

**RESOLUTION NO. 07-03-03**

**A RESOLUTION OF THE TOWN OF LAKE PARK, FLORIDA, AUTHORIZING THE NEGOTIATION OF A LOAN IN AN AGGREGATE AMOUNT NOT TO EXCEED FIVE MILLION DOLLARS (\$5,000,000) FROM THE FLORIDA MUNICIPAL LOAN COUNCIL; APPROVING THE ACQUISITION AND CONSTRUCTION OF THE MARINA PROJECT; APPROVING THE EXECUTION AND DELIVERY OF A LOAN AGREEMENT WITH THE FLORIDA MUNICIPAL LOAN COUNCIL; APPROVING THE EXECUTION AND DELIVERY OF A BOUND PURCHASE CONTRACT; APPROVING THE EXECUTION AND DELIVERY OF A CONTINUING DISCLOSURE AGREEMENT; PROVIDING CERTAIN OTHER MATTERS IN CONNECTIONS WITH THE MAKING OF SUCH LOAN; AND PROVIDING AN EFFECTIVE DATE.**

WHEREAS, participating governmental units ( members) have created the Florida Municipal Loan Council (Council) pursuant to certain Interlocal Agreement and pursuant to Chapter 163, Part 1, Florida Statutes, for the purpose of issuing its bonds to make loan to Participating governmental units for qualified projects; and

WHEREAS, the Town of Lake Park, Florida (the borrower), a municipal Corporation is duly created and existing pursuant to the Constitution and laws of the State of Florida (State); and

WHEREAS, the Borrower finds and declares that there is a substantial need for financing of qualifying projects permitted by Florida Statutes and the State Constitution; and

WHEREAS, the Borrower possesses the ability to finance such projects on its own, but has determined that a pooled financing program involving a limited number of local governmental units which regularly undertake projects requiring significant debt financing within the State of Florida would provide for low cost financing or refinancing of such projects through economics of scale, administrative support and access to expertise in accessing the capital markets; and

WHEREAS, it is anticipated that the benefits of a pooled financing by the Borrower with a limited number of governmental units through the Florida Municipal Loan Council may be obtained through promises to repay loans under the program and supported by a general covenant to budget and appropriate for such purpose, by specific pledge of taxes or revenues or by a general obligation; and

WHEREAS, by pooling the respective financial needs of theses certain various local governmental unit, the Borrower will be able to access additional markets and expects to receive the benefits of lower interest rates on more favorable terms associated

with such a large scale financing with such benefits being obtained for and inuring to its Borrower; and

WHEREAS, the Council is in the process of issuing its Florida Municipal Loan Council Revenue Bonds, Series \_\_\_\_\_ (the “Bonds”) and is seeking to make loans to governmental units; and

WHEREAS, the Borrower has it is determined that a need exists to borrow funds to finance the cost of the acquisition and construction of the qualifying projects set forth on **Exhibit A** attached hereto (collectively, the “Project”); and

WHEREAS, it is determined to be in the best interest of the Borrower to borrow funds from the Council from the proceeds of the Bonds to finance the cost of the Project (the “loan”)

NOW THEREFORE, BE IT RESOLVED BY THE COMMISSION OF THE TOWN OF LAKE PARK, FLORIDA, as follows:

**SECTION 1. AUTHORITY.** This resolution is adopted pursuant to Chapter 166, Florida Statutes, and other applicable provisions of law.

**SECTION 2. PROJECT.** The financing of the acquisition and construction of the Project is hereby approved.

**SECTION 3. NEGOTIATED LOAN.** Due to the complicated nature of the financing and the ability of the Council to access additional markets and for the Borrower to receive the benefits of lower interest rates and issuance costs, it is hereby determined that it is in the best interest of the Borrower that the Loan to the Borrower be made from the proceeds of the Bonds, as opposed to the Borrower borrowing funds pursuant to a public sale.

**SECTION 4. LOAN AMOUNT.** The amount of the Loan of the Borrower evidenced by the Loan Agreement shall not exceed Five Million Dollars (\$ 5,000,000). Such Loan shall be made at a discount which shall include a pro-rata portion of costs and the Florida League of Cities, Inc. administrative fees and other ongoing costs, and shall bear interest and shall be repayable according to the terms and conditions set forth in the Loan Agreement authorized pursuant to Section 5 hereof with such changes, insertions, and omissions as may be approved by the Mayor or Vice Mayor. The redemption provision, if any, relating to such a Loan shall be as provided in the Loan Agreement.

**SECTION 5. AUTHORIZED OFFICERS.** The Mayor or Vice Mayor and the City Clerk or any other appropriate officers of the Borrowers are hereby authorized and directed to execute and deliver a Loan Agreement to evidence the Loan, to be entered into by and between the Borrower and Council in substantially the form attached as

Exhibit B with such changes, insertions and omissions as may be approved by the Mayor or Vice Mayor, the execution thereof being conclusive evidence of such approval.

Further, the City Manager or the Finance Director or any other appropriate officers of the Borrower are authorized and directed to execute and deliver a Continuing Disclosure Agreement concerning compliance with existing or proposed rules of the Securities and Exchange Commission concerning continuing disclosure by the Borrower, to be entered into by and between the Borrower and the Florida League of Cities, Inc. in substantially the form attached as Exhibit C with such changes, insertions and omissions as may be approved by the officer executing such agreement, the execution thereof being conclusive evidence of such approval.

**SECTION 6. RATES.** The Mayor or Vice Mayor is authorized to approve the final rates of interest on the Bonds, and the redemption provision thereof, if any, on behalf of the Borrower. The Mayor or Vice Mayor or any other appropriate officers of the Borrowers are authorized and directed to execute and deliver a Bond Purchase Contract, to be entered into by and between the Underwriter, the Borrower and the Council in substantially the form attached as Exhibit D with such changes, insertions and omissions as may be approved by the Mayor or Vice Mayor, the execution thereof being conclusive evidence of such approval.

**SECTION 7. INDENTURE.** The Borrower hereby acknowledges and consents to the Bonds being issued pursuant to a Trust Indenture (Indenture) to be executed by the Council and a bank or trust company to be selected by the Council, as Trustee.

**SECTION 8. OTHER INSTRUMENTS.** The Mayor, the Vice Mayor, the City Manager, the City Attorney, the Finance Director, the City Clerk or any other appropriate officers of the Borrowers are authorized and directed to execute any and all certifications or other instruments or documents required by this Resolution, the Loan Agreement, the Continuing Disclosure Agreement, the Bond Purchase Contract, the Indenture or any other document required by the Council as a prerequisite or precondition to making the Loan (including but not limited to the execution of all tax documents relating to the tax exempt status of the Loan), and any such representations and agreements made therein shall be deemed to be made on behalf of the Borrower. All action taken to date by the officers of the Borrower in furtherance of the issuance of the Bonds and the making of the Loan are hereby approved, confirmed and ratified.

**SECTION 9. ADDITIONAL INFORMATION.** The Loan Agreement shall not be executed and delivered unless and until the Borrower has received all information required by Section 218.385, Florida Statutes.

**Section 10. EFFECTIVE DATE.** This resolution shall take effect immediately upon its adoption.

The foregoing Resolution was offered by Commissioner Balius, who moved its adoption. The motion was seconded by Commissioner Otterson and upon being put to a roll call vote, the vote was as follows.

	AYE	NAY
MAYOR PAUL W. CASTRO	<u>    X    </u>	<u>          </u>
VICE-MAYOR G. CHUCK BALIUS	<u>    X    </u>	<u>          </u>
COMMISSIONER PAUL GARRETSON	<u>    X    </u>	<u>          </u>
COMMISSIONER BILL OTTERSON	<u>    X    </u>	<u>          </u>
COMMISSIONER JEANNINE LONGTIN	<u>          </u>	<u>    X    </u>

The Mayor thereupon declared the foregoing Resolution NO. 07-03-03 duly passed and adopted this 5<sup>th</sup> day of March, 2003.

TOWN OF LAKE PARK, FLORIDA

ATTEST

BY: \_\_\_\_\_  
PAUL W. CASTRO  
MAYOR

\_\_\_\_\_  
CAROL SIMPKINS  
TOWN CLERK

Approved as to form and legal  
sufficiency:

BY: \_\_\_\_\_  
THOMAS J. BAIRD  
TOWN ATTORNEY

(TOWN SEAL)