the FRS Trust Fund. The member may either transfer the account balance to the FRS Pension Plan when approved for disability retirement to receive guaranteed lifetime monthly benefits under the FRS Pension Plan, or remain in the FRS Investment Plan and rely upon that account balance for retirement income.

Multiple Employer Defined Benefit Retirement Plan

As provided by Chapters 121 and 112, *Florida Statutes*, the FRS provides two cost-sharing, multiple-employer defined benefit plans administered by the Florida Department of Management Services, Division of Retirement, including the FRS Pension Plan and HIS. Under Section 121.4501, *Florida Statutes*, the FRS also provides a defined contribution plan FRS Investment Plan alternative to the FRS Pension Plan, which is administered by the SBA. As a general rule, membership in the FRS is compulsory for all employees working in a regularly established position for a state agency, county government, district school board, state university, community college, or a participating city or special district within the State of Florida. The FRS provides retirement and disability benefits, annual cost-of-living adjustments, and death benefits to plan members and beneficiaries. Benefits are established by Chapter 121, *Florida Statutes*, and Chapter 60S, *Florida Administrative Code*. Amendments to the law can be made only by an act of the Florida State Legislature.

The State of Florida annually issues a publicly available financial report that includes financial statements and required supplementary information for the FRS. The latest available report may be obtained by writing to the State of Florida Division of Retirement, Department of Management Services, P.O. Box 9000, Tallahassee, Florida 32315-9000 or from the website: www.dms.myflorida.com/workforce_operations/retirementpublications.

Other Retirement Plans

The County is responsible for funding two other retirement plans (Palm Tran, Inc. and Lantana Firefighter's Pension Fund) as well as being responsible to make contributions to the City of Lake Worth's plan with respect to former City of Lake Worth law enforcement personnel and firefighters who are now County employees. The County's contributions with respect to the City of Lake Worth are in an equivalent amount as FRS requirements.

Regarding Palm Tran (the County's public transportation agency), the County's contribution is determined under the trust agreement for the plan and established by the plan's Board of Trustees. As of

September 30, 2022, the most recent actuarial valuation date, the plan was approximately _____% funded. The unfunded actuarial accrued liability (UAAL) for benefits was \$_____, and the actuarial value of assets was \$_____. The covered payroll (annual payroll of active employees covered by the plan) was \$_____, and the ratio of UAAL to the covered payroll was _____%.

Regarding the Lantana Firefighter's plan, the plan is funded through member contributions, as well as the revenue from the City of Lantana's imposition of a tax on fire insurance premiums. The County is responsible for the actuarial soundness of this plan and, as a result, must contribute an amount determined by the trustees of the plan to be sufficient, together with the member contributions and fire insurance premium tax, to fund the defined benefits under the plan. As of September 30, 2022, the most recent actuarial valuation date, the plan was approximately _____% funded. The actuarial accrued liability for benefits was \$_____, and the actuarial value of assets was \$_____, resulting in an UAAL of \$_____. The covered payroll was \$_____ and the ratio of the UAAL to the covered payroll was _____%.

For a more detailed description of these other plans, including actuarial methods and assumptions, see Note 10 entitled "RETIREMENT PLANS" in the "NOTES TO THE FINANCIAL STATEMENTS, SEPTEMBER 30, 2022" included in "APPENDIX C – THE COUNTY'S FISCAL YEAR 2022 AUDITED FINANCIAL STATEMENTS" attached hereto.

Other Post-Employment Benefits

The County has separate defined benefit post-employment healthcare plans that provide medical benefits to eligible retired employees and their dependents. The County also provides funding to the Sheriff's office from the County's general fund. The Sheriff has its own separate plan for its retirees and dependents. In addition, the Tax Collector, the Property Appraiser and the Clerk & Comptroller, as constitutional officers have their own plans which are administered by the employer for their employees. However, the Clerk & Comptroller's budgets are partially funded from the County's general fund, while the Tax Collector and Property Appraiser are funded through fees that the respective offices generate. The Solid Waste Authority is a separate legal entity and has a separate plan administered by it as the employer for its employees. The Supervisor of Elections and the Metropolitan Planning Organization participate in the County's plan. The Fire Rescue Union has a separate health plan that is a defined benefit plan with attributes similar to a defined contribution plan. Fire rescue services provided by the County are funded by a municipal service taxing unit created by the County pursuant to Section 125.01, Florida Statutes (the "MSTU"). The funding of the MSTU is pursuant to a tax levy (separate from the County's tax levy) only on those properties within the boundaries of the MSTU. The County is required under its collective bargaining agreement with the Fire Rescue Union to make contributions equal to 3% of the total current base annual pay plus benefits for the Fire Rescue employees. Such contributions are made from funds of the MSTU. The County only contributes to this plan and is not responsible for the custody of the assets of the plan.

With respect to the Fire Rescue Union's plan, contribution requirements of plan members and the employer are established and may be amended by the County or the union under the collective bargaining agreement. All constitutional officers and entities of the County are required by Florida Statute Section 112.08001 to allow their retirees and eligible participants to continue participation in the group insurance plan. In both the plan for the Sheriff and the Fire Rescue plan, in addition to the implicit benefit, those plans offer an explicit benefit. The plans are financed on a "pay-as-you-go" basis.

See Note 11 entitled "POST-EMPLOYMENT BENEFITS OTHER THAN PENSIONS (OPEB) in the "NOTES TO THE FINANCIAL STATEMENTS, SEPTEMBER 30, 2022" included in " APPENDIX C –THE

COUNTY'S FISCAL YEAR 2020 AUDITED FINANCIAL STATEMENTS" attached hereto for a detailed description of the additional explicit benefits and for the actuarial methods and assumptions relating to each of the plans.

LITIGATION

There is no litigation of any nature now pending or, to the best of the County's knowledge, threatened which seeks to restrain or enjoin the sale, execution, issuance or delivery of the Series 2023C Bonds or in any way contests the validity of the Series 2023C Bonds or any proceedings of the County taken with respect to the authorization, sale, or issuance of the Series 2023C Bonds. There is no litigation of any nature now pending or, to the best of the County's knowledge, threatened that may result in any material adverse change in the Pledged Revenues or the financial condition of the County except as described below.

The County is involved in other various lawsuits arising in the ordinary course of operations. Although the outcome of these matters is not presently determinable, it is the opinion of management of the County, based upon consultation with legal counsel, that the outcome of these matters will not materially affect the financial position of the County.

TAX MATTERS

General

The Internal Revenue Code of 1986, as amended (the "Code"), includes requirements which the County must continue to meet after the issuance of the Series 2023C Bonds in order that the interest on the Series 2023C Bonds be and remain excludable from gross income for federal income tax purposes. The County's failure to meet these requirements may cause the interest on the Series 2023C Bonds to be included in gross income for federal income tax purposes retroactively to the date of issuance of the Series 2023C Bonds. The County has covenanted in the Resolution to take the actions required by the Code in order to maintain the exclusion from gross income for federal income tax purposes of interest on the Series 2023C Bonds.

In the opinion of Greenberg Traurig, P.A., Bond Counsel, assuming the accuracy of certain representations and certifications of the County, and continuing compliance by the County with the tax covenants referred to above, under existing statutes, regulations, rulings and court decisions, the interest on the Series 2023C Bonds is excludable from gross income of the holders thereof for federal income tax purposes and, further, interest on the Series 2023C Bonds is not an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals. In the case of the alternative minimum tax imposed by Section 55(b)(2) of the Code on applicable corporations (as defined in Section 59(k) of the Code), interest on the Series 2023C Bonds is not excluded from the determination of adjusted financial statement income. Bond Counsel is further of the opinion that the Series 2023C Bonds and the interest thereon are not subject to taxation under the laws of the State, except as to estate taxes and taxes under Chapter 220, Florida Statutes, on interest, income or profits on debt obligations owned by corporations as defined in said Chapter 220. Bond Counsel will express no opinion as to any other tax consequences regarding the Series 2023C Bonds. Prospective purchasers of the Series 2023C Bonds should consult their own tax advisors as to the status of interest on the Series 2023C Bonds under the tax laws of any state other than the State.

The above opinion on federal tax matters with respect to the Series 2023C Bonds will be based on and will assume the accuracy of certain representations and certifications of the County, and compliance with certain covenants of the County to be contained in the transcript of proceedings and that are intended to evidence and assure the foregoing, including that the Series 2023C Bonds will be and will remain obligations, the interest on which is excludable from gross income for federal income tax purposes. Bond Counsel will not independently verify the accuracy of those certifications and representations. Bond Counsel will express no opinion as to any other consequences regarding the Series 2023C Bonds.

Except as described above, Bond Counsel will express no opinion regarding the federal income tax consequences resulting from the receipt or accrual of the interest on the Series 2023C Bonds, or the ownership or disposition of the Series 2023C Bonds. Prospective purchasers of Bonds should be aware that the ownership of Bonds may result in other collateral federal tax consequences, including (i) the denial of a deduction for interest on indebtedness incurred or continued to purchase or carry the Series 2023C Bonds, (ii) the reduction of the loss reserve deduction for property and casualty insurance companies by the applicable statutory percentage of certain items, including the interest on the Series 2023C Bonds, (iii) the inclusion of the interest on the Series 2023C Bonds in the earnings of certain foreign corporations doing business in the United States for purposes of a branch profits tax, (iv) the inclusion of the interest on the Series 2023C Bonds in the passive income subject to federal income taxation of certain Subchapter S corporations with Subchapter C earnings and profits at the close of the taxable year and (v) the inclusion of interest on the Series 2023C Bonds in the determination of the taxability of certain Social Security and Railroad Retirement benefits to certain recipients of such benefits. The nature and extent of the other tax consequences described above will depend on the particular tax status and situation of each owner of the Series 2023C Bonds. Prospective purchasers of the Series 2023C Bonds should consult their own tax advisors as to the impact of these other tax consequences.

Bond Counsel's opinion is based on existing law, which is subject to change. Such opinion is further based on factual representations made to Bond Counsel as of the date of issuance of the Series 2023C Bonds. Bond Counsel assumes no duty to update or supplement its opinion to reflect any facts or circumstances that may thereafter come to Bond Counsel's attention, or to reflect any changes in law that may thereafter occur or become effective. Moreover, Bond Counsel's opinion is not a guarantee of a particular result, and are not binding on the IRS or the courts; rather, such opinion represents Bond Counsel's professional judgment based on its review of existing law, and in reliance on the representations and covenants that it deems relevant to such opinion.

Original Issue Discount and Premium

Certain of the Series 2023C Bonds ("Discount Bonds") may be offered and sold to the public at an original issue discount ("OID"). OID is the excess of the stated redemption price at maturity (the principal amount) over the "issue price" of a Discount Bond determined under Code Section 1273 or 1274 (i.e., for obligations issued for money in a public offering, the initial offering price to the public (other than to bond houses and brokers) at which a substantial amount of the obligation of the same maturity is sold pursuant to that offering). For federal income tax purposes, OID accrues to the owner of a Discount Bond over the period to maturity based on the constant yield method, compounded semiannually (or over a shorter permitted compounding interval selected by the owner). The portion of OID that accrues during the period of ownership of a Discount Bond (i) is interest excludable from the owner's gross income for federal income tax purposes to the same extent, and subject to the same considerations discussed above, as other interest on the Series 2023C Bonds, and (ii) is added to the owner's tax basis for purposes of determining gain or loss on the maturity, redemption, prior sale or other disposition of that Discount Bond.

Certain of the Series 2023C Bonds (“Premium Bonds”) may be offered and sold to the public at a price in excess of their stated redemption price (the principal amount) at maturity (or earlier for certain Premium Bonds callable prior to maturity). That excess constitutes bond premium. For federal income tax purposes, bond premium is amortized over the period to maturity of a Premium Bond, based on the yield to maturity of that Premium Bond (or, in the case of a Premium Bond callable prior to its stated maturity, the amortization period and yield may be required to be determined on the basis of an earlier call date that results in the lowest yield on that Premium Bond), compounded semiannually (or over a shorter permitted compounding interval selected by the owner). No portion of that bond premium is deductible by the owner of a Premium Bond. For purposes of determining the owner’s gain or loss on the sale, redemption (including redemption at maturity) or other disposition of a Premium Bond, the owner’s tax basis in the Premium Bond is reduced by the amount of bond premium that accrues during the period of ownership. As a result, an owner may realize taxable gain for federal income tax purposes from the sale or other disposition of a Premium Bond for an amount equal to or less than the amount paid by the owner for that Premium Bond.

Owners of Discount and Premium Bonds should consult their own tax advisers as to the determination for federal income tax purposes of the amount of OID or bond premium properly accruable in any period with respect to the Discount or Premium Bonds and as to other federal tax consequences, and the treatment of OID and bond premium for purposes of state and local taxes on, or based on, income.

Changes in Federal and State Tax Law

From time to time, there are legislative proposals suggested, debated, introduced or pending in Congress or in the State legislature that, if enacted into law, could alter or amend one (1) or more of the federal tax matters, or state tax matters, respectively, described above including, without limitation, the excludability from gross income of interest on the Series 2023C Bonds, adversely affect the market price or marketability of the Series 2023C Bonds, or otherwise prevent the holders from realizing the full current benefit of the status of the interest thereon. It cannot be predicted whether or in what form any such proposal may be enacted, or whether, if enacted, any such proposal would affect the Series 2023C Bonds. Prospective purchasers of the Series 2023C Bonds should consult their tax advisors as to the impact of any proposed or pending legislation. On August 16, 2022, President Biden signed the Inflation Reduction Act of 2022 (H.R. 5376) into law. For tax years beginning after 2022, this legislation will impose a minimum tax of 15 percent on the adjusted financial statement income of applicable corporations as defined in Section 59(k) of the Code (which is primarily designed to impose a minimum tax on certain large corporations). For this purpose, adjusted financial statement income is not reduced for interest earned on tax-exempt obligations. Prospective purchasers that could be subject to this minimum tax should consult with their own tax advisors regarding the potential consequences of owning the Series 2023C Bonds.

Information Reporting and Backup Withholding

Interest paid on tax-exempt bonds such as the Series 2023C Bonds is subject to information reporting to the Internal Revenue Service in a manner similar to interest paid on taxable obligations. This reporting requirement does not affect the excludability of interest on the Series 2023C Bonds from gross income for federal income tax purposes. However, in conjunction with that information reporting requirement, the Code subjects certain non-corporate owners of Bonds, under certain circumstances, to “backup withholding” at the rates set forth in the Code, with respect to payments on the Series 2023C Bonds and proceeds from the sale of Bonds. Any amount so withheld would be refunded or allowed as a credit against the federal income tax of such owner of Bonds. This withholding generally applies if the

owner of Bonds (i) fails to furnish the payor such owner's social security number or other taxpayer identification number ("TIN"), (ii) furnished the payor an incorrect TIN, (iii) fails to properly report interest, dividends, or other "reportable payments" as defined in the Code, or (iv) under certain circumstances, fails to provide the payor or such owner's securities broker with a certified statement, signed under penalty of perjury, that the TIN provided is correct and that such owner is not subject to backup withholding. Prospective purchasers of the Series 2023C Bonds may also wish to consult with their tax advisors with respect to the need to furnish certain taxpayer information in order to avoid backup withholding.

A complete copy of the proposed form of opinion of Bond Counsel is set forth in Appendix D hereto.

LEGALITY

Certain legal matters incident to the authorization, issuance and sale of the Series 2023C Bonds by the County are subject to the approving opinion of Greenberg Traurig, P.A. Bond Counsel, whose approving opinion will be available at the time of delivery of the Series 2023C Bonds. The County is represented by the Office of the County Attorney. Locke Lord LLP represents the County as Disclosure Counsel in connection with the Series 2023C Bonds.

The proposed text of the legal opinion of Bond Counsel is set forth as "APPENDIX D - FORM OF BOND COUNSEL OPINION". The actual legal opinion to be delivered may vary from the text of APPENDIX D if necessary, to reflect facts and law on the date of delivery of the Series 2023C Bonds. The opinion will speak only as of their date and subsequent distribution of the opinion by recirculation of this Official Statement or otherwise shall not create any implication that subsequent to the date of the opinion Bond Counsel has affirmed its opinion concerning any of the matters referenced in this Official Statement.

The legal opinion of Bond Counsel is based on existing law, which is subject to change. Such legal opinion is further based on factual representations made to Bond Counsel as of the date thereof. Bond Counsel assumes no duty to update or supplement its opinion to reflect any facts or circumstances, including changes in law, that may thereafter occur or become effective.

Bond Counsel will deliver a supplemental opinion on the date of issuance of the Series 2023C Bonds to the effect that certain of the statements contained herein constitute fair and accurate summaries of the provisions of the Resolution and the Series 2023C Bonds purported to be summarized. In addition, Bond Counsel will opine that the statements under the heading "TAX MATTERS" are fair and accurate statements of the matters set forth therein. Except to the extent described in the preceding sentences and as specifically provided in such supplemental opinion, Bond Counsel has not undertaken independently to verify and therefore expresses no opinion as to the information or statements contained in this Official Statement or any financial or statistical information, exhibits, schedules, or attachments hereto.

The legal opinions to be delivered concurrently with the delivery of the Series 2023C Bonds express the professional judgment of the attorneys rendering the opinions regarding the legal issues expressly addressed therein. By rendering a legal opinion, the opinion giver does not become an insurer or guarantor of the result indicated by that expression of professional judgment, of the transaction on which the opinion is rendered, or of the future performance of parties to the transaction. Nor does the rendering of an opinion guarantee the outcome of any legal dispute that may arise out of the transaction.

FINANCIAL ADVISOR

The Financial Advisor has advised the County in matters relating to planning, structuring and issuance of the Series 2023C Bonds. PFM Financial Advisors LLC is an independent advisory firm and is not engaged in the business of underwriting, trading and distributing municipal or other public securities.

GENERAL PURPOSE FINANCIAL STATEMENTS

The Audited Financial Statements of the County for the Fiscal Year Ended September 30, 2022 and report thereon of a firm of independent certified public accountants engaged by the County is attached hereto as APPENDIX C. The consent of the County's auditor to include in this Official Statement the aforementioned report was not requested, and the audited financial statements are included as a public record and are presented for general information purposes only. The auditor was not requested nor did they perform any procedures with respect to the preparation of this Official Statement or the information presented herein.

The Series 2023C Bonds are payable solely from the Pledged Revenues to the extent and in the manner set forth in the Resolution and as described in this Official Statement and the Series 2023C Bonds are not otherwise secured by, or payable from, the general revenues of the County. The Report included in "APPENDIX C – COMPREHENSIVE ANNUAL FINANCIAL REPORT OF PALM BEACH COUNTY, FLORIDA FOR FISCAL YEAR ENDED SEPTEMBER 30, 2022" hereto is presented for general information purposes only.

COMPETITIVE SALE

The Series 2023C Bonds are being purchased at competitive sale by _____ (the "Purchaser") at a purchase price equal to \$_____ (taking into account [premium][discount] on the Series 2023C Bonds of \$_____ and a Purchaser's discount of \$_____). The Purchaser's obligations are subject to certain conditions precedent described in the related Official Notice of Sale, and it will be obligated to purchase all of the Series 2023C Bonds if any Series 2023C Bonds are purchased.

The yields shown on the inside cover pages of this Official Statement were furnished by the Purchaser. All other information concerning the nature and terms of any re-offering should be obtained from the Purchaser and not the County.

CONTINUING DISCLOSURE

The County has covenanted in the Resolution for the benefit of the Series 2023C Bondholders to provide certain financial information and operating data relating to the County and the Series 2023C Bonds in each year, and to provide notices of the occurrence of certain enumerated material events. The County has agreed to file annual financial information and operating data and the audited financial statements with each entity authorized and approved by the SEC to act as a repository (each a "Repository") for purposes of complying with Rule 15c2-12 adopted by the SEC (the "Rule"). Effective July 1, 2009, the sole Repository is the Municipal Securities Rulemaking Board. The County has agreed to file notices of certain enumerated events, when and if they occur, with the Repository.

The specific nature of the financial information, operating data, and of the type of events which trigger a disclosure obligation, and other details of the undertaking are described in "APPENDIX E -

CONTINUING DISCLOSURE UNDERTAKING" attached hereto. These covenants have been made in order to assist the Purchaser in complying with the continuing disclosure requirements of the Rule.

With respect to the Series 2023C Bonds, no party other than the County is obligated to provide, nor is expected to provide, any continuing disclosure information with respect to the Rule. Except as described below, in the past five years, the County has complied in all material respects with all prior undertakings to provide continuing disclosure information pursuant to the Rule.

However, in order to demonstrate its continued commitment to continuing disclosure best practices, the County has included disclosure of various non-material instances of late filings in this Official Statement in the interest of being transparent. With respect to the defeasance of the County's Taxable Public Improvement Revenue Bonds (Convention Center Hotel Project), Series 2013 on November 26, 2019, the County did not timely file the notice of defeasance on EMMA. The County fully anticipates satisfying all future disclosure obligations required pursuant to the Rule. In February 2013, the County engaged Digital Assurance Certification LLC as its dissemination agent for all the County's outstanding obligations and to enhance its future compliance with undertakings made pursuant to the Rule.

CONTINGENT FEES

The County has retained Bond Counsel, Disclosure Counsel and the Financial Advisor with respect to the authorization, sale, execution and delivery of the Series 2023C Bonds. Payment of the fees of Bond Counsel, Disclosure Counsel, the Financial Advisor and an underwriting discount to the Purchaser, are each contingent upon the issuance of the Series 2023C Bonds.

RATINGS

Moody's Investors Service, Inc. ("Moody's"), S&P Global Ratings ("S&P") and Fitch Ratings ("Fitch") have assigned ratings of "____" (____ outlook), "____" (____ outlook) and "____" (____ outlook), respectively, to the Series 2023C Bonds. Such ratings reflect only the view of such organization and any desired explanation of the significance of such ratings should be obtained from Moody's, S&P and Fitch. There is no assurance that the ratings will be in effect for any given period of time or that they will not be revised downward, suspended or withdrawn entirely by Moody's, S&P or Fitch if in their judgment, circumstances so warrant. Any such downward revision, suspension or withdrawal of the ratings given the Series 2023C Bonds may have an adverse effect on the liquidity or market price of the Series 2023C Bonds. An explanation of the significance of the respective ratings can be received from Moody's at the following address, 7 World Trade Center, 250 Greenwich Street, New York, NY 10007, from S&P, at the following address: 55 Water Street, New York, New York 10041 and from Fitch, at the following address: 33 Whitehall Street, New York, New York 10004.

DISCLOSURE REQUIRED BY FLORIDA BLUE SKY REGULATIONS

Pursuant to Section 517.051, Florida Statutes, as amended, no person may directly or indirectly offer or sell securities of the County except by an offering circular containing full and fair disclosure of all defaults as to principal or interest on its obligations since December 31, 1975, as provided by rule of the Office of Financial Regulation within the Florida Financial Services Commission (the "FFSC"). Pursuant to administrative rulemaking, the FFSC has required the disclosure of the amounts and types of defaults, any legal proceedings resulting from such defaults, whether a trustee or receiver has been appointed over the assets of the County, and certain additional financial information, unless the County believes in good faith

that such information would not be considered material by a reasonable investor. The County is not and has not been in default on any bond issued since December 31, 1975 that would be considered material by a reasonable investor.

The County has not undertaken an independent review or investigation of securities for which it has served as conduit issuer. The County does not believe that any information about any default on such securities is appropriate and would be considered material by a reasonable investor in the Series 2023C Bonds because the County would not have been obligated to pay the debt service on any such securities except from payments made to it by the private companies on whose behalf such securities were issued and no funds of the County would have been pledged or used to pay such securities or the interest thereon.

ENFORCEABILITY OF REMEDIES

The remedies available to the owners of the Series 2023C Bonds upon an event of default under the Resolution are in many respects dependent upon judicial actions which are often subject to discretion and delay. Further, the Series 2023C Bonds are not subject to acceleration. Under existing constitutional and statutory law and judicial decisions, including specifically the federal bankruptcy code, the remedies specified by the Resolution and the Series 2023C Bonds may not be readily available or may be limited. For example, the Series 2023C Bonds are likely to be treated as unsecured obligations of the County under Chapter 9 of the federal bankruptcy code and the ability of a bondholder to seek and obtain a writ of mandamus may be limited if a Chapter 9 proceeding was instituted by the County, which in Florida requires the approval of the Governor. The various legal opinions to be delivered concurrently with the delivery of the Series 2023C Bonds (including Bond Counsel's approving opinion) will be qualified, as to the enforceability of the remedies provided in the various legal instruments, by limitations imposed by general principles of equity, bankruptcy, reorganization, insolvency or other similar laws affecting the rights of creditors enacted before or after such delivery. Pursuant to the Resolution, acceleration is not a remedy available to the Bondholders if a default on the Series 2023C Bonds should occur. See "APPENDIX A - THE RESOLUTION" attached hereto for a description of events of default and remedies.

ACCURACY AND COMPLETENESS OF OFFICIAL STATEMENT

The references, excerpts, and summaries of all documents, statutes, and information concerning the County and certain reports and statistical data referred to herein do not purport to be complete, comprehensive and definitive and each such summary and reference is qualified in its entirety by reference to each such document for full and complete statements of all matters of fact relating to the Series 2023C Bonds, the security for the payment of the Series 2023C Bonds and the rights and obligations of the owners thereof and to each such statute, report or instrument.

The information contained in this Official Statement has been compiled from official and other sources deemed to be reliable, and is believed to be correct as of the date of the Official Statement, but is not guaranteed as to accuracy or completeness by, and is not to be construed as a representation by, the Purchaser.

Any statements made in this Official Statement involving matters of opinion or of estimates, whether or not so expressly stated are set forth as such and not as representations of fact, and no representation is made that any of the estimates will be realized. Neither this Official Statement nor any statement that may have been made verbally or in writing is to be construed as a contract with the owners of the Series 2023C Bonds.

The appendices attached hereto are integral parts of this Official Statement and must be read in their entirety together with all foregoing statements.

AUTHORIZATION OF OFFICIAL STATEMENT

The execution and delivery of this Official Statement has been duly authorized and approved by the County. At the time of delivery of the Series 2023C Bonds, the County will furnish a certificate to the effect that nothing has come to its attention which would lead it to believe that the Official Statement (other than information herein related to DTC, the book-entry only system of registration and the information contained under the caption "TAX MATTERS," as to which no opinion shall be expressed), as of its date and as of the date of delivery of the Series 2023C Bonds, contains an untrue statement of a material fact or omits to state a material fact which should be included therein for the purposes for which the Official Statement is intended to be used, or which is necessary to make the statements contained therein, in the light of the circumstances under which they were made, not misleading.

PALM BEACH COUNTY, FLORIDA

By: _____
Mayor, Board of County Commissioners

By: _____
County Administrator

APPENDIX A

THE RESOLUTION
(WITHOUT EXHIBITS)

APPENDIX B

SUPPLEMENTAL INFORMATION CONCERNING THE COUNTY

THE FOLLOWING INFORMATION CONCERNING PALM BEACH COUNTY, FLORIDA IS INCLUDED ONLY FOR THE PURPOSE OF PROVIDING GENERAL BACKGROUND INFORMATION. THE SERIES 2023C BONDS ARE PAYABLE SOLELY FROM THE SOURCES DESCRIBED IN THE OFFICIAL STATEMENT TO WHICH THIS INFORMATION IS APPENDED, AND ARE NOT GENERAL OBLIGATIONS OF THE COUNTY, THE STATE OF FLORIDA, OR ANY POLITICAL SUBDIVISION THEREOF, AND NEITHER THE COUNTY, THE STATE, NOR ANY POLITICAL SUBDIVISION THEREOF IS REQUIRED TO LEVY ANY TAX FOR PAYMENT OF THE SERIES 2023C BONDS.

General Information

Palm Beach County, Florida (the "County") was founded in 1909 and encompasses an area of 2,578 square miles. It is located on the lower east coast of the Florida peninsula with 47 miles of Atlantic Ocean frontage and 25 miles of frontage on Lake Okeechobee. The County has a semi-tropical climate with an average temperature of 74 degrees and an average rainfall of 62 inches per year. These and other natural amenities, including 87 local, State of Florida (the "State") and Federal recreational areas of more than 10 acres and 163 golf courses, have enabled the County to develop a year-round tourism industry.

There are 39 municipalities within the County, twelve of which have a population in excess of 25,000. West Palm Beach is the County seat and is the largest city in the County, with a 2022 estimated population of 119,971.

County Government

A charter form of government was established when the County's Home Rule Charter became effective in 1985. The County's Home Rule Charter gives the Board of County Commissioners the ability to create, through a local public ordinance procedure, local laws that are not in conflict with or specifically prohibited by State general law or the State Constitution. This process is done without going to the Florida Legislature to request special legislation to create these laws.

A seven-member Board of County Commissioners is the legislative governing body of the County. Each Commissioner is elected to a four-year term by the voters in the district in which he or she resides. Each year, Commission members elect a mayor to preside over Commission meetings and to serve as ceremonial head of the County. A vice mayor is also selected to assume these duties in the absence of the mayor.

Culture and Recreation

The County's Parks and Recreation Department operates 87 developed parks that encompass over 8,500 acres and include a wide variety of amenities, including two water parks, six swimming pools, five golf facilities, four equestrian facilities, three outdoor amphitheaters, 145 athletic fields, and much more. In addition, the department manages 3.51 miles of beachfront property and over 9 million County residents and visitors safely enjoy the County's fourteen guarded beach parks in 2022.

The County is the home of the Professional Golfers Association (PGA), located in the City of Palm Beach Gardens, often referred to as "The Golf Capital of the World." There are in excess of 160 golf courses located in the County.

The County is the Spring Training home of baseball's Florida Marlins, St. Louis Cardinals, Houston Astros and Washington Nationals. The County also fields four Class A Florida State League baseball teams.

The Village of Wellington is the site of one of the finest equestrian centers in the country, providing a venue for polo, Grand Prix jumping events and the National Horse Show.

Cultural amenities include the Florida Ballet, Opera Societies, the Royal Poinciana Playhouse, Watson B. Duncan Theater, Henry Morrison Flagler Museum, Norton Gallery of Art, the Kravis Center for the Performing Arts, and the Morikami Museum and Japanese Gardens, among others.

Education

The Palm Beach County School District is the fifth largest in Florida and the 10th largest nationwide with more than 187,000 students enrolled in more than 192 K-12 schools.

Higher education is offered at five Palm Beach State College campus sites, one Florida Atlantic University site (State University System), Palm Beach Atlantic University, Lynn University and Barry University.

The Palm Beach County Public Library System provides library services for residences in the unincorporated areas of the County and 24 cities through a main library, 16 branch libraries, and a logistical support center. Story times, the Summer Reading Program, and special events are provided to build children's confidence, reading skills, and a sense of community. Outreach Services include a Bookmobile, Talking Books, Books-by-Mail, Adult Literacy Tutoring, and Outreach to Daycare programs. The Library promotes economic vitality and individual achievement by offering access and training on the internet, adult programs on literature and other topics, and by providing additional services to migrant workers and adult non-readers.

Utilities

Public water supply and public sewer service is provided to most of the populated unincorporated areas of the County by the County's Water Utilities Department and the Seacoast Utilities Authority. The incorporated areas are generally served by municipally owned water and/or sewer systems.

Electricity is provided by FPL, except for residents of the City of Lake Worth who receive power from a city owned plant. Local telephone service is provided by a number of providers.

Solid Waste

The Solid Waste Authority (SWA) is the governmental agency responsible for providing an economical and environmentally conscious integrated solid waste management system for the County. The SWA provides solid waste and recycling collection services for the residents and businesses in both the incorporated and unincorporated areas of the County. Unincorporated areas of the County are serviced by private haulers under exclusive franchise agreements with the SWA. In incorporated areas of the County, collection is provided by either private haulers or municipally operated haulers. The Recovered Materials

Processing Facility receives, sorts, processes and prepares for market, materials collected through SWA's recycling program. The nearly 138,000 square feet, \$40 million facility can process up to 975 tons of recyclable material per day. The SWA owns and operates six transfer stations with the capacity to accept and haul nearly 10,100 tons of solid waste and recyclables per day. The Renewable Energy Facility #1 is a refuse-derived fuel waste-to-energy facility that processes over 850,000 tons of solid waste into refuse-derived fuel per year. This fuel is burned to produce electricity that is sold to FPL. The SWA landfill consists of over 50 million cubic yards of airspace with a footprint of approximately 330 acres. The landfill opened in 1989 and, together with the SWA's new mass burn waste-to-energy facility, Renewable Energy Facility #2 came online in 2015, is currently expected to provide disposal capacity until nearly 2043-2045.

Transportation

Surface transportation is provided in the County by the Florida East Coast and CSX railroads. A network of Federal, State and local highways, including the Florida Turnpike and Interstate 95, traverse the County. The County operates a bus system (Palm-Tran) and shares in the operation of the Tri-County Commuter Rail System, which serves Miami-Dade and Broward Counties, as well as the County. A 60,000 sq. ft. train system – Brightline, operates in the County and travels through Miami, Fort Lauderdale and West Palm Beach.

The Port of Palm Beach operates ship terminal facilities on approximately 156 acres of land located in Riviera Beach and fronting on Lake Worth. A 33-foot deep and 300-foot wide channel to the Lake Worth Inlet provides access to the port facilities. The Port of Palm Beach is the fourth busiest container port in Florida and the eighteenth busiest in the continental United States. Imports consist primarily of bulk cement and Bunker-C petroleum while exports include diesel fuel, molasses, liquid asphalt, and other bulk commodities bound for the Caribbean. A foreign trade zone has been designated near the Port.

Commercial air service is provided at Palm Beach International Airport ("PBIA") by eleven major and commuter airlines. For the twelve months ended December 2020, passenger traffic at PBIA was 3,085,200, down 55.3% over the previous twelve month period; aircraft operations at PBIA for this period totaled 34,476, down 37.9% from the prior twelve month period. PBIA also serves general aviation traffic, and there are four general aviation airports in the County.

Population

In 2020, the County was the third largest county in the State in terms of population. Its population increased 65.3% in the 1970-80 decade, 49.7% in the 1980-1990 decade, 31% in the period 1990-2000, 16.7% from 2000-2010, and 12.9% from 2011-2020.

**Population Growth
2011– 2022**

Year	Palm Beach County		Florida		United States	
	Population	Change	Population	Change	Population	Change
2013	1,375,826	1.3	19,582,022	1.2	316,057,727	0.7%
2014	1,398,518	1.6	19,888,741	1.6	318,386,421	0.7
2015	1,422,789	1.7	20,244,914	1.8	320,742,673	0.7
2016	1,443,810	1.5	20,612,439	1.8	323,071,342	0.7
2017	1,471,150	1.9	20,984,400	1.8	325,147,121	0.6
2018	1,485,941	1.0	21,299,325	1.5	327,167,434	0.6
2019	1,496,770	1.0	21,477,737	1.0	328,239,523	1.0
2020	1,510,660	0.9	21,733,312	1.2	329,484,123	0.4
2021	1,502,495	1.0	21,898,945	1.0	332,031,554	0.2
2022	1,518,152	1.0	22,276,132	1.0	333,287,557	0.4

Source: Population Division, U.S. Census Bureau.

University of Florida, Bureau of Economic and Business Research.

Employment

Tourism and agriculture, together with the service industries related to these activities, are the leading sources of employment. Manufacturing, primarily electronics and aircraft engines and other high technology products, also play an important role in the County's economy.

The data on County unemployment in the following table represents annual averages.

**Palm Beach County
Annual Average Labor Force and Unemployment Estimates**

Year	Palm Beach County	Unemployment Rates		
	Civilian Labor Force	Palm Beach County	Florida	United States
2013	670,585	7.5%	7.5%	7.4%
2014	683,721	6.0	6.4	6.2
2015	693,582	5.2	5.5	5.3
2016	711,609	4.7	4.9	4.9
2017	716,528	4.3	4.3	4.4
2018	721,422	3.7	3.7	3.9
2019	728,819	3.4	3.2	3.7
2020	715,415	8.3	8.3	8.1
2021	734,056	4.3	4.6	5.4
2022	762,722	2.7	2.9	3.6

Source: U.S. Bureau of Labor Statistics, Unemployment in States and Local Areas (all other areas), State Employment and Unemployment, Employment Situation.

Largest Private Employers (Excludes Agricultural)

The following table shows employment at the ten largest private employers in the County as of July 1, 2022.

<u>Company</u>	<u>Product/Service</u>	<u>Employees</u>
Palm Beach County School District	Education	22,426
Palm Beach County Board of County Commissioners	County Government	5,753
Tenant Coastal Division	Healthcare	5,734
NextEra Energy (Florida Power & Light)	Utilities	5,330
Florida Atlantic University	Higher Education	5,059
Boca Raton Regional Hospital	Healthcare	3,135
Veterans Health Administration	Healthcare	2,600
HCA Florida Healthcare	Healthcare	2,419
The Breakers	Hotel	2,300
Baptist Health South Florida	Healthcare	2,282

Source: Business Development Board of Palm Beach County, Florida.

Tourism

Visitors to the Palm Beaches have a significant economic impact on the County. According to the Florida Department of Business and Professional Regulation, there are 185 licensed hotels and motels in the County, having a total of 19,093 rooms. The Tourism Development Council of Palm Beach County estimates that over 7 million people visited the County in 2021 generating a significant economic impact to the County. Continued growth in hotel room occupancy coupled with growth in average daily room rates for the County provides continuing increases in revenue per available room, attracting increased investment in the County's hospitality industry hotels and cultural attractions.

Agriculture

Agriculture, together with the related service industries, is the leading source of income for the County's residents. The "Glades" region of the County is one of the nation's most productive agricultural areas. The County leads the State, and all counties east of the Mississippi River, in agricultural proceeds. It ranks third in Florida in nursery production with estimated sales at \$139 million. The County is the largest agricultural county in Florida and the thirty-seventh largest in the United States, with annual sales in excess of \$1.39 billion.

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Building Permit Activity

The following table shows building activity in the unincorporated area of the County for calendar years 2016 through and including 2022.

Palm Beach County, Florida (Unincorporated) Total Building Activity

Fiscal Year Ended September 30	Single Family Dwelling Units	Single Family Value	Multi Family Dwelling Units	Multi Family Value	Net Commercial and Industrial Value	Public Construction Value	Other Value	Total All Permits Value
2016	1,255	\$458,167,727	729	\$130,592,095	\$233,452,495	\$75,330,911	\$356,232,209	\$1,253,775,437
2017	1,626	545,787,743	262	61,768,705	185,231,574	29,278,919	436,375,010	1,258,441,951
2018	1,671	604,651,397	145	31,330,589	102,389,269	53,859,035	602,927,465	1,395,157,755
2019	1,725	668,012,180	758	104,879,489	151,259,561	63,948,302	636,624,350	1,624,723,812
2020	2,349	838,784,701	1,721	279,552,658	183,836,751	38,875,867	726,602,428	2,076,652,404
2021								
2022								

Source: Palm Beach County, Florida Department of Planning, Zoning and Building.

Palm Beach County, Florida Property Tax Levies and Collections Last Ten Fiscal Years

Fiscal Year Ended September 30	Gross Taxes Levied	Discounts for Early Payment	Net Taxes Levied	Collections of Current Year Levy		Collections of Delinquent Taxes	Total Tax Collections	
				Amount	% of Net Levy		Amount	% of Net Levy
2013	853,489,532	29,859,773	829,629,759	823,515,920	99.3	4,348,269	827,864,189	99.8
2014	890,681,695	31,168,237	859,513,458	854,253,131	99.4	2,505,879	856,759,010	99.7
2015	953,172,213	33,525,026	919,647,187	915,225,779	99.5	2,076,210	917,301,989	99.7
2016	1,033,361,252	36,370,249	996,991,003	994,096,012	99.7	8,536,343	1,002,632,355	100.6
2017	1,114,419,601	39,433,655	1,074,985,946	1,072,320,835	99.8	3,515,311	1,075,836,146	100.1
2018	1,189,703,230	42,209,611	1,147,493,619	1,145,216,320	99.8	294,425	1,145,510,745	99.8
2019	1,260,693,733			1,213,956,175	96.3	1,773,100	1,215,729,275	96.4
2020	1,327,361,618			1,277,378,814	96.2	2,024,450	1,279,403,264	96.4
2021				1,342,066,014	96.3	1,908,619	1,343,974,633	96.4
2022								

Source: Comprehensive Annual Financial Report, Palm Beach County, Florida, Fiscal Year Ended September 30, 2022.

Palm Beach County, Florida
Principal Property Tax Payers
Fiscal Year Ended September 30, 2022

Taxpayer	Total Tax
Florida Power & Light	
Town Center at Boca Raton Trust	
Gardens Venture LLC	
Breakers Palm Beach Inc.	
Boca Owners LLC	
777 South Flagler Associates LLC	
U.S. Sugar Corporation	
Publix Super Markets Inc.	
Okeelanta Corp	
Wal Mart Stores East LP	
Total	

Source: Comprehensive Annual Financial Report, Palm Beach County, Florida, Fiscal Year Ended September 30, 2022.

Palm Beach County, Florida
Direct and Overlapping Property Tax Rates
Last Ten Fiscal Years
(Per \$1,000 of Assessed Value)

Fiscal Year Ended September 30	Direct Rates			Overlapping Rates						
	General Government	Debt Service Fund	Total Direct Rates	Palm Beach County School Board	South Florida Water Management District	Florida Inland Navigation District	Children's Services Council	Health Care District	Total Overlapping Rates	Total Countrywide
2013	4.7815	0.2087	4.9902	7.7780	0.4289	0.0345	0.7300	1.1220	10.0934	15.0836
2014	4.7815	0.2037	4.9852	7.5860	0.4110	0.0345	0.7025	1.0800	9.8140	14.7992
2015	4.7815	0.1914	4.9729	7.5940	0.3842	0.0345	0.6745	1.0800	9.7672	14.7401
2016	4.7815	0.1462	4.9277	7.5120	0.3551	0.0320	0.6677	1.0426	9.6094	14.5371
2017	4.7815	0.1327	4.9142	7.0700	0.3307	0.0320	0.6833	0.8993	9.0153	13.9295
2018	4.7815	0.1208	4.9023	6.7690	0.3100	0.0320	0.6590	0.7808	8.5508	13.4531
2019	4.7815	0.1165	4.8980	6.5720	0.2936	0.0320	0.6403	0.7261	8.2640	13.1620
2020	4.7815	0.0765	4.8580	7.1640	0.2795	0.0320	0.6497	0.7261	8.8513	13.7093
2021	4.7815	0.0309	4.8124	7.0100	0.2675	0.0320	0.6497	0.7261	8.6853	13.4977
2022										

Source: Comprehensive Annual Financial Report, Palm Beach County, Florida, Fiscal Year Ended September 30, 2022.

APPENDIX C

THE COUNTY'S FISCAL YEAR 2022 AUDITED FINANCIAL STATEMENTS

APPENDIX D

FORM OF BOND COUNSEL OPINION

Upon delivery of the Bonds (as defined below) in definitive form, Greenberg Traurig, P.A., as Bond Counsel, proposes to render its final approving opinion with respect to such Bonds in substantially the following form:

_____, 2023

Board of County Commissioners of
Palm Beach County, Florida
West Palm Beach, Florida 33401

Ladies and Gentlemen:

We have examined certified copies of the proceedings of the Board of County Commissioners (the "Board") of Palm Beach County, Florida (the "County"), and other proofs submitted to us relative to the issuance and sale of:

\$ _____
Palm Beach County, Florida
Public Improvement Revenue Bonds,
Series 2023C

Said Series 2023C Bonds (the "Bonds") are issued under and pursuant to the Resolution hereinafter referred to. We have also reviewed such other documents and matters of law as we have considered necessary or appropriate for the purpose of this opinion. Unless the context indicates otherwise, all terms not otherwise defined herein shall have the meaning ascribed to such terms in the herein described Resolution.

On April 18, 2023, the Board adopted Resolution No. R-2023-___ authorizing the issue of the Bonds to finance the 2023 Projects (herein, the "Resolution").

The Bonds are dated the date of issuance. Said Bonds are issued as fully registered bonds and shall be issued in the denominations of \$5,000.00 or integral multiples thereof, shall mature and bear interest at the rates set forth below.

Interest on the Bonds, at the rates set forth below, shall be payable on May 1 and November 1 commencing November 1, 2023, and principal on the Bonds shall be payable on May 1 in the years and amounts set forth below.

Maturity

Principal

Interest Rate

Maturity

Principal

Interest Rate

The Bonds maturing on or prior to May 1, 2032 are not subject to optional redemption prior to their respective stated dates of maturity. The Bonds maturing after May 1, 2033 may, at the option of the County, be called for optional redemption without premium prior to maturity from any legally available source, in whole or in part on any date on or after May 1, 2033, in such maturities as the County in its discretion shall select, and by lot within a maturity, if less than an entire maturity is to be redeemed, at par, plus accrued interest to the redemption date.

[The Bonds maturing on May 1, 20XX are subject to mandatory sinking fund redemption, in part by lot, prior to maturity, on May 1, 20XX, and on May 1 of each year thereafter, at a price of par plus accrued interest to the date of redemption, in the years and amounts as follows:]

Year

Amount

*Final Maturity

[The Bonds maturing on May 1, 20XX are subject to mandatory sinking fund redemption, in part by lot, prior to maturity, on May 1, 20XX, and on May 1 of each year thereafter, at a price of par plus accrued interest to the date of redemption, in the years and amounts as follows:]

Year

Amount

*Final Maturity

Notice of redemption of the Bonds shall be mailed, postage prepaid, by the Registrar not less than thirty days before the date fixed for redemption to the registered owners of any Bonds or portions of Bonds which are to be redeemed, at their addresses as they appear on the registration books kept by the Registrar fifteen days prior to the date such notice is mailed. Any notice of optional redemption may state that such notice is conditional and that if the conditions for redemption are not satisfied (including the availability of funds) the Bonds shall not be optionally redeemed on the redemption date set forth in the notice of redemption. Failure of the registered owner of any Bonds that are redeemed to receive any such notice of redemption shall not affect the validity of the proceedings for the redemption of Bonds for which proper notice has been given. All Bonds called for redemption will cease to bear interest after the specified redemption date if payment of the redemption price has been duly made or provided for.

We have also examined Bond No. R-1 as executed.

We are of the opinion that such proceedings and proofs show lawful authority for the issuance of the Bonds pursuant to the Constitution and Statutes of the State of Florida, particularly, Part 1 of Chapter 125, Florida Statutes, as amended and supplemented; Chapter 166, Florida Statutes, as amended and supplemented; the County Charter, and other applicable provisions of law. The Resolution has been duly authorized, executed and delivered by the County and constitutes a valid and binding obligation of the County, enforceable in accordance with its terms. The Resolution has been duly adopted and remains in full force and effect. The Resolution creates the valid pledge which it purports to create of the Pledged Revenues, subject to the provisions of the Resolution permitting the application thereof for the purposes and on the terms and conditions set forth in the Resolution. "Pledged Revenues" means (i) the Non-Ad Valorem Revenues deposited into the Debt Service Fund established under the Resolution (until deposited into the Debt Service Fund in the manner and at the time specified in the Resolution such moneys do not constitute Pledged Revenues); (ii) investment income received from the investment of moneys in the Debt Service Fund; and (iii) any other moneys deposited in the Debt Service Fund or received by the Paying Agent in connection with repayment of the Bonds.

"Non-Ad Valorem Revenues" means all revenues of the County derived from any source whatever other than ad valorem taxation on real and personal property, which are legally available for payment of debt service on debt issued by the County.

The Bonds have been duly and validly authorized and issued by the County in accordance with the Act and the Resolution. The Bonds constitute a legal, valid, binding and enforceable limited obligations of the County, as provided in the Resolution, and are enforceable in accordance with their terms and the terms of the Resolution. The Bonds shall not be or constitute an indebtedness of the County within the meaning of any constitutional, statutory or other limitation of indebtedness, but shall be payable solely from a lien on and pledge of the Pledged Revenues. No Owner or Owners of the Bonds shall ever have the

right to compel the exercise of the ad valorem taxing power of the County, or taxation in any form on any real property therein to pay the Bonds or the interest thereon.

The Resolution provides that the County covenants and agrees that it will appropriate in its annual budget, by amendment, if necessary, and to pay when due, directly into the Debt Service Fund created and established under the Resolution, amounts of Non-Ad Valorem Revenues of the County sufficient to satisfy all payments required to be made to pay the Bonds in accordance with their terms.

Such covenant to budget and appropriate does not create any lien upon or pledge of such Non-Ad Valorem Revenues nor does it preclude the County from pledging in the future its Non-Ad Valorem Revenues, to the extent the County is in compliance with certain provisions of the Resolution, nor does it require the County to levy and collect any particular Non-Ad Valorem Revenues, nor does it give any Bondholder a prior claim on the Non-Ad Valorem Revenues as opposed to claims of general creditors of the County. Notwithstanding the covenant described above, the County has not covenanted to maintain any services or programs now provided or maintained by the County, which generate Non-Ad Valorem Revenues.

The County has entered into certain other covenants with respect to the Bonds for the exact terms of which reference is made to the Resolution.

The Internal Revenue Code of 1986, as amended (the "Code") imposes certain requirements that must be met subsequent to the issuance and delivery of the Bonds for interest thereon to be and remain excluded from gross income for federal income tax purposes. Noncompliance with such requirements could cause the interest on the Bonds to be included in gross income for federal income tax purposes retroactive to the date of issue of the Bonds. The County has covenanted in the Resolution to maintain the exclusion of the interest on the Bonds from gross income for federal income tax purposes pursuant to Section 103(a) of the Code.

Under existing statutes, regulations, rulings and court decisions, and assuming the accuracy of certain certifications and representations of the County and continuing compliance by the County under the covenants described above, interest on the Bonds is excludable from the gross income of the owners thereof for federal income tax purposes and, furthermore, interest on the Bonds is not an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals. In the case of the alternative minimum tax imposed by Section 55(b)(2) of the Code on applicable corporations (as defined in Section 59(k) of the Code), interest on the Bonds is not excluded from the determination of adjusted financial statement income.

We are also of the opinion that the Bonds and the interest thereon are exempt from taxation under existing laws of the State of Florida, except as to estate taxes and taxes imposed by Chapter 220, Florida Statutes, on interest, income or profits on debt obligations owned by corporations, banks and savings associations.

Except as stated in the preceding three paragraphs, we express no opinion as to any other federal or state tax consequences of the ownership or disposition of the Bonds. Furthermore, we express no opinion as to any federal, state or local tax law consequences with respect to the Bonds, or the interest thereon, if any action is taken with respect to the Bonds or the proceeds thereof upon the advice or approval of other Bond Counsel.

We wish to call to your attention that the Bonds do not constitute an indebtedness of the County within the meaning of any constitutional, statutory, charter or other limitation of indebtedness, but shall be payable solely from the Pledged Revenues, as provided in the Resolution.

We have not passed upon and therefore express no opinion as to the compliance by any other party involved in this financing, or the necessity of such parties complying, with any federal or state registration requirements or security statutes, regulations or rulings with respect to the offer and sale of the Bonds.

Our opinions expressed herein are predicated upon present laws, facts and circumstances, and we assume no affirmative obligation to update our opinions expressed herein if such laws, facts or circumstances change after the date hereof.

The opinions expressed herein regarding enforceability may be subject to bankruptcy, insolvency, moratorium, reorganization or other similar laws affecting the enforcement of creditors' rights generally or by such principles of equity as the court having jurisdiction may impose with respect to certain remedies which require or may require enforcement by a court of equity.

Respectfully yours,

GREENBERG TRAURIG, P.A.

APPENDIX E

CONTINUING DISCLOSURE UNDERTAKING (Section 4.I. of Article III of the Resolution)

I. **Rule 15c2-12 Undertaking.** That in order to assist the underwriters of the Series 2023C Bonds with respect to compliance with the Rule, the County, pursuant to the Resolution, has undertaken and agreed to provide the information described below to the persons so indicated. The County's undertaking and agreement set forth in Section 4.I. of Article III of the Resolution shall be for the benefit of the registered owners and Beneficial Owners of the Series 2023C Bonds.

1. The County undertakes and agrees to provide to MSRB, through EMMA and to the State of Florida information depository (herein, the "SID") if and when such a SID is created (i) the County's financial statements generally consistent with the financial statements presented in the Official Statement relating to the Series 2023C Bonds, and (ii) update the information in the Official Statement regarding the County's Non-Ad Valorem Revenues set forth in the Official Statement under the heading "DESCRIPTION OF CERTAIN NON-AD VALOREM REVENUES—Historical Receipt of Non-Ad Valorem Revenues" or at the discretion of the County, any other information under such other headings related to the operations of the County and relating to the Non-Ad Valorem Revenues as the security for the Series 2023C Bonds. The information referred to in clauses (i) and (ii) is herein collectively referred to as the "Annual Information."

2. The Annual Information described in clause (i) of subparagraph 1 above in audited form (for as long as the County provides such financial information in audited form) is expected to be available on or before March 31 of each year for the Fiscal Year ending on the preceding September 30, commencing March 31, 2024 for the Fiscal Year ending on the preceding September 30, 2023. The Annual Information referred to in clause (i) of subparagraph 1 above in unaudited form (if the audited financial statements are not available or if the County no longer provides such financial information in audited form) will be available on or before March 31 for the Fiscal Year ending on the preceding September 30. The County agrees to provide to MSRB, through EMMA and the SID, if any, timely notice of its failure to provide the Annual Information. Such notice shall also indicate the reason for such failure and when the County reasonably expects such Annual Information will be available. Timely notice shall be given within ten (10) Business Days of the date of such failure. All filings with EMMA shall be in EMMA Compliant Format.

3. The Annual Information referred to in clause (i) of subparagraph 1 above and presented in the Official Statement has been prepared in accordance with governmental accounting standards promulgated by the Government Accounting Standards Board, as in effect from time to time, as such principles are modified by generally accepted accounting principles, promulgated by the Financial Accounting Standards Board, as in effect from time to time, and such other State mandated accounting principles as in effect from time to time.

4. If, as authorized by subparagraph 6 below, the County's undertaking with respect to subparagraph 1 above requires amending, the County undertakes and agrees that the Annual Information described in clause (i) of subparagraph 1 above for the Fiscal Year in which the amendment is made will, to the extent possible, present a comparison between the Annual Information prepared on the basis of the new accounting principles and the Annual Information prepared on the basis of the accounting principles described in subparagraph 3 above. The County agrees that such a comparison will, to the extent

possible, include a qualitative discussion of the differences in the accounting principles and the impact of the change on the presentation of the Annual Information.

5. The County undertakes and agrees to provide to MSRB, through EMMA, and to the SID, if any, within ten (10) Business Days of the occurrence of the events listed below (except as otherwise provided with respect to the event listed in clause (h)) notice of the occurrence of any of the following events with respect to the Series 2023C Bonds, if material or deemed material:

- (a) principal and interest payment delinquencies;
- (b) non-payment related defaults, if material;
- (c) unscheduled draws on any debt service reserve account reflecting financial difficulties;*
- (d) unscheduled draws on credit enhancements reflecting financial difficulties;*
- (e) substitution of credit or liquidity providers, or their failure to perform;*
- (f) adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701 TEB) or other material notices or determinations with respect to the tax status of the Series 2023C Bonds, or other material events affecting the tax status of the Series 2023C Bonds;
- (g) modifications to rights of Bondholders, if material;
- (h) Bond calls, if material, and tender offers;
- (i) defeasances of the Series 2023C Bonds;
- (j) release, substitution, or sale of property securing repayment of the Series 2023C Bonds, if material;
- (k) rating changes;
- (l) any failure on the part of the County to comply with its undertaking;
- (m) bankruptcy, insolvency, receivership or similar event of the County or any other obligated person (which is considered to occur when any of the following occur: the appointment of a receiver, fiscal agent or similar officer for the County or any other obligated person in a proceeding under the U.S. Bankruptcy Code or in any other proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets or business of the County or any other obligated person, or if such jurisdiction has been assumed by leaving the existing governmental body and officials or officers in possession but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan of reorganization, arrangement

* Not applicable to the Series 2023 Bonds.

or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the County or any other obligated person);

(n) the consummation of a merger, consolidation, or acquisition involving an obligated person or the sale of all or substantially all of the assets of the obligated person, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material;

(o) appointment of a successor or additional trustee or the change of name of a trustee, if material;

(p) incurrence of a Financial Obligation of the County or any other obligated person, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a Financial Obligation of the County or any other obligated person, which affect security holders, if material;

(q) default, event of acceleration, termination event, modification of terms, or other similar events under the terms of the Financial Obligation of the County or any other obligated person, which reflect financial difficulties; and

(r) any amendment to the accounting principles to be followed by the County in preparing its financial statements, as required by Section 4.I. of Article III of the Resolution.

Events described in clauses (a), (f), (i), (k), (l), (m), and (q) shall always be deemed material.

Notwithstanding the foregoing, notice of the event described in clause (h) need not be given any earlier than the time notice is required to be given to the registered owners of the Series 2023C Bonds.

6. Notwithstanding any other provision of the Resolution to the contrary regarding amendments or supplements, the County undertakes and agrees to amend and/or supplement Section 4.I of Article III of the Resolution (including the amendments referred to in paragraph 4 above) only if:

(a) The amendment or supplement is made only in connection with a change in circumstances existing at the time the Series 2023C Bonds were originally issued that arises from (i) a change in law, (ii) SEC pronouncements or interpretations, (iii) a judicial decision affecting the Rule or (iv) a change in the nature of the County's operations or the activities that generate Non-Ad Valorem Revenues;

(b) The County's undertaking, as amended, would have complied with the requirements of the Rule at the time the Series 2023C Bonds were originally issued after taking into account any amendments or interpretations of the Rule, as well as any change in circumstances; and

(c) The amendment or supplement does not materially impair the interests of the registered owners and Beneficial Owners of the Series 2023C Bonds as determined by Bond Counsel or by a majority of the registered owners of the Series 2023C Bonds.

In the event of an amendment or supplement under Section 4.I of Article III of the Resolution, the County shall describe the same in the next report of Annual Information and shall include, as applicable, a

narrative explanation of the reason for the amendment or supplement and its impact, if any, on the financial information and operating data being presented in the Annual Information.

7. The County's undertaking as set forth in Section 4.I of Article III of the Resolution shall terminate if and when the Series 2023C Bonds are paid or deemed paid within the meaning of the Resolution.

8. The County acknowledges that its undertaking pursuant to the Rule set forth in Section 4.I of Article III of the Resolution is intended to be for the benefit of the registered holders and Beneficial Owners of the Series 2023C Bonds and shall be enforceable by such holders and Beneficial Owners; provided that, the holder's and Beneficial Owners' right to enforce the provisions of this undertaking shall be limited to a right to obtain specific enforcement of the County's obligations hereunder, and any failure by the County to comply with the provisions of this undertaking shall not be or constitute a covenant or monetary default with respect to the Series 2023C Bonds under the Resolution.

9. The County reserves the right to satisfy its obligations under Section 4.I. of Article III of the Resolution through agents; and the County may appoint such agents without the necessity of amending the Resolution. The County may also appoint one or more employees of the County to monitor and be responsible for the County's undertaking hereunder.

EXHIBIT C
DRAFT OF PAYING AGENT AGREEMENT

PAYING AGENT AND REGISTRAR AGREEMENT

This **Paying Agent and Registrar Agreement** (the "Agreement"), entered into as of the 1st day of May, 2023 by and between **Palm Beach County, Florida** (the "Issuer") and **The Bank of New York Mellon Trust Company, N.A.** ("Trust Company"), a national banking association having a corporate trust office at Jacksonville, Florida, serving as paying agent and bond registrar.

WITNESSETH:

WHEREAS, by resolution adopted on April 18, 2023 (the "Authorization"), the Issuer authorized the issuance of its Bonds as described in **Exhibit A** attached hereto (the "Bonds") and

WHEREAS, said Authorization authorized the Issuer to enter into an agreement of appointment with a bond registrar and paying agent to service such Bonds.

NOW, THEREFORE, the Issuer and the Trust Company agree as follows:

Section 1. Appointment and Acceptance. The Issuer hereby appoints the Trust Company as bond registrar and paying agent for the Bonds, and the Trust Company accepts such appointments, acknowledging the duties, obligations and responsibilities of the Trust Company as set forth herein.

Section 2. Documents to be Filed with the Trust Company. The following documents shall be filed with the Trust Company in connection with its appointment as the paying agent and bond registrar:

- (i) a copy of the Authorization.
- (ii) if not printed on the Bonds, an opinion of bond counsel stating that (a) the Bonds are valid and legally binding obligations of the Issuer, payable in accordance with their terms and (b) if applicable, the interest on such Bonds is not included in gross income for federal income tax purposes;
- (iii) a specimen certificate in the form approved by the Issuer;
- (iv) such other instruments and certificates as the Trust Company may reasonably request.

Section 3. Registration, Authentication and Delivery of Bonds. If the Bonds are to be newly issued, the Issuer will, or will cause its underwriter to:

- (i) deliver to Trust Company, not later than five (5) business days prior to the required delivery date, written notice setting forth the maturity dates, principal amounts and interest rates borne by the Bonds;

- (ii) unless the Bonds are to be registered pursuant to any book-entry system, notify the Trust Company in writing, not later than three (3) business days prior to the required delivery date, of the name(s) in which Bonds are to be registered, the mailing addresses of the respective registered holders and their respective taxpayer identification numbers, and the quantity, denominations, interest rates, maturity dates and CUSIP numbers of the certificates to be issued to each registered holder.

The Trust Company, as bond registrar shall inscribe the Bonds as directed in Section 3(ii) above, authenticate the initial Bonds and deliver same in accordance with the written directions of the Issuer or its underwriter. If delivered before the delivery date of the Bonds, such initial Bonds shall remain subject to the control of the Trust Company, as bond registrar, as agent for the Issuer, until released by the Trust Company, as bond registrar.

Section 4. Transfer or Exchange of Certificates. The Trust Company is authorized, empowered and directed to inscribe, to countersign or authenticate as bond registrar, and to record and deliver new certificates for Bonds of the Issuer pursuant to requests for transfer and cancellation of other certificates theretofore outstanding, or to replace lost, destroyed, stolen or mutilated certificates, as provided in Section 6 hereof.

If the transfer and/or exchange of the Bond certificates shall have been documented in the manner authorized or required by law, and if the rules, regulations, policies and procedures of the Issuer and of the Trust Company, as bond registrar, governing the transfer and registration of the Bonds shall have been met, then the Trust Company, as bond registrar shall cancel such certificate being transferred and/or exchanged and shall inscribe, authenticate, record and deliver a new certificate for the Bonds so transferred or exchanged. In the transfer of Bond certificates, the Trust Company, as bond registrar may require a guarantee of signature by an eligible guarantor institution participating in a recognized signature guarantee program.

The Trust Company shall incur no liability for the refusal in good faith to make transfers which it, in its judgment, deems improper or unauthorized. The Trust Company, as bond registrar may, in effecting transfers, rely upon the Uniform Commercial Code of the State of Florida and/or the rules of the Stock Transfer Association, Inc.

In connection with any proposed transfer outside the book-entry system, the Issuer or the applicable securities depository shall provide or cause to be provided to the Paying Agent all information necessary to allow the Trust Company, as bond registrar to comply with any applicable tax reporting obligations, including without limitation any cost basis reporting obligations under Internal Revenue Code Section 6045. Any transferor of the Bonds (to the extent not within the book-entry system) shall also provide or cause to be provided to the Trust Company all information necessary to allow the Trust Company to comply with any applicable tax reporting obligations, including without limitation any cost basis reporting obligations under Internal Revenue Code Section 6045. The Trust Company may rely on the information provided to it and shall have no responsibility to verify or ensure the accuracy of such information.

Section 5. Bond Certificates. The Issuer will furnish to the Trust Company a sufficient supply of blank Bond certificates and, from time to time, will replenish such supply upon request of the Trust Company, as bond registrar. Such blank Bond certificates shall be signed by officers of the Issuer, authorized by the Issuer to sign Bond certificates, and shall bear the seal of the Issuer or shall bear, to the extent permitted by law, the facsimile signature of each such officer and a facsimile of the seal. If an officer of the Issuer, whose signature appears on any Bond

certificate, ceases to be an officer of the Issuer before delivery of said Bond certificate, such signature nevertheless shall be valid and sufficient for all purposes, the same as if such officer of the Issuer had remained in office until such delivery and the Trust Company, as bond registrar may inscribe, authenticate, and deliver such certificate as being that of the Issuer whose signature properly shall have been inscribed on such Bond certificate prior to its issuance.

Section 6. Records of Certificates; Lost or Destroyed Certificates. The Trust Company, as bond registrar shall open and keep such books and other records, including a bond register, as shall be required for, or convenient in, the performance of its duties. The Trust Company, as bond registrar shall use such list of holders of record of the Issuer's Bond certificates as sufficient basis for its records and verification of Bond certificates therein described.

Upon receiving written instructions from the Issuer and indemnity satisfactory to the Trust Company and the Issuer, the Trust Company, as bond registrar may inscribe, authenticate and deliver, to the persons entitled thereto, new certificates in place of certificates represented to have been lost, stolen or destroyed and likewise may issue a new certificate in exchange for, and upon surrender of, an identifiable mutilated certificate.

Section 7. Payments of Interest and Principal. The Trust Company shall act as paying agent for the Bonds and in such capacity it shall:

- (i) with funds provided by Issuer and deposited in an account established by the Trust Company, as paying agent in the name of the Issuer and referencing the Bonds (the "Account"), pay the interest upon the Bonds by mailing checks to the persons entitled to receive such interest, as determined by the registry of the Issuer maintained by the Trust Company, as paying agent, provided that Issuer shall have deposited with the Trust Company, as paying agent, on or before the day upon which interest checks are to be mailed, sufficient immediately available funds to cover payment of such interest;
- (ii) with funds provided by Issuer, pay the principal amount (including premium, if any) of the Bonds to the registered holders of such Bonds, upon the maturity date or earlier redemption date upon which the principal is to become payable and upon delivery to the Trust Company, as paying agent of a Bond certificate with respect to which such principal payment shall have become payable, provided that the Issuer shall have deposited with the Trust Company, as paying agent, on or before the payment date, sufficient immediately available funds to pay the aggregate principal amount (including premium, if any) due on all Bonds so payable;
- (iii) if a Bondholder shall report to the Trust Company, as paying agent that any check so mailed for the payment of interest or principal has been lost and that the proceeds thereof, have not been received and if the check has not been paid then, upon provision of an indemnity satisfactory to the Trust Company, as paying agent and the Issuer, stop payment upon such check, and issue and deliver to such Bondholder a new check for like amount; provided, however, that it may, at its discretion, defer the issuance of the new check for a reasonable period of time;
- (iv) record the fact of payment and cancel Bonds surrendered to it for payment, coincident with such payment being made to the person thereto entitled; and

- (v) have no liability for interest on, or investing, any funds received by it; any unclaimed funds remaining in the possession of the Trust Company, as paying agent or payment of the Bonds will be escheated in accordance with applicable law and the Trust Company, as paying agent's policies and procedures.

Section 8. Redemption Prior to Stated Maturity. If the Bonds are subject to redemption prior to their stated maturity date(s), the Trust Company, as paying agent and as bond registrar shall be governed by the redemption provisions set forth in the Authorization or as stated in the provisions as set forth on the bond form. The Trust Company, as bond registrar shall not be required to transfer any Bond, or portion thereof, that has been called for redemption. Payment of the principal amount (including premium, if any) of any Bond, or portion thereof, called for redemption shall be made by check payable to the registered owner, only upon presentation of the Bond, at the designated corporate trust office of the Trust Company as paying agent on or after the redemption date. Where the entire principal amount of the Bond has not been called for redemption, a new Bond of the same series, maturity and interest rate in the amount of the unredeemed portion will be issued to the registered holder or its assignee. Whether or not promptly submitted for redemption, interest on any Bond, or portion thereof, called for redemption shall cease to accrue on and after the redemption date provided that sufficient moneys therefore are on deposit with the Trust Company, as paying agent. Notwithstanding the foregoing, the Bonds do not need to be presented if registered pursuant to any book-entry system.

Section 9. Compensation; Indemnification. The Issuer agrees to pay the Trust Company fees as set forth in **Exhibit B** attached hereto and made a part hereof, and, if applicable, to reimburse the Trust Company for its out-of-pocket expenses (including without limitation attorneys' fees and expenses). The Issuer assumes full responsibility and, to the extent permitted by law, will indemnify the Trust Company and its officers, directors, agents and employees and save it and them harmless from and against any and all actions or suits, whether groundless or otherwise, and from and against any and all losses, liabilities, costs and expenses (including attorneys' fees and expenses) arising out of the agency relationship created by this Agreement, unless such losses, liabilities, costs and expenses shall have been finally adjudicated to have resulted from the willful misconduct or negligence of the Trust Company, and such indemnification shall survive the Trust Company's resignation or removal for any reason, or the termination of this Agreement.

Section 10. Instructions From the Issuer and Opinion from Counsel. At any time, the Trust Company may apply to any duly authorized representative of the Issuer for instructions, and shall have the right, but not the obligation, to consult with counsel of choice at the reasonable expense of the Issuer and shall not be liable for action taken or omitted to be taken either in accordance with such instruction or such advice of counsel, or in accordance with any opinion of counsel to the Issuer addressed to the Trust Company.

Section 11. Concerning the Trust Company. The Trust Company shall have only those duties as are specifically provided herein and in the Authorization, and shall have the right to perform any of its duties hereunder through agents, attorneys, custodians or nominees. The Trust Company shall not be answerable for other than its negligence or willful misconduct. The Trust Company shall have no responsibility for the form of inscription of ownership upon any Bond certificate which has been made in accordance with directions of the Issuer, the Issuer's underwriter, a broker or a holder of a Bond. The Trust Company shall be protected in acting upon any paper or document believed by it to be genuine and to have been signed by the purported proper person or persons and shall not be held to have notice of any change of authority of any person, until receipt of written notice thereof from the Issuer. The Trust Company shall also be

protected in recognizing Bond certificates which it reasonably believes to bear the proper manual or facsimile signatures on behalf of the Issuer. The Trust Company shall have the right, but not the obligation, to consult with counsel of choice and shall not be liable for action taken or omitted to be taken by Trust Company either in accordance with the advice of such counsel or in accordance with any opinion of counsel to the Issuer addressed and delivered to the Trust Company. The Trust Company shall not be under any obligation to prosecute any action or suit in respect of the agency relationship which, in its sole judgment, may involve it in expense or liability. In any action or suit the Issuer shall, as often as requested, reimburse the Trust Company for any expense or liability growing out of such action or suit by or against the Trust Company in its agency capacity; provided, however, that no such reimbursement shall be made for any expense or liability arising as a result of Trust Company's negligence or willful misconduct. No provision of this Agreement shall require the Trust Company to risk or expend its own funds.

The Trust Company shall not be responsible or liable for any failure or delay in the performance of its obligation under this Agreement and under the Authorization arising out of or caused, directly or indirectly, by circumstances beyond its reasonable control, including, without limitation, acts of God; earthquakes; fire; flood; wars; terrorism; military disturbances; sabotage; epidemic; riots; interruptions; loss or malfunctions of utilities, computer (hardware or software) or communications services; accidents; labor disputes; acts of civil or military authority or governmental action; it being understood that Trust Company shall use commercially reasonable efforts which are consistent with accepted practices in the banking industry to resume performance as soon as reasonably practicable under the circumstances.

Anything in this Agreement to the contrary notwithstanding, in no event shall the Trust Company be liable for special, punitive, indirect or consequential loss or damage of any kind whatsoever (including but not limited to lost profits), even if the Trust Company has been advised of the likelihood of such loss or damage and regardless of the form of action.

The Trust Company shall have the right to accept and act upon instructions, including funds transfer instructions ("Instructions") given pursuant to this Agreement and delivered using Electronic Means; provided, however, that the Issuer shall provide to the Trust Company an incumbency certificate listing officers with the authority to provide such Instructions ("Authorized Officers") and containing specimen signatures of such Authorized Officers, which incumbency certificate shall be amended by the Issuer whenever a person is to be added or deleted from the listing. If the Issuer elects to give the Trust Company Instructions using Electronic Means and the Trust Company in its discretion elects to act upon such Instructions, the Trust Company's understanding of such Instructions shall be deemed controlling. The Issuer understands and agrees that the Trust Company cannot determine the identity of the actual sender of such Instructions and that the Trust Company shall conclusively presume that directions that purport to have been sent by an Authorized Officer listed on the incumbency certificate provided to the Trust Company have been sent by such Authorized Officer. The Issuer shall be responsible for ensuring that only Authorized Officers transmit such Instructions to the Trust Company and that the Issuer and all Authorized Officers are solely responsible to safeguard the use and confidentiality of applicable user and authorization codes, passwords and/or authentication keys upon receipt by the Issuer. The Trust Company shall not be liable for any losses, costs or expenses arising directly or indirectly from the Trust Company's reliance upon and compliance with such Instructions notwithstanding such directions conflict or are inconsistent with a subsequent written instruction. The Issuer agrees: (i) to assume all risks arising out of the use of Electronic Means to submit Instructions to the Trust Company, including without limitation the risk of the Trust Company acting on unauthorized Instructions, and the risk of interception and misuse by third parties; (ii) that it is fully informed of the protections and risks associated with the various

methods of transmitting Instructions to the Trust Company and that there may be more secure methods of transmitting Instructions than the method(s) selected by the Issuer; (iii) that the security procedures (if any) to be followed in connection with its transmission of Instructions provide to it a commercially reasonable degree of protection in light of its particular needs and circumstances; and (iv) to notify the Trust Company immediately upon learning of any compromise or unauthorized use of the security procedures.

"Electronic Means" shall mean the following communications methods: S.W.I.F.T., e-mail, facsimile transmission, secure electronic transmission containing applicable authorization codes, passwords and/or authentication keys issued by the Trust Company, or another method or system specified by the Trust Company as available for use in connection with its services hereunder.

Any banking association or corporation into which the Trust Company may be merged, converted or with which the Trust Company may be consolidated, or any corporation resulting from any merger, conversion or consolidation to which the Trust Company shall be a party, or any banking association or corporation to which all or substantially all of the corporate trust business of the Trust Company shall be transferred, shall succeed to all the Trust Company's rights, obligations and immunities hereunder without the execution or filing of any paper or any further act on the part of the parties hereto, anything herein to the contrary notwithstanding.

Section 12. Notices. Until changed by notice in writing, communications between the parties shall be delivered to:

If to Issuer:
Palm Beach County, Florida
301 North Olive Avenue, 7th Floor
Office of Management and Budget
West Palm Beach, Florida 33401

Attn: Mark Braun – Debt Manager

If to the Trust Company:
The Bank of New York Mellon Trust Company, N.A.
Attn: Corporate Trust Department
4655 Salisbury Road, Suite 300
Jacksonville, FL 32256
Tel (904) 998-4718
Fax (732) 667-6701

Section 13. Destruction of Instruments, Records and Papers. The Trust Company may retain in its files records, instruments, and papers maintained by it in relation to its agency as long as the Trust Company shall consider that such retention is necessary. The Trust Company shall destroy or dispose of canceled Bonds in accordance with its customary procedures, unless contrary instructions are received from the Issuer.

Section 14. Resignation or Removal of Trust Company. Any time, other than on a day during the forty-five (45) day period preceding any payment date for Issuer's Bonds, the Trust

Company, serving as bond registrar and paying agent may resign by giving at least forty-five (45) days' prior written notice to Issuer; and the Trust Company's agency hereunder and under the Authorization shall be terminated and its duties shall cease upon expiration of such forty-five (45) days or such lesser period of time as shall be mutually agreeable to Trust Company and Issuer. At any time, following at least forty-five (45) days' prior written notice (or such lesser period of time as shall be mutually agreeable to the Trust Company and the Issuer) from the Issuer, the Trust Company may be removed from its agency. Such removal shall become effective upon the expiration of the forty-five (45) day or agreed lesser time period, and upon payment to the Trust Company of all amounts payable to it in connection with its agency. In such event, the Trust Company shall deliver to the Issuer, or to the Issuer's designated representative, all Bonds and cash belonging to the Issuer and, at the Issuer's expense, shall furnish to the Issuer, or to the Issuer's designated representative, reasonably detailed information regarding the status of the Issuer's outstanding Bonds and copies of other pertinent records then in the Trust Company's possession, reasonably requested by the Issuer.

This Agreement shall become effective as of the date that the Bonds are delivered to the original purchaser(s) thereof, and shall continue until terminated. If said Bonds are not delivered to original purchaser(s), this Agreement shall be null, void and of no effect.

This Agreement shall remain in effect and the agency established by the Agreement shall continue until (i) terminated by mutual agreement of Issuer and Trust Company, (ii) the resignation or removal of Trust Company pursuant to Section 14 hereof, or (iii) after all Bonds have been retired by payment or otherwise, or funds have been deposited for their retirement, and any remaining funds have either been returned to the Issuer or escheated in accordance with law.

Section 15. Conflicts Between Documents. In the event of any conflict between any provision of this Agreement and the Authorization, the terms of the Authorization shall govern.

Section 16. Jury Trial Waiver. Each party hereto hereby agrees not to elect a trial by jury of any issue triable of right by jury, and waives any right to trial by jury fully to the extent that any such right shall now or hereafter exist with regard to this Agreement, or any claim, counterclaim or other action arising in connection herewith. This waiver of right to trial by jury is given knowingly and voluntarily by each party, and is intended to encompass individually each instance and each issue as to which the right to a trial by jury would otherwise accrue.

Section 17. Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Florida.

Section 18. OFAC Sanctions. The Issuer covenants and represents that (i) neither it nor any of its subdivisions or officers are the target or subject of any sanctions enforced by the US Government, (including, the Office of Foreign Assets Control of the US Department of the Treasury ("OFAC")), the United Nations Security Council, the European Union, HM Treasury, or other relevant sanctions authority (collectively "Sanctions"); and (ii) neither it nor any of its subdivisions or officers will use any payments made pursuant to this Agreement (i) to fund or facilitate any activities of or business with any person who, at the time of such funding or facilitation, is the subject or target of Sanctions, (ii) to fund or facilitate any activities of or business with any country or territory that is the target or subject of Sanctions, or (iii) in any other manner that will result in a violation of Sanctions by any person.

IN WITNESS WHEREOF, the parties hereto have caused these presents to be signed by their duly authorized officers as of the date first above written.

**Palm Beach County, Florida, as the
Issuer**

By _____
Name: Mark Braun
Title: Debt Manager

**The Bank of New York Mellon Trust
Company, N.A., as Trust Company
serving as bond registrar and paying
agent**

By _____
Name:
Title:

EXHIBIT A

DESCRIPTION OF BONDS

\$ _____

Palm Beach County, Florida
Public Improvement Revenue Bonds, Series 2023C

EXHIBIT B

FEE SCHEDULE

**Registrar and Paying Agent
For Fully Registered Bond Issue**

EXHIBIT D

DESCRIPTION OF 2023 PROJECTS¹

1. Generators/Hardening at critical County facilities; including the exterior of the Office of the Supervisor of Election; and
2. Expansion of Medical Examiner's Office; and
3. Redevelopment of Mosquito Control facilities.

52698449v10

¹ The County may, upon the approval of the Board, substitute, modify or add any other capital projects to the description of the 2023 Projects.

9:30 am.

Agenda Item #:

**PALM BEACH COUNTY
BOARD OF COUNTY COMMISSIONERS**

WORKSHOP SUMMARY

Meeting Date: February 28, 2023

Department: Office of Financial Management & Budget

I. EXECUTIVE BRIEF

Title: Discussion of capital project needs and proposed bond financing thereof.

Summary: This workshop is dedicated to the discussion of the Capital Improvement Program (CIP) Budget Process, the sources of CIP funding, Non-Ad Valorem (NAV) Bonds and their issuance process, as well as the feasibility of issuing NAV bonds to finance identified capital needs. **Countywide (DB)**

Background and Policy Issues: The County's CIP is a plan that describes the capital projects proposed for a five year period and identifies the revenue sources projected to fund the projects. The debt service on NAV Revenue Bonds is funded by all unrestricted revenues in the General Fund and some special revenue funds.

This workshop is necessitated to prioritize identified and anticipated capital needs and discuss the feasibility of issuing NAV Revenue Bonds to finance those needs.

Attachments:

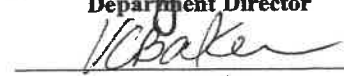
1. PowerPoint Presentation

Recommended by:


Department Director

1/30/2023
Date

Approved By:


County Administration

1/31/23
Date

ATTACHMENT 2

II. FISCAL IMPACT ANALYSIS

A. Five Year Summary of Fiscal Impact:

Fiscal Years	2023	2024	2025	2026	2027
Capital Expenditures					
Operating Costs					
External Revenues					
Program Income(County)					
In-Kind Match(County)					
NET FISCAL IMPACT	-0-				
#ADDITIONAL FTE					
POSITIONS (CUMULATIVE					

Is Item Included In Current Budget?

Yes ☐ No ☐

Does this item include the use of federal funds?

Yes ☐ No ☐

Budget Account No.: Fund _____ Department _____ Unit _____ Object _____

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

C. Departmental Fiscal Review:

III. REVIEW COMMENTS:

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

APDULL 1/30/23 OFMB 9A 130 1-30-23 N/A
Contract Dev. & Control

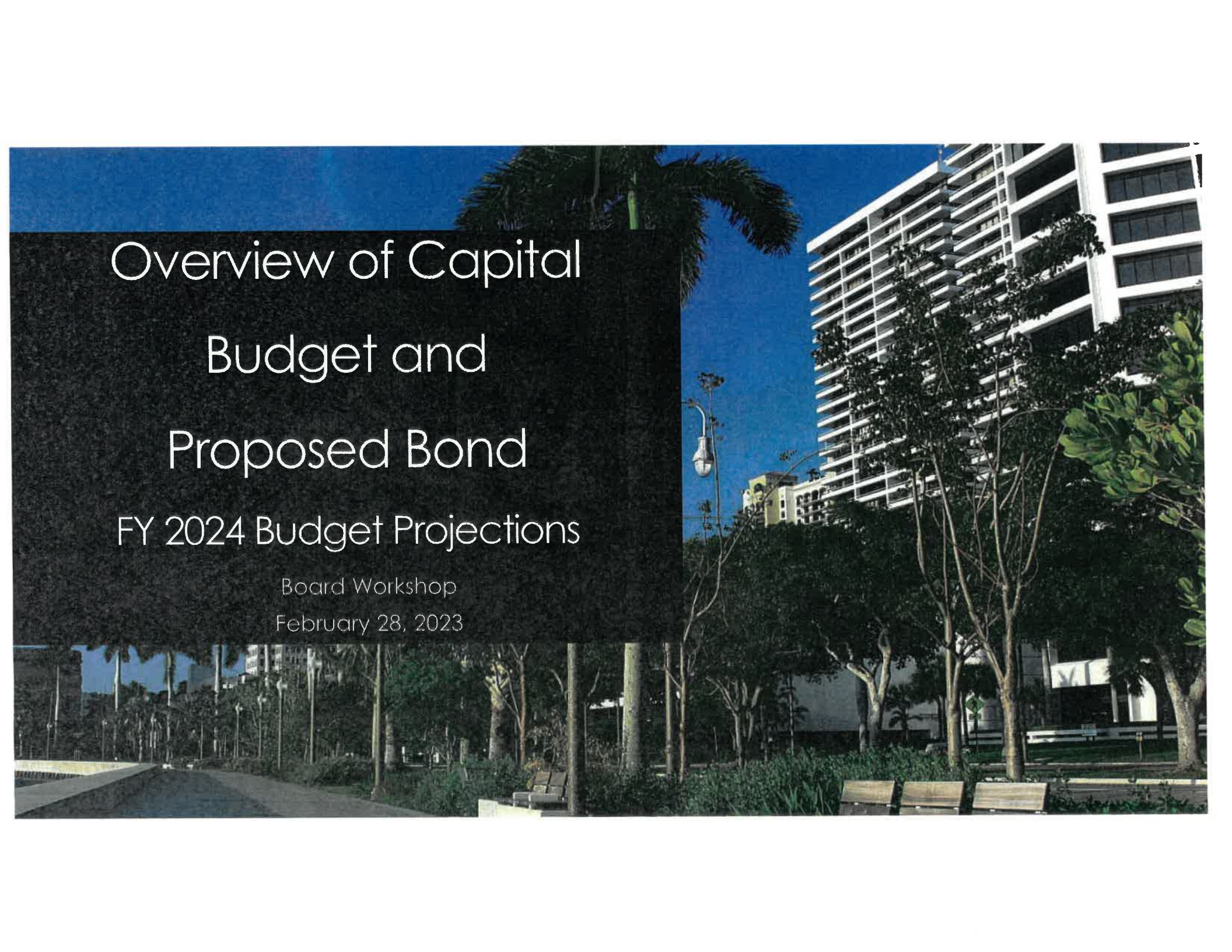
B. Legal Sufficiency

1/31/2023
Assistant County Attorney

C. Other Department Review

Department Director

(THIS SUMMARY IS NOT TO BE USED AS A BASIS FOR PAYMENT.)

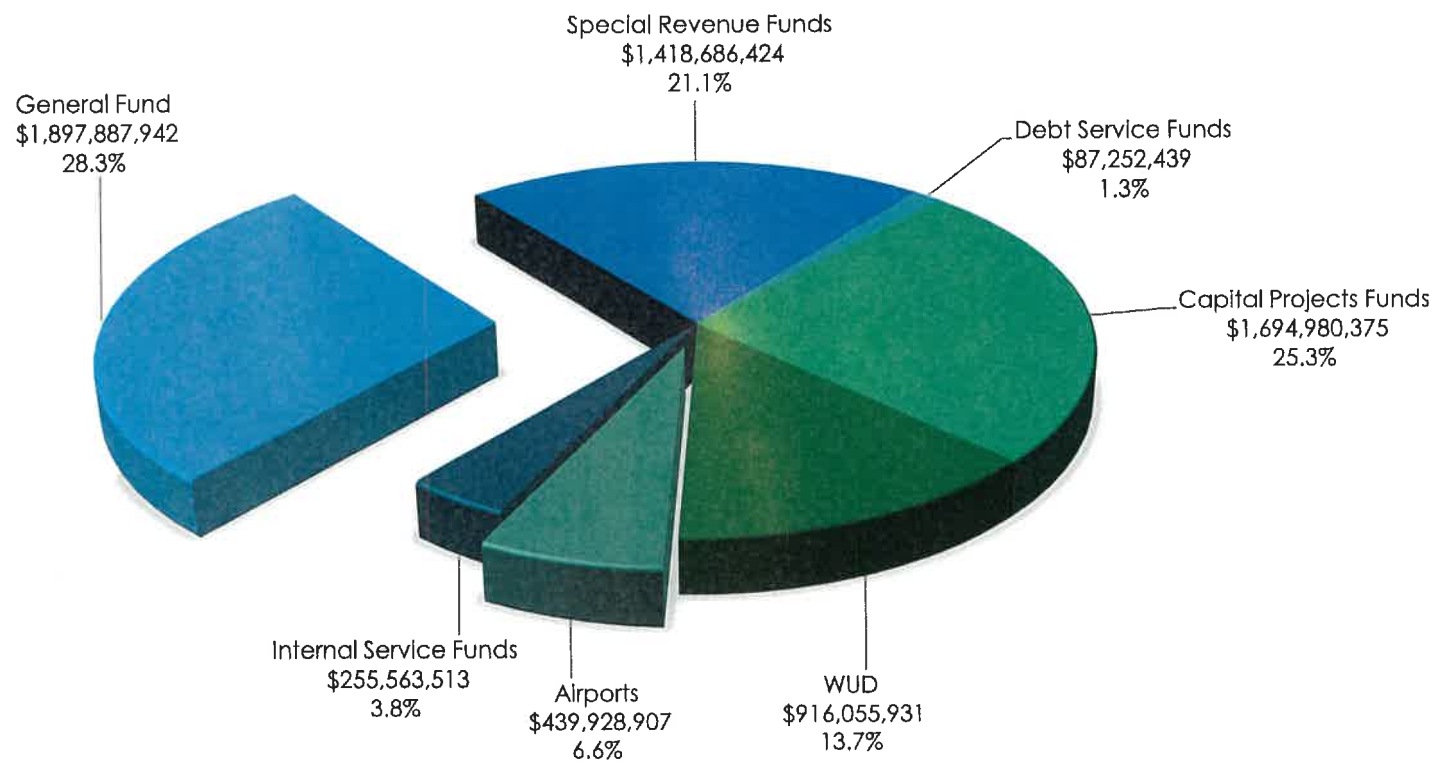
The background image is a photograph of a park area. In the foreground, there is a paved path and several wooden benches. The middle ground is filled with lush greenery, including palm trees and other tropical plants. In the background, a modern, multi-story building with a white facade and many windows is visible against a clear blue sky. The overall scene is bright and sunny.

Overview of Capital Budget and Proposed Bond FY 2024 Budget Projections

Board Workshop
February 28, 2023

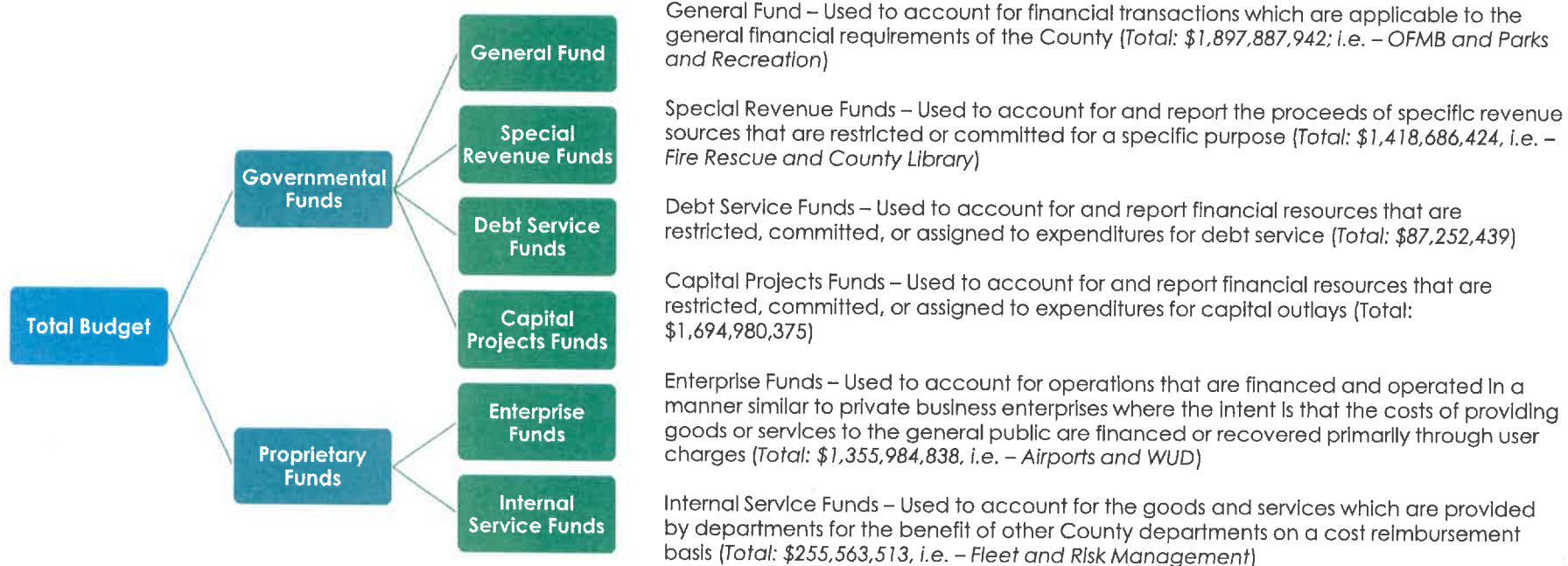
FY 2023 Total Budget by Fund

Total Budget - \$6,710,355,531



What is a Fund?

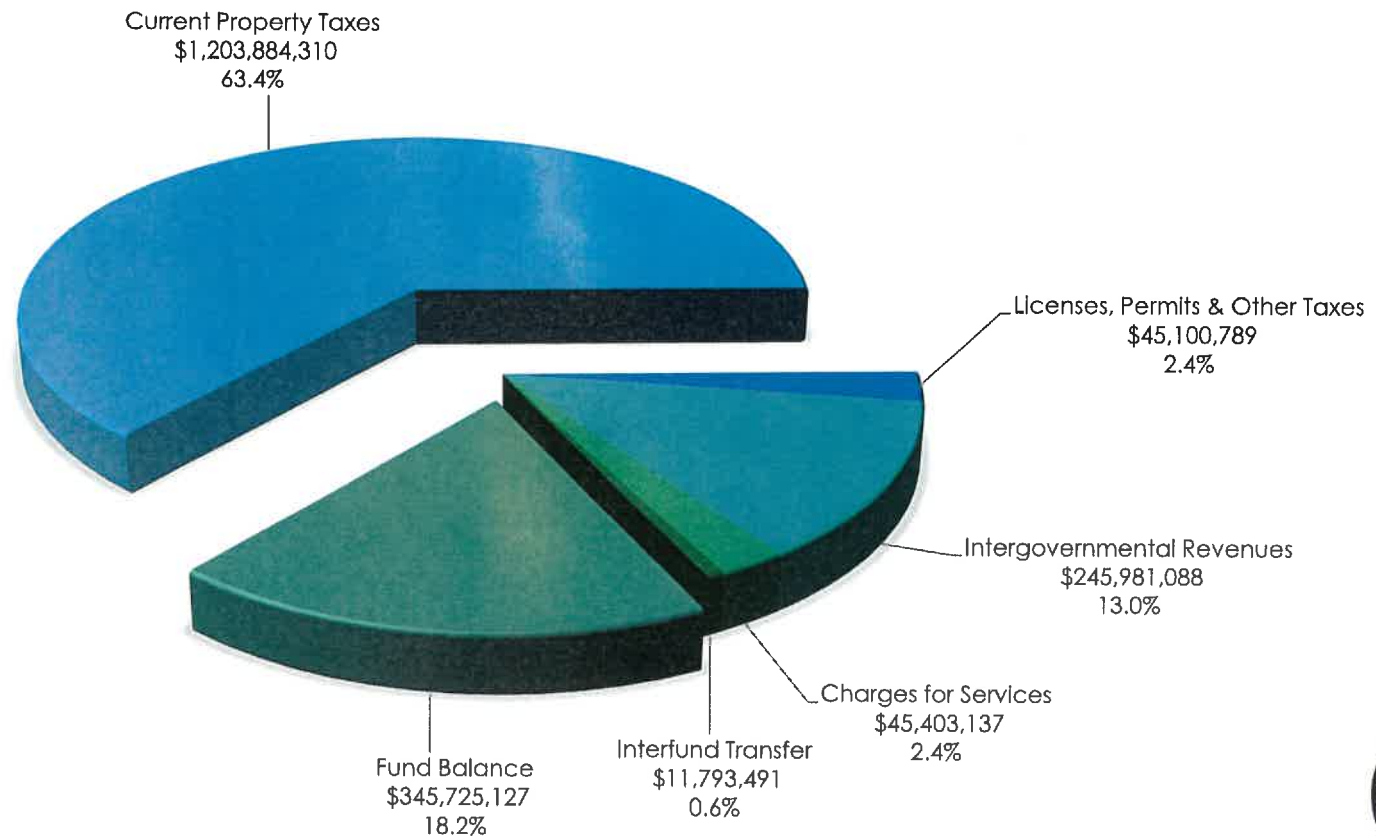
- A separate fiscal and budgetary entity, required by Governmental Accounting Standards Board (GASB)
- Each fund must be balanced per Florida Statute – Revenues = Expenditures
- Used to maintain control over resources that have been segregated for specific activities or objectives



FY 2023 General Fund Revenues by Category

Total General Fund Budget - \$1,897,887,942

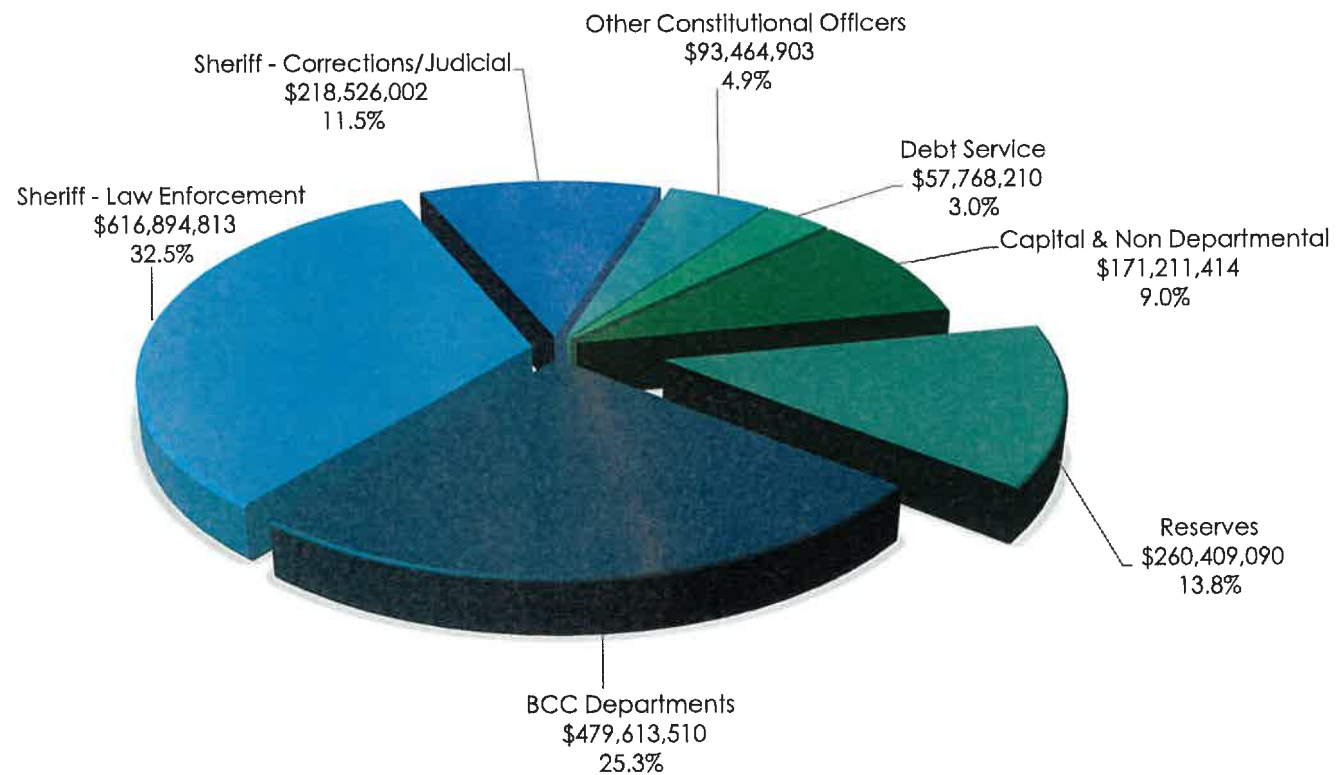
Includes Sheriff Revenues
of \$91.9 million



FY 2023 General Expenses by Function

Total General Fund Budget - \$1,897,887,942

Sheriff Net Budget
\$743.5 million



General Fund Expenses

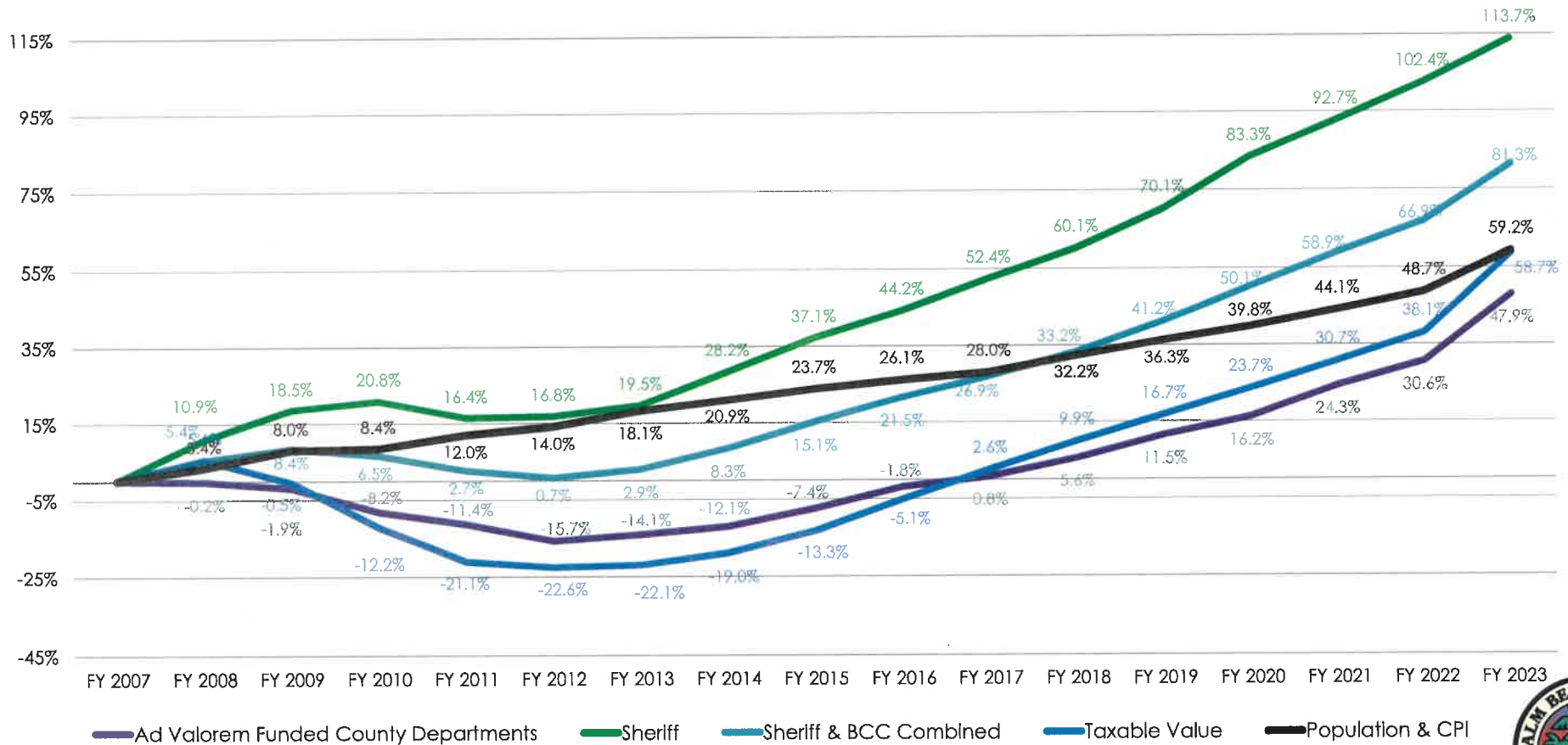
Total General Fund Budget - \$1,897,887,942

	Actual FY 2019	Actual FY 2020	Actual FY 2021	Budget FY 2022	Budget FY 2023	Budget Difference	%
BCC Departments	\$319,304,575	\$321,253,203	\$327,079,389*	\$424,928,962*	\$479,613,510	\$54,684,548	12.9%
Sheriff	670,250,501	722,193,959	762,364,970	788,915,950	835,420,815	46,504,865	5.9%
Other Constitutional Officers	69,625,206	66,304,923	72,221,469	81,856,184	93,464,903	11,608,719	14.2%
Debt Service	58,913,296	57,285,448	54,702,878	57,826,898	57,768,210	(58,688)	-0.1%
CRAs	41,715,729	45,308,287	48,224,416	51,544,652	61,379,899	9,835,247	19.1%
Reserves	-	-	-	189,662,614	260,409,090	70,746,476	37.3%
Capital	37,363,000	42,008,736	38,975,000	40,975,000	59,015,000	18,040,000	44.0%
Non-Departmental	35,717,934	38,585,866	21,969,413	44,179,427	50,717,515	6,538,088	14.8%
Total	\$1,232,890,241	\$1,292,940,422	\$1,325,537,535	\$1,679,889,687	\$1,897,788,942	\$217,899,255	13.0%

* The increase in the BCC Departments - FY 2022 Budget is primarily due to grant revenue.



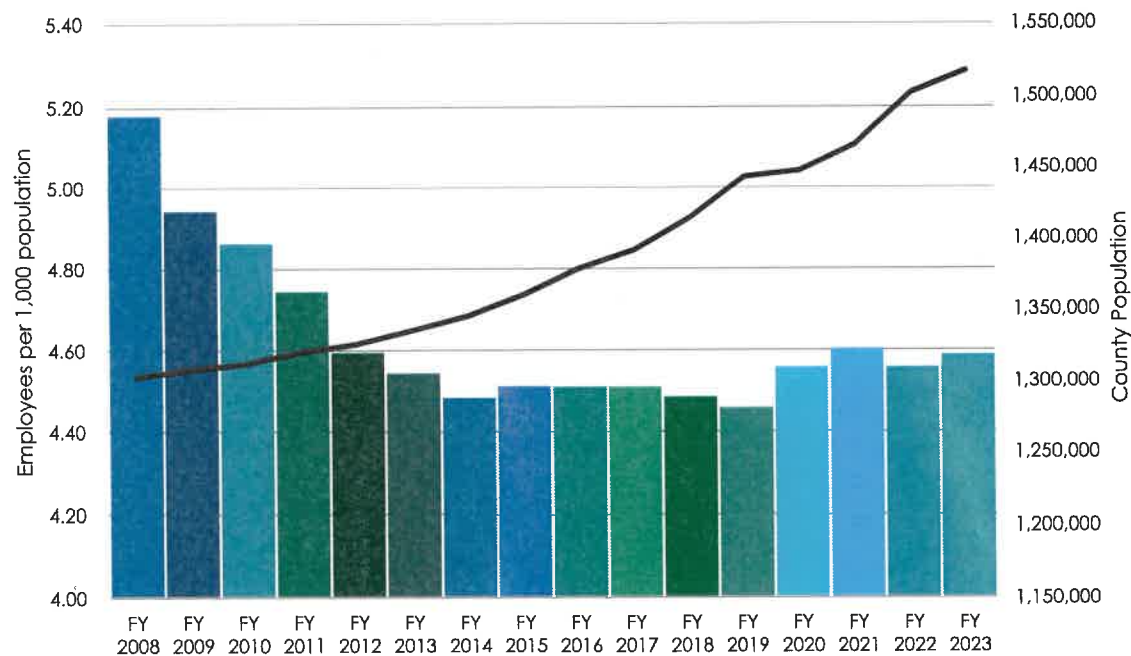
Cumulative Percentage Increase in Ad Valorem Support



During this period, inflation was up 41.7% and population was up 17.6%



Employees per 1,000 Population*



	Employees	County Population	Employees per 1,000 population
FY 2008	6,744	1,302,451	5.18
FY 2009	6,463	1,307,784	4.94
FY 2010	6,379	1,312,016	4.86
FY 2011	6,261	1,320,134	4.74
FY 2012	6,089	1,325,758	4.59
FY 2013	6,066	1,335,415	4.54
FY 2014	6,030	1,345,652	4.48
FY 2015	6,134	1,360,238	4.51
FY 2016	6,214	1,378,417	4.51
FY 2017	6,274	1,391,741	4.51
FY 2018	6,339	1,414,144	4.48
FY 2019	6,433	1,433,417	4.49
FY 2020	6,597	1,447,857	4.56
FY 2021	6,748	1,466,494	4.60
FY 2022	6,844	1,502,495	4.56
FY 2023	6,961	1,518,152	4.59

* Net of 250 Head Start positions eliminated in FY 2014



FY 2024 Budget Additional Considerations

- Affordable/Workforce Housing
- Continue to build Capital Improvement Program
- Continue to build reserves
- Prepare for leveling off of property value increases



Capital Improvement Program (CIP)

- A plan that describes the capital projects proposed for a five year period
- Identifies the revenue sources projected to fund the projects
- A capital project is the acquisition, construction or rehabilitation of County owned assets (facilities, parks, roads, etc.)
 - Minimum dollar value of \$25,000
 - Improvement with a useful life in excess of one year
 - Excludes fleet



Renewal / Replacement

- Ensures continued operations, safety and reliability
- Reduces liability
- Relieves more costly and /or numerous repairs
- Reduces downtime for programs and services by pre-planning /coordinating the work to minimize service delivery and operational impacts
- "Pay as you go"



CIP Budget Process

- Departments submit capital budget requests during budget development
- Management Team reviews requests and available funding
- County Administrator makes recommendations to BCC during June Budget Workshop
- BCC adopts capital budget during public hearings in September
- Five-Year Road Program is adopted annually in December and amended in June/July



CIP Challenges

- Escalation on the Rise
 - Producer Price Index – input costs for non-residential rose 42.5% from March 2020 to March 2022 (Source: CBRE 2022 U.S. Construction Cost Trends)
- Limited Material Availability
 - Supply chain disruptions
- Extended Delivery Times
 - Manufacturing facilities closures and limited component availability
- Limited Labor Availability
 - Construction activity surging, multiple projects competing and finite number of qualified companies to perform the work



Representative Challenges

- Supervisor of Elections New Facility (FDO)
 - Construction contingency depleted (i.e. ~\$1.3M) during the 60-day subcontractor buyout process
 - Switchgear delivery increased from 52 weeks to 76 weeks
- PBSO District 1 & Marine Unit (FDO)
 - Estimated GMP Increased 35% (\$14.1M in November 2021 to \$18.9M in September 2022)
- Dune & Beach Restoration Annual Contract (ERM)
 - Terminated as the two contractors under the agreement would not accept work orders due to higher sand transport costs (i.e. diesel price increases)
- Casing Under A1A Ocean Inlet Park (ERM)
 - Contract Issues prevented issuance of work order, cost increased 44% thru rebid process (from \$275,600 in September 2021 to \$397,600 in July 2022)



Representative Challenges

- Concourse B Expansion at PBI (Airports)
 - Escalation in construction costs by more than 40% has delayed the project for more than a year to seek additional funding
- Pre-Conditioned Air (Airports)
 - Switchgear delivery Increased from 18 weeks to 88 weeks
- Miscellaneous Pavement Repair Continuing Project (Airports)
 - No bids were received for this contract that was bid as a continuing on call contract. The project was re-bid as a single stand alone project. One bid was received that exceeded the estimate by 46%
- Pipeline Continuing Construction Contract (WUD)
 - 3-year contract with \$30M total value; unit prices in 2022 came 46% to 51% higher than those under the 2019 contract



Representative Challenges

- Annual Contracts (EPW)
 - Re-bid had to be done due to cost increases
 - Labor sent to higher paying projects, potential for delays
- All Construction Departments
 - No-Bid and Single-Bid results which lead to duplication of efforts and delays in implementation



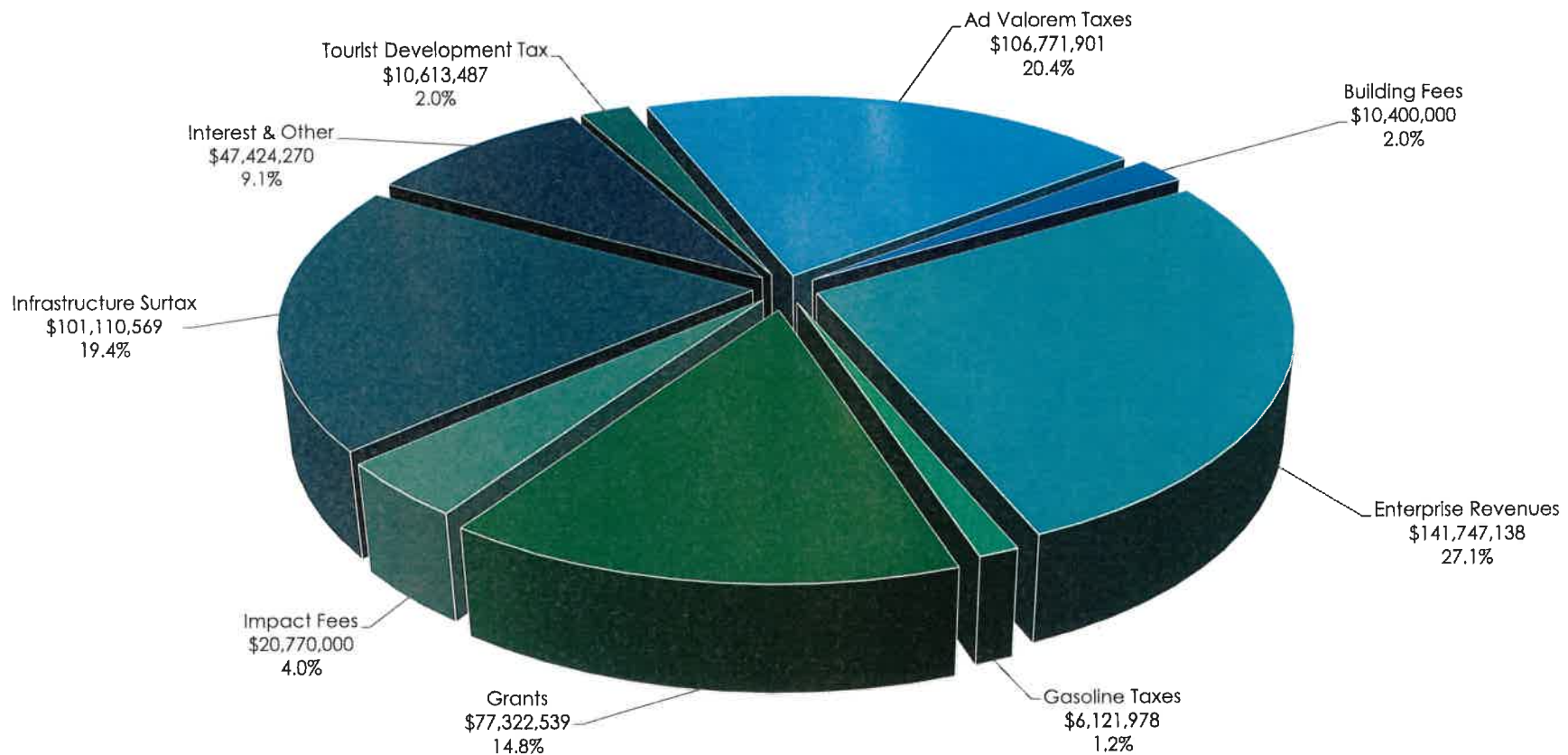
FY 2023 CIP Projects

	Ad Valorem	Other Funding	Total
Building Division (PZB)	\$0	\$10,864,000	\$10,864,000
County Library	13,200,000	1,220,750	14,420,750
Criminal Justice	0	332,500	332,500
Department of Airports	0	114,574,431	114,574,431
Environmental Lands and Beaches	250,000	29,061,876	29,311,876
Fire Rescue	33,840,000	1,519,050	35,359,050
Five Year Road Program	0	50,063,698	50,063,698
General Government	52,986,901	21,824,796	74,811,697
Infrastructure Surtax	0	98,534,541	98,534,541
Parks and Recreation	6,495,000	10,015,210	16,510,210
Streets and Drainage	0	760,950	760,950
Water Utilities Department	0	76,738,179	76,738,179
TOTAL	\$106,771,901	\$415,509,981	\$522,281,882

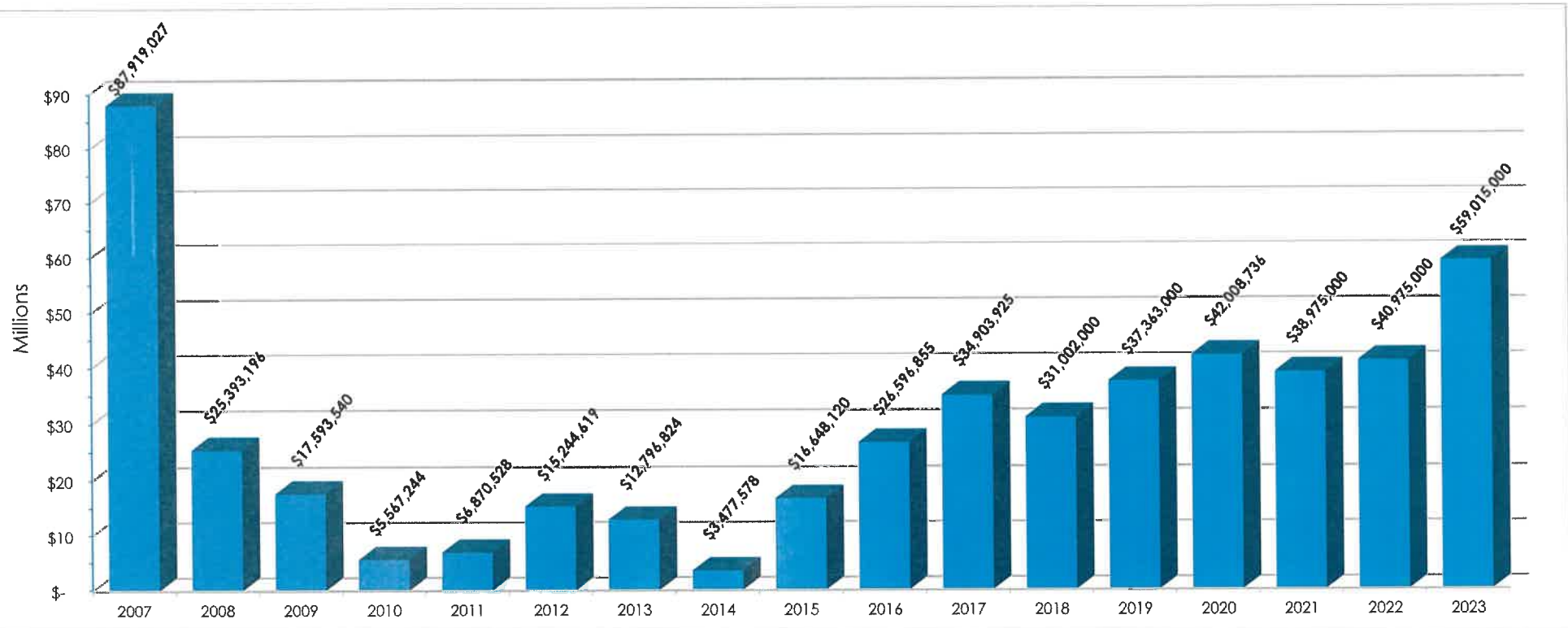


Funding for FY 2023 Capital Projects

Total Budget - \$522,281,882



History of General Fund Ad Valorem Funding for Capital



Fiscal Years FY 2008 through FY 2014 capital funding total \$87 Million, same as FY 2007.



FY 2023 Ad Valorem Funded Projects

- \$15M Countywide Building Renewal & Replacement
- \$6M Pavement Management / Roadway Striping
- \$6M Network Infrastructure Renewal, Replacement & Improvement
- \$4.3M Platform Infrastructure Renewal, Replacement & Improvement
- \$3.5M General Park Repair and Renovation
- \$2.3M Animal Care and Control West County Pahokee Interim Facility
- \$2M Bridge CCTV Camera/DVR Detection System
- \$1.9M Countywide Electronic Systems Renewal & Replacement
- \$1.5M Stormwater Geographic Information System (GIS) Mapping
- \$1.5M Countywide Parks Facility Renewal & Replacement
- \$1.3M Countywide Elevator Door Lock Monitoring
- \$1.3M Communications / Telephony
- \$1.1M Medical Examiner Office Expansion
- \$1M West County Administration Building Modifications



Funding Sources for Projects (in thousands)

Funding Sources	Adopted FY 2023	Projected FY 2024	Projected FY 2025	Projected FY 2026	Projected FY 2027	Total
Ad Valorem Taxes	\$91,520	\$94,302	\$78,045	\$85,523	\$64,444	\$413,834
Building Fees	10,800	\$5,200	0	0	0	16,000
Enterprise Revenues	119,417	97,865	64,340	52,009	89,194	422,825
Gas Tax	18,387	13,733	10,356	8,975	8,975	60,426
Grants	0	80,035	38,478	18,785	6,845	144,143
Impact Fees	55,970	31,190	13,890	3,940	3,490	108,480
Interest & Other	29,453	14,308	4,609	4,355	3,457	56,182
Loan/Bonds Proceeds	47,367	0	80,000	0	0	127,367
Surtax	103,947	89,395	107,108	86,729	59,894	447,073
Tourist Development Tax	13,456	14,065	14,348	15,343	11,959	69,171
TOTAL REVENUES	\$490,317	\$440,093	\$411,174	\$275,659	\$248,258	\$1,865,501



Palm Beach County Bonded Debt

General Obligation Bonds (GO)

Funded by dedicated line item on property tax bills

\$26,250,000

Non-Ad Valorem Bonds (NAV)

Funded by all unrestricted revenues in the General Fund and some Special Revenue Funds

\$563,647,337

Revenue Bonds

Funded by user fees (Water Utility Bonds and Airport Bonds)

\$180,224,721

* Outstanding as of 10/1/22



Palm Beach County Bonded Debt

General Obligation (GO) Bonds

- Must be approved by voters
- Backed by the credit and taxing power of PBC
- Countywide
- Debt Service is funded by separate millage rate line item on property tax bill.
- Does not impact County's 10 mill cap
- Bond proceeds must be used for a paramount public purpose.

Non-Ad Valorem Revenue (NAV) Bonds

- Must be approved by BCC
- NAV Revenue Bond proceeds are not backed by ad valorem tax revenues
- NAV Revenue Bonds are funded by all unrestricted revenues in the General Fund and some special revenue funds
- Bond proceeds must be used for a paramount public purpose



Palm Beach County Bonded Debt – Bond Ratings

General Obligation Bonds (GO)

- AAA Rated by Standard & Poors, Fitch, and Moodys

Non-Ad Valorem Bonds (NAV)

- AAA Rated by Standard & Poors
- AA+ Rated by Fitch
- Aaa Rated by Moodys

Revenue Bonds

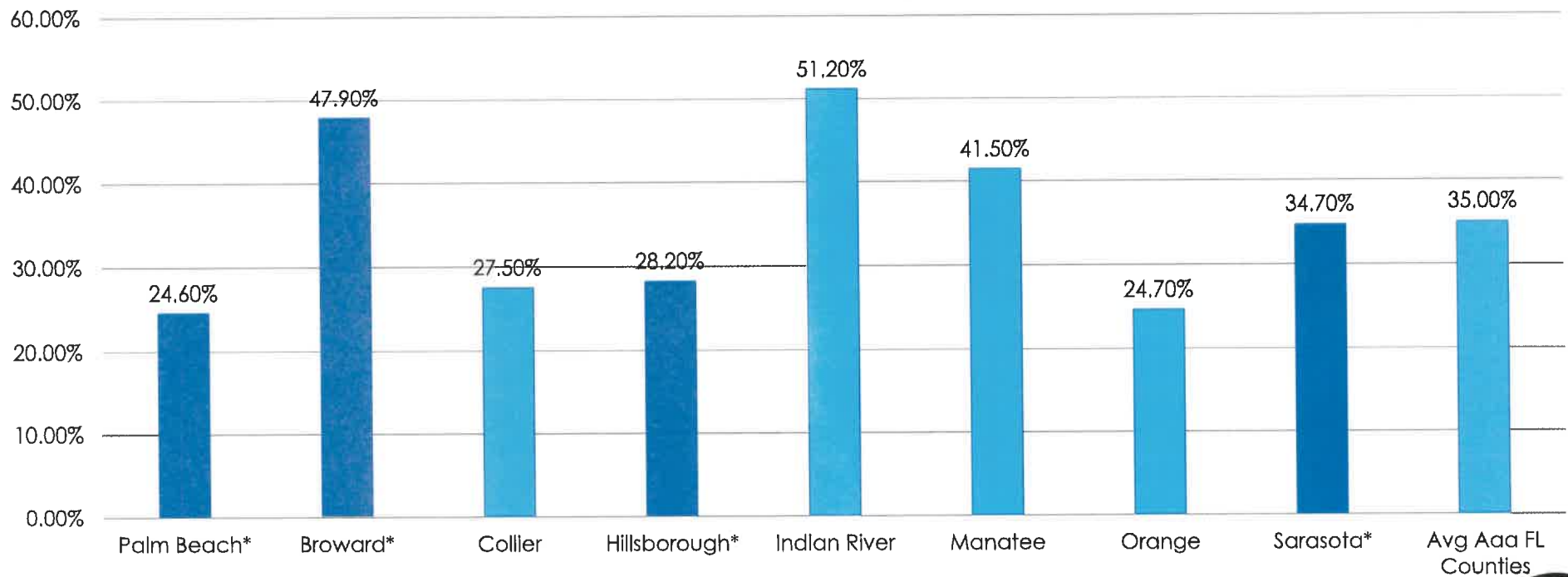
- Water Utility Bonds
 - AAA Rated by Standard & Poors, Fitch, and Moodys
- Airport Bonds
 - A+ Rated by Standard & Poors and Fitch
 - A1 Rated by Moodys

Moody's	Standard & Poor's	Fitch	Rating Grade Description	
Aaa	AAA	AAA	Investment Grade	Highest Grade Credit
Aa1	AA+	AA+		Very High Grade Credit
Aa2	AA	AA		
Aa3	AA-	AA-		
A1	A+	A+		High Grade Credit
A2	A	A		
A3	A-	A-		
Baa1	BBB+	BBB+		Good Grade Credit
Baa2	BBB	BBB	Speculative Grade	
Baa3	BBB-	BBB-		
Ba1	BB+	BB+		Speculative Grade Credit
Ba2	BB	BB		
Ba3	BB-	BB-		
B1	B+	B+		Very Speculative Credit
B2	B	B		
B3	B-	B-		
Caa1	CCC+	CCC+		Substantial Risk - In Default
Caa2	CCC	CCC		
Caa3	CCC-	CCC-		
Ca	CC	CC		
C	C	C		



Fund Balance History – FY 2021

Percentage Fund Balance to Revenue



* These counties have a Aaa rating by all three ratings agencies. The others have a Aaa rating by one or two of the ratings agencies.



Existing NAV Debt Service By Source

Source	FY 2023	FY 2024	FY 2025	FY 2026	FY 2027	FY 2028
General Fund	\$58,058,518	\$51,400,213	\$51,277,439	\$37,739,113	\$35,536,219	\$33,109,277
Tourist Development Tax	16,357,102	16,363,067	16,343,905	16,325,100	16,607,956	16,592,330
Transportation Improvement Fund	1,035,388	1,031,693	1,024,982	1,020,225	1,012,451	1,006,632
Total	\$75,451,008	\$68,794,973	\$68,646,326	\$55,084,438	\$53,156,626	\$50,708,239



Proposed NAV CIP Bond FY 2023 – FY 2026

	FY 2023	FY 2024	FY 2025	FY 2026
Generators/Hardening at Critical Facilities	\$10,000,000			\$10,000,000
Medical Examiner Office Expansion	14,200,000			
Mosquito Control Redevelopment	17,600,000			
Supervisor of Elections Exterior Hardening*	12,500,000			
South County Administrative Complex		\$80,000,000		
Infrastructure Surtax Potential Shortfall				\$40,000,000
TOTAL	\$54,300,000	\$80,000,000	\$0M	\$50,000,000

* Existing Supervisor of Elections Building



Debt Service Forecast FY 2023 – FY 2028

	FY 2023	FY 2024	FY 2025	FY2026	FY 2027	FY 2028
\$134M NAV Roger Dean Juplter Stadium Expansion*		\$9,927,966	\$9,737,038	\$9,737,485	\$9,738,681	\$9,735,120
\$54.3M NAV Various Facilities		3,993,000	3,992,750	3,993,750	3,990,750	3,993,750
\$80M NAV South County Admin. Complex			6,083,750	6,089,250	6,088,750	6,087,250
\$50M NAV Infrastructure Surtax Potential Shortfall					4,100,250	4,103,000
Existing NAV Bonds**	75,451,008	68,794,973	68,646,326	55,084,438	53,156,626	50,708,239
TOTAL	\$75,451,008	\$82,715,939	\$88,459,864	\$74,904,923	\$77,075,057	\$74,627,359

* Includes debt funded by the State, Baseball Teams, and bed tax as per agreement approved by BCC 05/17/22.

** Includes all debt funded by the General Fund and bed tax.



Projected NAV Debt Service Forecast By Source

Source	FY 2023	FY 2024	FY 2025	FY 2026	FY 2027	FY 2028
General Fund	\$58,058,518	\$55,541,029	\$61,500,826	\$47,969,448	\$49,864,500	\$47,438,247
Tourist Development Tax	16,357,102	16,363,217	16,344,056	16,325,250	16,608,106	16,592,480
Transportation Improvement Fund	1,035,388	1,031,693	1,024,982	1,020,225	1,012,451	1,006,632
Roger Dean Jupiter Stadium Teams		7,780,000	7,590,000	7,590,000	7,590,000	7,590,000
State Sales Tax Contribution		2,000,000	2,000,000	2,000,000	2,000,000	2,000,000
Total	\$75,451,008	\$82,715,939	\$88,459,864	\$74,904,923	\$77,075,057	\$74,627,359

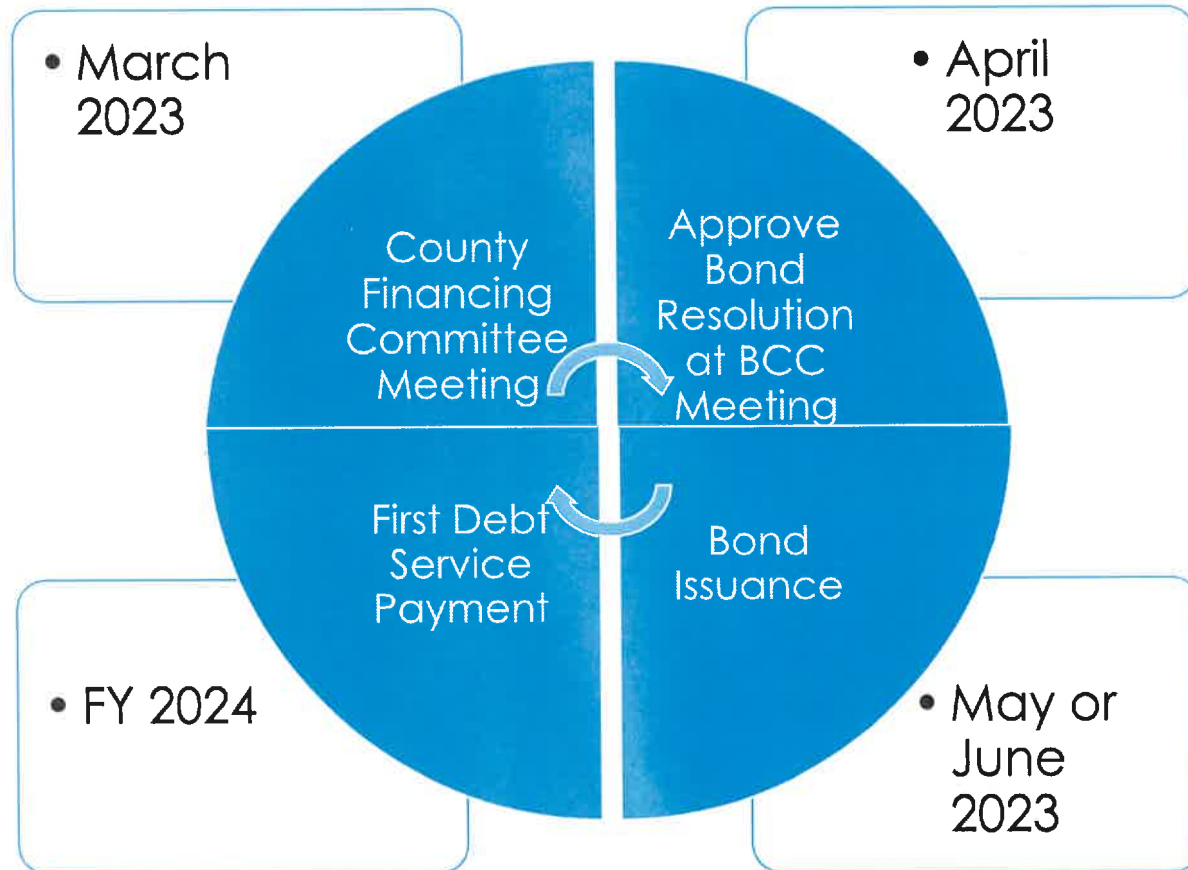


County Financing Committee

- Reviews and makes recommendations regarding the issuance of debt obligations and management of outstanding debt
- Criteria – all members must be government financial officers or have applicable experience
- Committee Composition
 - Sherry Brown, Office of Financial Management & Budget
 - Paul Guzenski, Clerk & Comptroller's Office
 - Ron Horan, School Board
 - Paul Dumars, Solid Waste Authority
 - Howard Schwartz, BCC appointee
 - County Department Director, if needed
- Meetings are open to public and convene as needed



Timeline and Next Steps





Questions/Comments