

RESOLUTION NO. 2017-_____

A RESOLUTION OF THE MAYOR AND CITY COMMISSION OF THE CITY OF MIAMI BEACH, FLORIDA AUTHORIZING THE ISSUANCE OF NOT TO EXCEED \$175,000,000 IN AGGREGATE PRINCIPAL AMOUNT OF CITY OF MIAMI BEACH, FLORIDA STORMWATER REVENUE AND REVENUE REFUNDING BONDS, SERIES 2018, FOR THE PRINCIPAL PURPOSES OF PAYING A PART OF THE COST OF CERTAIN IMPROVEMENTS TO THE STORMWATER UTILITY AND REFUNDING ALL OR A PORTION OF THE CITY'S OUTSTANDING STORMWATER REVENUE BONDS, SERIES 2011A, AND STORMWATER REVENUE REFUNDING BONDS, SERIES 2011B, PURSUANT TO SECTIONS 209 AND 210 OF RESOLUTION NO. 2000-24127 ADOPTED BY THE CITY ON OCTOBER 18, 2000; PROVIDING THAT SAID SERIES 2018 BONDS AND INTEREST THEREON SHALL BE PAYABLE SOLELY AS PROVIDED IN SAID RESOLUTION NO. 2000-24127 AND THIS RESOLUTION; PROVIDING CERTAIN DETAILS OF THE SERIES 2018 BONDS; DELEGATING OTHER DETAILS AND MATTERS IN CONNECTION WITH THE ISSUANCE OF THE SERIES 2018 BONDS AND THE REFUNDING OF THE BONDS TO BE REFUNDED, INCLUDING WHETHER TO SECURE A CREDIT FACILITY, TO THE CITY MANAGER, WITHIN THE LIMITATIONS AND RESTRICTIONS STATED HEREIN; PERMITTING CONDITIONAL OPTIONAL REDEMPTION OF THE SERIES 2018 BONDS; APPOINTING UNDERWRITERS, A BOND REGISTRAR, AN ESCROW AGENT AND A DISCLOSURE DISSEMINATION AGENT; AUTHORIZING THE NEGOTIATED SALE OF THE SERIES 2018 BONDS AND APPROVING THE FORM OF AND AUTHORIZING THE EXECUTION OF A BOND PURCHASE AGREEMENT; AUTHORIZING AND DIRECTING THE BOND REGISTRAR TO AUTHENTICATE AND DELIVER THE SERIES 2018 BONDS; APPROVING THE FORM OF AND DISTRIBUTION OF A PRELIMINARY OFFICIAL STATEMENT AND AN OFFICIAL STATEMENT AND AUTHORIZING THE EXECUTION OF THE OFFICIAL STATEMENT; PROVIDING FOR THE APPLICATION OF THE PROCEEDS OF THE SERIES 2018 BONDS AND CREATING CERTAIN FUNDS AND ACCOUNTS; AUTHORIZING THE REFUNDING, DEFEASANCE AND, AS APPLICABLE, REDEMPTION OF THE BONDS TO BE REFUNDED AND APPROVING THE FORM OF AND AUTHORIZING THE EXECUTION AND DELIVERY OF AN ESCROW DEPOSIT AGREEMENT; AUTHORIZING A BOOK-ENTRY REGISTRATION SYSTEM WITH RESPECT TO THE SERIES 2018 BONDS; COVENANTING TO PROVIDE CONTINUING DISCLOSURE IN CONNECTION WITH THE SERIES 2018 BONDS AND APPROVING THE FORM OF AND AUTHORIZING THE EXECUTION AND DELIVERY OF A CONTINUING DISCLOSURE AGREEMENT; AUTHORIZING OFFICERS AND EMPLOYEES OF THE CITY TO TAKE ALL NECESSARY RELATED ACTIONS; AND PROVIDING FOR AN EFFECTIVE DATE.

WHEREAS, the City of Miami Beach, Florida (the “City”) currently owns, maintains and operates a Stormwater Utility (as such term and all other capitalized terms used in this resolution and not defined herein are defined in the hereinafter described Original Resolution); and

WHEREAS, the City has heretofore issued multiple Series of Bonds, including its \$52,130,000 original principal amount of City of Miami Beach, Florida Stormwater Revenue Bonds, Series 2011A, currently Outstanding in the principal amount of \$49,055,000, and \$26,575,000 original principal amount of City of Miami Beach, Florida Stormwater Revenue Refunding Bonds, Series 2011B, currently Outstanding in the principal amount of \$25,855,000 (collectively, the “Outstanding Series 2011 Bonds”), pursuant to Resolution No. 2000-24127 adopted by the Commission on October 18, 2000 (the “Original Resolution” and as amended and supplemented from time to time, the “Bond Resolution”), and Resolution No. 2011-27782 adopted by the Commission on October 18, 2011; and

WHEREAS, the City has determined that certain capital improvements to the Stormwater Utility as more particularly described in Exhibit A attached hereto and made a part hereof (collectively, the “Series 2018 Project”) are necessary and desirable for the furtherance of the health, safety and welfare of the users of the Stormwater Utility and the residents of the City; and

WHEREAS, Section 209 of the Original Resolution provides for the issuance of Additional Bonds under the Bond Resolution for the principal purpose of paying all or any part of the Cost of any Improvements, upon meeting certain conditions contained in said Section 209; and

WHEREAS, the Series 2018 Project constitutes Improvements under the Bond Resolution; and

WHEREAS, the City has further determined that as a result of the current low interest rate environment it is financially beneficial to authorize the refunding of all or a portion of the Outstanding Series 2011 Bonds as shall be determined by the City Manager in accordance with the provisions of this resolution (the Outstanding Series 2011 Bonds to be refunded hereinafter referred to as the “Bonds to be Refunded”); and

WHEREAS, Section 210 of the Original Resolution provides for the issuance of Refunding Bonds for the principal purpose of providing funds for refunding all or any portion of the Outstanding Bonds of any one or more Series, upon meeting certain conditions contained in said Section 210; and

WHEREAS, in accordance with the requirements of Section 210 of the Original Resolution, the Commission hereby determines that the refunding of the Bonds to be Refunded is in the best interests of the City and the users of the Stormwater Utility as it will result in debt service savings which will lower the expenses of the Stormwater Utility and be financially beneficial to the City and the users of the Stormwater Utility; and

WHEREAS, the City has determined that it is desirable to issue Additional Bonds and Refunding Bonds (collectively, the “Series 2018 Bonds”) pursuant to the provisions of Sections 209 and 210 of the Original Resolution and this resolution, which constitutes a Series Resolution for the Series 2018 Bonds under the Bond Resolution, for the purpose of, together with any other

available moneys of the City, (i) paying a part of the Cost of the Series 2018 Project, (ii) providing funds for refunding, defeasing and, as applicable, redeeming the Bonds to be Refunded, and (iii) paying the expenses incurred in such issuance, refunding, defeasance and redemption (collectively, the "Series 2018 Funding Requirements"); and

WHEREAS, the Commission has determined that it is in the best interest of the City to delegate to the City Manager, who shall rely upon the recommendations of the Chief Financial Officer of the City (the "Chief Financial Officer"), who is the officer succeeding to the principal functions of the Finance Director, and RBC Capital Markets, LLC, the City's financial advisor (the "Financial Advisor"), the determination of various terms of the Series 2018 Bonds, whether to secure a Credit Facility with respect to the Series 2018 Bonds, the final award of the Series 2018 Bonds, the determination of the Outstanding Series 2011 Bonds, if any, which will constitute the Bonds to be Refunded, and certain other actions in connection with the issuance of the Series 2018 Bonds and the refunding, defeasance and, as applicable, redemption of the Bonds to be Refunded, all as provided and subject to the limitations contained herein; and

WHEREAS, the City has determined that due to the character of the Series 2018 Bonds, current favorable market conditions, the uncertainty inherent in a competitive bidding process and the recommendations of the Financial Advisor, it is in the best interest of the City to authorize the negotiated sale of the Series 2018 Bonds; and

WHEREAS, in connection with the issuance of the Series 2018 Bonds constituting Additional Bonds, the requirements of Ordinance No. 2007-3582, adopted by the Commission on November 21, 2007, including the holding of two public hearings, have been complied with prior to the adoption of this Series Resolution;

NOW, THEREFORE, BE IT DULY RESOLVED BY THE MAYOR AND CITY COMMISSION OF THE CITY OF MIAMI BEACH, FLORIDA:

SECTION 1. The above recitals are incorporated herein as findings.

SECTION 2. A Series of Additional Bonds and Refunding Bonds of the City in an aggregate principal amount not to exceed \$175,000,000 is authorized to be issued pursuant to, and subject to the conditions of, Sections 209 and 210 of the Original Resolution and the authority granted to the City by the Act, for the purpose of providing moneys, together with any other available moneys, to pay the Series 2018 Funding Requirements. The Series 2018 Bonds shall be designated "City of Miami Beach, Florida Stormwater Revenue and Revenue Refunding Bonds, Series 2018," shall be issued as Current Interest Bonds, shall be issued in fully registered form as provided in Section 202 of the Original Resolution, shall be in the denominations of \$5,000 or any whole multiple thereof and shall be numbered R-1 upwards. Notwithstanding the foregoing, if the City Manager determines not to refund any of the Outstanding Series 2011 Bonds, the designation of the Series 2018 Bonds shall not include the words "and Revenue Refunding."

The Series 2018 Bonds shall be issued in such aggregate principal amount, shall be dated and issued at such time or times, shall be in the form of Serial Bonds and/or Term Bonds, shall have such Interest Payment Dates, shall bear interest at such fixed rates, but not to exceed the

maximum rate permitted by law, shall be stated to mature on such dates, but not later than September 30, 2048, as to any Term Bonds, shall have Amortization Requirements payable in such amounts and on such dates, and shall be subject to redemption prior to maturity, all as shall be determined by the City Manager, after consultation with the Chief Financial Officer and the Financial Advisor, and specified in a certificate of the Mayor executed on or prior to the date of initial issuance of the Series 2018 Bonds (the "Series 2018 Mayor's Certificate"). Term Bonds, if any, will be subject to mandatory redemption at par, without premium, each year in amounts equal to the respective Amortization Requirements therefor. Principal of and interest and redemption premium, if any, on the Series 2018 Bonds shall be payable in accordance with the provisions of the Bond Resolution. The execution of the Series 2018 Mayor's Certificate shall be conclusive evidence of the City's approval of the details of the Series 2018 Bonds.

If the City Manager determines, in reliance upon the recommendations of the Chief Financial Officer and the Financial Advisor, that there is an economic benefit to the City to secure and pay for a Credit Facility with respect to all or a portion of the Series 2018 Bonds, the City Manager is authorized to secure a Credit Facility with respect to all or a portion of the Series 2018 Bonds. The City Manager is authorized to provide for the payment of the premium for such Credit Facility from the proceeds of the Series 2018 Bonds. The Mayor is authorized, after consultation with the City Attorney, to enter into, execute and deliver such agreements as may be necessary to secure such Credit Facility, the execution and delivery by the Mayor of any such agreements for and on behalf of the City to be conclusive evidence of the City's approval of securing such Credit Facility and of such agreements. Any agreements with the provider of such Credit Facility shall supplement and be in addition to the provisions of the Bond Resolution.

SECTION 3. In accordance with the provisions of the Bond Resolution, the Series 2018 Bonds shall be limited obligations of the City payable solely from the Net Revenues and, to the extent provided in the Bond Resolution, from certain Funds and Accounts which are pledged to the payment thereof in the manner provided in the Bond Resolution, and nothing shall be construed as obligating the City to pay the principal, interest and premium, if any, thereon except from the Net Revenues and, to the extent provided in the Bond Resolution, said Funds and Accounts or as pledging the full faith and credit of the City or any form of taxation whatever to such payments; provided, however, that notwithstanding anything to the contrary contained in the Bond Resolution, the Series 2018 Bonds shall not be secured by, nor payable from moneys, Reserve Account Insurance Policies or Reserve Account Letters of Credit on deposit in, the Reserve Account or any subaccount therein created under or pursuant to the Bond Resolution and the Reserve Account Requirement with respect to the Series 2018 Bonds shall be \$0.00.

SECTION 4. In the case of an optional redemption of the Series 2018 Bonds, the redemption notice may state that (a) it is conditioned upon the deposit of moneys with the Bond Registrar or with a bank, trust company or other appropriate fiduciary institution acting as escrow agent (the "escrow agent"), in amounts necessary to effect the redemption, no later than the redemption date, or (b) the City retains the right to rescind such notice on or prior to the scheduled redemption date (in either case, a "Conditional Redemption"), and such notice and optional redemption shall be of no effect if such moneys are not so deposited or if the notice is rescinded as described in this Section. Any such notice of Conditional Redemption shall be captioned "Conditional Notice of Redemption." Any Conditional Redemption may be rescinded at any time prior to the redemption date if the City delivers a written direction to the Bond

Registrar directing the Bond Registrar to rescind the redemption notice. The Bond Registrar shall give prompt notice of such rescission to the affected Bondholders. Any Series 2018 Bonds subject to Conditional Redemption where redemption has been rescinded shall remain Outstanding, and neither the rescission nor the failure by the City to make such moneys available shall constitute an Event of Default under the Bond Resolution.

SECTION 5. It is hereby found and determined that due to the character of the Series 2018 Bonds, current favorable market conditions, the uncertainty inherent in a competitive bidding process and the recommendations of the Financial Advisor, the negotiated sale of the Series 2018 Bonds is in the best interest* of the City. The negotiated sale of the Series 2018 Bonds to Citigroup Global Markets Inc. (the "Senior Managing Underwriter") on behalf of itself and Wells Fargo Bank, National Association, and Estrada Hinojosa & Company, Inc. (collectively with the Senior Managing Underwriter, the "Underwriters") is hereby authorized at a purchase price (not including original issue premium or original issue discount) of not less than 99% of the aggregate principal amount of the Series 2018 Bonds (the "Minimum Purchase Price") and at a true interest cost rate ("TIC") not to exceed 5.00% (the "Maximum TIC"). The City Manager, after consultation with the Chief Financial Officer and the Financial Advisor, is hereby authorized to award the Series 2018 Bonds to the Underwriters at a purchase price of not less than the Minimum Purchase Price and at a TIC not in excess of the Maximum TIC. The execution and delivery of the Series 2018 Bond Purchase Agreement (hereinafter defined) for and on behalf of the City by the Mayor shall be conclusive evidence of the City's acceptance of the Underwriters' proposal to purchase the Series 2018 Bonds.

SECTION 6. Upon compliance with the requirements of Section 218.385, Florida Statutes, by the Underwriters, the Commission hereby authorizes the Mayor to execute and deliver a Bond Purchase Agreement for the Series 2018 Bonds (the "Series 2018 Bond Purchase Agreement") for and on behalf of the City, in substantially the form presented at the meeting at which this Series Resolution was considered, subject to such changes, modifications, insertions and omissions and such filling-in of blanks therein as may be determined and approved by the City Manager, after consultation with the Chief Financial Officer and the City Attorney. The execution of the Series 2018 Bond Purchase Agreement for and on behalf of the City by the Mayor shall be conclusive evidence of the City's approval of the Series 2018 Bond Purchase Agreement.

SECTION 7. The Bond Registrar is hereby authorized and directed to authenticate the Series 2018 Bonds and to deliver the Series 2018 Bonds to or upon the order of the Underwriters upon payment of the purchase price, as shall be set forth in the Series 2018 Bond Purchase Agreement, and satisfaction of the conditions contained in Sections 209 and 210 of the Original Resolution.

SECTION 8. The proposed Preliminary Official Statement (the "Series 2018 Preliminary Official Statement") and Official Statement (the "Series 2018 Official Statement") in connection with the issuance of the Series 2018 Bonds are hereby approved in substantially the form of the Series 2018 Preliminary Official Statement presented at the meeting at which this Series Resolution was considered, subject to such changes, modifications, insertions and omissions and such filling-in of blanks therein as may be determined and approved by the City Manager, after consultation with the Chief Financial Officer and the City Attorney. The

execution of the Official Statement, for and on behalf of the City by the Mayor and the City Manager shall be conclusive evidence of the City's approval of the Series 2018 Preliminary Official Statement and the Series 2018 Official Statement. The distribution of said Series 2018 Preliminary Official Statement and Series 2018 Official Statement in connection with the marketing of the Series 2018 Bonds and the execution and delivery of the Series 2018 Official Statement by the Mayor and the City Manager are hereby authorized. The Mayor or his designee, after consultation with the Chief Financial Officer and the City Attorney, is hereby authorized to make any necessary certifications to the Underwriters regarding a near final or deemed final official statement, if and to the extent required by Rule 15c2-12 of the United States Securities and Exchange Commission (the "Rule").

SECTION 9. The proceeds of the Series 2018 Bonds and, to the extent determined by the Chief Financial Officer, moneys on deposit in the Bond Service Account and the Reserve Account on account of the Bonds to be Refunded, shall be applied in accordance with the provisions of Section 209 and Section 210, as applicable, of the Original Resolution and this Series Resolution, all as specified in a certificate of the Chief Financial Officer delivered concurrently with the issuance of the Series 2018 Bonds, including, to the extent provided in such certificate, for the payment of interest accruing on the Series 2018 Bonds prior to, during and after construction of the Series 2018 Project.

In accordance with the provisions of the Bond Resolution, there is hereby created within the Construction Fund a "Series 2018 Construction Account" for the deposit of proceeds of the Series 2018 Bonds to be applied to the payment of a part of the Cost of the Series 2018 Project, other than the portion of such part representing expenses incurred in the issuance of the Series 2018 Bonds.

In accordance with the provisions of the Bond Resolution, there is to be created pursuant to the Escrow Deposit Agreement (hereinafter defined) an Escrow Deposit Trust Fund (as defined in the Escrow Deposit Agreement) to be held by the Escrow Agent (hereinafter defined), for the deposit of proceeds of the Series 2018 Bonds and other available moneys to be applied as shall be provided in the Escrow Deposit Agreement.

There is also hereby created a "Series 2018 Cost of Issuance Account" for the deposit of proceeds of the Series 2018 Bonds to be applied to the payment of expenses incurred in the issuance of the Series 2018 Bonds and the refunding, defeasance and, as applicable, redemption of the Bonds to be Refunded.

The proceeds of the Series 2018 Bonds shall be invested in accordance with the provisions of Section 602 of the Original Resolution in Investment Obligations as determined by the Chief Financial Officer; provided, however, that the portion of the proceeds of the Series 2018 Bonds and other available moneys deposited in the Escrow Deposit Trust Fund shall be invested as provided in Section 12 of this Series Resolution and in the Escrow Deposit Agreement.

SECTION 10. In connection with the issuance of the Series 2018 Bonds and for the purpose of complying with the covenants contained in Section 605 of the Original Resolution,

there is hereby created a special fund designated "Series 2018 Arbitrage Rebate Fund," which shall be held by the City and constitute an Arbitrage Rebate Fund under the Bond Resolution.

SECTION 11. The Series 2018 Bonds shall be executed in the form and manner provided in the Bond Resolution. The Series 2018 Bonds are hereby authorized to be issued initially in book-entry form and registered in the name of The Depository Trust Company, New York, New York ("DTC"), or its nominee which will act as securities depository for the Series 2018 Bonds. The Chief Financial Officer is hereby authorized and directed to execute any necessary letters of representations with DTC and, notwithstanding the provisions of the Bond Resolution, to do all other things, comply with all requirements and execute all other such documents as are incidental to such book-entry system. In the event a book-entry system for the Series 2018 Bonds ceases to be in effect, the Series 2018 Bonds shall be issued in fully certificated form.

SECTION 12. The refunding, defeasance and, as applicable, redemption of the Bonds to be Refunded is hereby authorized and approved. The City Manager, after consultation with the Chief Financial Officer and the Financial Advisor, is hereby authorized to determine the Outstanding Series 2011 Bonds, if any, which will constitute the Bonds to be Refunded and the date of redemption of all or a portion of the Bonds to be Refunded.

The Mayor and the City Clerk are hereby authorized to execute and deliver an Escrow Deposit Agreement to provide for the defeasance and, as applicable, redemption of the Bonds to be Refunded (the "Escrow Deposit Agreement") with U.S. Bank National Association, who is hereby appointed escrow agent with respect to the Bonds to be Refunded (the "Escrow Agent"), in substantially the form presented at the meeting at which this Series Resolution was considered, subject to such changes, modifications, insertions and omissions and such filling-in of blanks therein as may be determined and approved by the City Manager, after consultation with the Chief Financial Officer and the City Attorney. The purchase of Government Obligations from the proceeds of the Series 2018 Bonds and other available moneys in order to provide for the defeasance and, as applicable, redemption of the Bonds to be Refunded is hereby authorized and approved. The execution and delivery of the Escrow Deposit Agreement by the Mayor and City Clerk shall be conclusive evidence of the City's approval of the Outstanding Series 2011 Bonds which will constitute Bonds to be Refunded, the date of redemption, as applicable, of the Bonds to be Refunded, the Escrow Deposit Agreement and the purchase of the Government Obligations.

SECTION 13. For the benefit of the Holders and beneficial owners from time to time of the Series 2018 Bonds, the City agrees, in accordance with and as the only obligated person with respect to the Series 2018 Bonds under the Rule, to provide or cause to be provided certain financial information and operating data, financial statements and notices, in such manner, as may be required for purposes of paragraph (b)(5) of the Rule. In order to describe and specify the terms of the City's continuing disclosure agreement, the Chief Financial Officer is hereby authorized and directed to enter into and deliver, in the name and on behalf of the City, a Disclosure Dissemination Agent Agreement (the "Series 2018 Continuing Disclosure Agreement"), with Digital Assurance Certification, L.L.C. ("DAC"), which is hereby appointed as disclosure dissemination agent with respect to the Series 2018 Bonds, in substantially the form presented at the meeting at which this Series Resolution was considered, subject to such changes,

modifications, insertions and omissions and such filling-in of blanks therein as may be determined and approved by the Chief Financial Officer, after consultation with the City Attorney. The execution of the Series 2018 Continuing Disclosure Agreement, for and on behalf of the City by the Chief Financial Officer, shall be deemed conclusive evidence of the City's approval of the Series 2018 Continuing Disclosure Agreement. Notwithstanding any other provisions of the Bond Resolution, including this Series Resolution, any failure by the City to comply with any provisions of the Series 2018 Continuing Disclosure Agreement shall not constitute an Event of Default under the Bond Resolution and the remedies therefor shall be solely as provided in the Series 2018 Continuing Disclosure Agreement.

The Chief Financial Officer is further authorized to establish procedures in order to ensure compliance by the City with the Series 2018 Continuing Disclosure Agreement, including the timely provision of information and notices. Prior to making any filing in accordance with such agreement, the Chief Financial Officer may consult with, as appropriate, the City Attorney or Bond Counsel. The Chief Financial Officer, acting in the name and on behalf of the City, shall be entitled to rely upon any legal advice provided by the City Attorney or Bond Counsel in determining whether a filing should be made.

SECTION 14. U.S. Bank National Association is hereby appointed as Bond Registrar for the Series 2018 Bonds.

SECTION 15. The officers, agents and employees of the City, the Bond Registrar, the Escrow Agent and DAC are hereby authorized and directed to do all acts and things and execute and deliver all documents, agreements and certificates required of them by the provisions of the Series 2018 Bonds, the Bond Resolution, the Series 2018 Bond Purchase Agreement, the Escrow Deposit Agreement, the Series 2018 Continuing Disclosure Agreement and this Series Resolution, for the full, punctual and complete performance of all the terms, covenants, provisions and agreements of the Series 2018 Bonds, the Bond Resolution, the Series 2018 Bond Purchase Agreement, the Escrow Deposit Agreement, the Series 2018 Continuing Disclosure Agreement and this Series Resolution.

SECTION 16. This Series Resolution shall become effective immediately upon its adoption.

PASSED AND ADOPTED this _____ day of _____, 2017.

Mayor

(Seal)

Attest:

City Clerk

APPROVED AS TO
FORM & LANGUAGE
& FOR EXECUTION

Raul Cervantes 9/5/17

City Attorney *RAP* Date

EXHIBIT A

SERIES 2018 PROJECT

The Series 2018 Project includes the following:

- Repair, replace and/or install curbs and gutters
- Reconstruct and/or raise streets and sidewalks
- Repair, replace and/or install collection systems (including, but not limited to, catch basins, manholes and storage facilities)
- Construct pumping stations and water quality treatment devices
- Repair and/or upgrade existing outfalls (including, but not limited to, tidal backflow prevention devices)

The Commission may approve by resolution other Improvements as part of the Series 2018 Project in addition to and/or in lieu of one or more of the above Improvements.