

RESOLUTION NO. _____

RESOLUTION OF THE CITY COMMISSION OF THE CITY OF CORAL GABLES, FLORIDA AUTHORIZING THE NEGOTIATION OF TWO LOANS IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$6,200,000 FROM THE SUNSHINE STATE GOVERNMENTAL FINANCING COMMISSION FOR THE PURPOSE OF ACQUIRING, CONSTRUCTING AND ERECTING CERTAIN CAPITAL IMPROVEMENTS; APPROVING THE EXECUTION AND DELIVERY OF TWO LOAN AGREEMENTS; PROVIDING FOR THE REPAYMENT OF SUCH LOAN FROM CERTAIN LEGALLY AVAILABLE NON-AD VALOREM REVENUES OF THE CITY OF CORAL GABLES, FLORIDA; DELEGATING TO THE MAYOR THE AUTHORITY TO DETERMINE THE FINAL TERMS OF THE LOAN(S); PROVIDING CERTAIN OTHER MATTERS IN CONNECTION WITH THE MAKING OF SUCH LOAN; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, certain participating counties and cities (the "Members") have created the Sunshine State Governmental Financing Commission (the "Commission") pursuant to a certain Interlocal Agreement and Chapter 163, Part I, Florida Statutes, for the purpose of issuing its revenue bonds to make loans to governmental units for qualified projects; and

WHEREAS, the City of Coral Gables, Florida, a municipal corporation duly organized under the laws of the State of Florida (the "Governmental Unit"), desires to borrow funds from the Commission; and

WHEREAS, the Commission will issue its Sunshine State Governmental Financing Commission Revenue Notes (Coral Gables Project) (the "Notes"), and has agreed to make two loans (the "Loans") to the Governmental Unit; and

WHEREAS, the Governmental Unit will apply the proceeds of the Loans to finance the cost of acquiring, constructing and erecting various capital improvements, as described on Exhibit A.

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COMMISSION OF THE CITY OF CORAL GABLES, FLORIDA, as follows:

SECTION 1. Approval of Loan Agreement: The Mayor and the City Clerk are hereby authorized and directed to execute and deliver two Loan Agreements, to be entered into by and between the Governmental Unit and the Commission in substantially the form attached hereto as Exhibit B with such changes, insertions and omissions as may be approved by the Mayor, the execution thereof being conclusive evidence of such approval. Such Loan Agreements shall be

secured in the manner set forth therein. No such Loan Agreements shall be executed until the Governmental Unit shall have received all disclosure information required by Chapter 218, Florida Statutes.

SECTION 2. Term of Loan(s) The aggregate amount of the Loans to the Governmental Unit evidenced by the Loan Agreements shall not exceed \$6,200,000. Such Loans shall be made to the Governmental Unit at a discount from the stated principal amount which discount shall include the costs of issuance incurred by the Commission and the Governmental Unit and shall bear interest and shall be repayable in accordance with the parameters set forth in Section 3 hereof and the terms and conditions set forth in the Loan Agreements authorized pursuant to Section 1 hereof with such changes, insertions and omissions as may be approved by the Mayor and the City Attorney, the execution thereof being conclusive evidence of such approval.

SECTION 3. Delegation. The Mayor is hereby authorized, in consultation with the Finance Director and the Financial Advisor, to accept the terms of the Loan(s) and execute the Loan Agreement(s) as provided in Section 1 hereof, subject to the full satisfaction of the conditions set forth below.

- (a) Receipt by the Finance Director of a written offer of a commitment letter to provide for one or more loans in the aggregate principal amount not to exceed \$6,200,000.
- (b) The Loans shall mature not more than 11 years from the date of issuance.
- (c) The Loans may be taxable or tax-exempt.
- (d) The interest rate on tax-exempt Loan shall not exceed 5.50% and may be fixed or variable.
- (e) The interest rate on taxable Loan(s) shall not exceed 7.50% and may be fixed or variable.

The Financial Advisor shall provide a certificate to the Governmental Unit recommending the most advantageous terms to the Governmental Unit and certifying that the parameters in this Section 3 have been met.

SECTION 4. General Authority. The Mayor, the City Clerk, the Finance Director and the City Attorney or any other appropriate officers of the Governmental Unit are hereby authorized and directed to execute any and all certifications or other instruments or documents required by this Resolution, the Loan Agreements or any other document required by the Commission as a prerequisite or precondition to making the Loans, and any such representation made therein shall be deemed to be made on behalf of the Governmental Unit. All action taken to date by the officers of the Governmental Unit in furtherance of the issuance of the Notes and the making of the Loans is hereby approved, confirmed and ratified.

SECTION 5. Sale. In accordance with the provisions of Section 218.385, Florida Statutes, the Governmental Unit hereby determines that a negotiated sale is in the best interest of the Governmental Unit and hereby approves the negotiation of the Loans with the Commission.

Negotiation of the Loans will allow the Governmental Unit to access markets not otherwise accessible to the Governmental Unit at total costs and rates favorable to the Governmental Unit.

SECTION 6. Effect. This Resolution shall take effect immediately upon its adoption.

[Remainder of page left intentionally blank.]

APPROVED at a regular session of the City Commission held on the ____ day of September, 2009.

(SEAL)

By: _____
Mayor

ATTEST:

City Clerk

APPROVED AS TO FORM AND
CORRECTNESS:

City Attorney

EXHIBIT A

PROJECT DESCRIPTION

The project includes the following: (i) renovation, construction and improvement of a city-owned historic building to be used for a public museum, (ii) dredging of a canal for stormwater drainage and (iii) any other governmental capital project authorized by the City.

EXHIBIT B

FORM OF LOAN AGREEMENT