RESOLUTION NO. 2026-128

RESOLUTION OF THE GAINESVILLE REGIONAL UTILITIES AUTHORITY AUTHORIZING LOANS WITH THE FLORIDA DEPARTMENT OF ENVIRONMENTAL PROTECTION'S STATE REVOLVING FUND PROGRAM, AUTHORIZING THE EXTENSION, AMENDMENTS AND/OR REFINANCING OF THE VARIABLE RATE UTILITIES SYSTEM REVENUE BONDS, 2023 SERIES A, 2023 SERIES B AND 2023 SERIES C, AUTHORIZING THE ISSUANCE OF REFUNDING UTILITY SYSTEM REVENUE BONDS UPON MEETING THE PARAMETERS SET FORTH HEREIN, AUTHORIZING THE ISSUANCE OF NOT TO EXCEED THE PRINCIPAL AMOUNT OF $150,000,000 UTILITIES SYSTEM REVENUE BONDS TO FINANCE THE COSTS OF ACQUISITION AND CONSTRUCTION COSTS OF IMPROVEMENTS TO THE UTILITY SYSTEM, AUTHORIZING THE ISSUANCE OF UTILITIES SYSTEM REVENUE BONDS TO REFINANCE THE CITY OF GAINESVILLE UTILITIES SYSTEM REVENUE BONDS, 2014 SERIES A, AUTHORIZING THE ENTERING INTO, AMENDMENT, RENEWAL, REPLACEMENT OR TERMINATION OF QUALIFIED HEDGING CONTRACTS, COMMODITY HEDGES AND FOREIGN CURRENCY EXCHANGE AGREEMENTS, AUTHORIZING THE PAYMENT OF COSTS OF ISSUANCE RELATED TO THE TRANSACTIONS DESCRIBED HEREIN; AUTHORIZING THE ESTABLISHMENT OF A POOL OF UNDERWRITERS FOR UNDERWRITING SERVICES FOR PUBLICLY OFFERED UTILITY SYSTEM REVENUE BONDS, APPROVAL OF EXTENSION AND REPLACEMENT OF CERTAIN CREDIT ENHANCEMENT AND LINES OF CREDIT AND ADVANCES THEREUNDER; APPROVAL OF ESCROW AGREEMENT AND INVESTMENTS THEREIN; DELEGATING THE AUTHORITY TO DETERMINE CERTAIN MATTERS AND AUTHORIZING PROPER OFFICIALS TO DO ALL OTHER THINGS DEEMED NECESSARY OR ADVISABLE IN CONNECTION WITH THE TRANSACTIONS DESCRIBED HEREIN; REQUESTING THE CITY COMMISSION OF THE CITY OF GAINESVILLE TO TAKE CERTAIN ACTIONS IN CONNECTION THEREWITH; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, the City Commission (the "City Commission") of the City of Gainesville, Florida ("City") adopted on September 21, 2017 its Resolution No. 170395 incorporating by reference the Second Amended and Restated Utilities System Revenue Bond Resolution adopted by the City on September 21, 2017, as amended (the "Master Bond Resolution"), and authorized the issuance of Bonds; and

WHEREAS, the Charter of the City being Chapter 12760, Laws of Florida, as amended by Chapter 90-394, Laws of Florida was amended pursuant to Chapter No. 2023-348, Laws of Florida (the "Amendment"), which such Amendment added Article VII to the Charter and thereby created the Gainesville Regional Utilities Authority (the "Authority") and the position of chief executive officer/general manager ("CEO/GM") and repealed Section 3.06 of Article III of section 1 of Chapter 90-394, Laws of Florida relating to the position of the General Manager for Utilities; and

WHEREAS, Section 716 of the Master Bond Resolution allows for the lawful reorganization of the governmental structure of the City and the transfer of a public function of the City to another public body, so long as the reorganization provides that the System shall be continued as a single enterprise; and

WHEREAS, the Charter provides that the System shall continue to be operated as a single enterprise and there shall be no change to the ownership of the System; and

WHEREAS, the Charter grants the Authority the power to do all things necessary to effectuate an orderly transition of the management, operation, and control of the Utilities from the Commission to the Authority, consistent with the Charter, including the power to authorize the issuance of revenue bonds, the execution and attestations of bonds by officers, employees and agents of the City, by individuals designated by the Authority as agents of the City for such purposes, and authorized the Authority to enter in hedging agreements for interest rate and commodity price fluctuations; and

WHEREAS, the Charter provides that the City and the Authority shall perform all acts necessary and proper to effectuate an orderly transition of the governance, operation, management, and control of all utility systems, properties and assets related to the System, including, but not limited to, the creation of such instruments as are necessary for the Authority to function in accordance with the Charter; and

WHEREAS, the Authority adopted Resolution No. 2023-1148 on December 6, 2023 and thereafter ratified by the Authority pursuant to Resolution No. 2024-557 on August 7, 2024 (collectively, "Resolution Nos. 1148/557") to effectuate the orderly transition of the governance, operation, management, and control of all utility systems, properties and assets related to the System, doing business as the Gainesville Regional Utilities, to the Authority; and

WHEREAS, the City Commission adopted Resolution No. 2023-1186 on December 22, 2023 ("Resolution No. 2023-1186") to effectuate the orderly transition of the governance, operation, management, and control of all utility systems, properties and assets related to the System, doing business as the Gainesville Regional Utilities, to the Authority; and

WHEREAS, since the Authority adopted Resolution Nos. 1148/557 and the City Commission adopted Resolution No. 2023-1186 there have been two Charter Amendment referenda presented to and approved by the electorate of the City of Gainesville in 2024 and 2025, that would delete Article VII of the Charter in its entirety, which, if given effect, would eliminate the existence of the Authority; and

WHEREAS, the Authority initiated litigation challenging the legality of the 2024 and 2025 Charter Amendment referenda, and the effect of the referenda is stayed by judicial order during the pendency of the ongoing litigation; and

WHEREAS, the Authority in order to provide assurances to the System's creditors desires to request the City Commission to provide confirmation of the Authority's financial operations of the System and the various transactions outlined herein; and

WHEREAS, the City has previously issued its Variable Rate Utilities System Revenue Bonds, 2023 Series A (the "2023A Bond") authorized pursuant to Resolution No. 2023-305 adopted by the City Commission on April 6, 2023 (the "2023A Resolution"), Variable Rate Utilities System Revenue Bonds, 2023 Series B (the "2023B Bond") authorized pursuant to Resolution No. 2023-304 adopted by the City Commission on April 6, 2023 (the "2023B Resolution"), and Variable Rate Utilities System Revenue Bonds, 2023 Series C (the "2023C Bond" and together with the 2023A Bond and the 2023B Bond, the "2023ABC Bonds") authorized pursuant to Resolution No. 2023-574 adopted by the City Commission on June 15, 2023 (the "2023C Resolution" and together with the 2023A Resolution and the 2023B Resolution the "2023ABC Resolutions") which such 2023ABC Bonds are subject to tender at the option of the holders thereof in fiscal year 2026; and

WHEREAS, the Authority desires to enter into certain State Revolving Fund ("SRF") loans with the Florida Department of Environmental Protection ("DEP") to finance the Cost of Acquisition and Construction to the System; and

WHEREAS, the Authority has entered into negotiations with DEP to enter into (i) a Drinking Water State Revolving Fund Planning and Design Loan Agreement (LS010210) for a loan in the principal amount of approximately $547,405, (ii) a Drinking Water State Revolving Fund Planning and Design Loan Agreement (WW011810) for a loan in the principal amount of approximately $1,100,000 (collectively, the "2025 SRF Loans") and (iii) other SRF loans to finance the Cost of Acquisition and Construction to the System; and

WHEREAS, the City has previously issued certain Bonds bearing interest at fixed rates and it is necessary and desirable to authorize the refinancing of such bonds on terms set forth herein; and

WHEREAS, it is necessary and desirable to provide for the refinancing of the City's Variable Rate Utilities System Revenue Bonds, 2014 Series A (the "2014 Bonds"), and if variable rate Bonds are issued, to hedge the variable interest rate on such 2014 Bonds with a Qualified Hedging Contract previously entered by the Authority; and

WHEREAS, it is necessary and desirable to provide for the issuance of up to $150,000,000 in principal amount of Utilities System Revenue Bonds to finance the Cost of Acquisition and Construction to the System; and

WHEREAS, certain Qualified Hedging Contracts related to the Bonds have been entered into and it is necessary and desirable to provide for the renewal, replacement, amendment or termination of one or more of the Qualified Hedging Contracts that are outstanding and have been issued to moderate the interest rate fluctuations on certain Outstanding Bonds or to enter into Qualified Hedging Contracts in connection with Bonds outstanding or to be issued; and

WHEREAS, the Authority anticipates the acquisition of equipment for use in the System priced in foreign currency, which exposes the Authority to foreign exchange currency fluctuations; and

WHEREAS, the Authority believes it is in its best interest to mitigate such currency risk by entering into foreign currency exchange agreements to ensure cost predictability and to manage exposure to foreign exchange volatility; and

WHEREAS, the System was formed, among other reasons, to acquire secure, reliable and adequate long-term supplies of natural gas for ultimate delivery to the residential, commercial, institutional, and industrial consumers in their areas of service and to achieve cost savings, economies of scale and reliability of supply and periodically enters into agreements to ensure the long term delivery and stable price of natural gas and it is necessary and desirable to authorize entering into such agreements; and

WHEREAS, it is necessary and desirable to authorize the General Manager or Chief Financial Officer, or other Authorized Officers, to establish a pool of underwriters to provide underwriting services for publicly offered Utilities System Revenue Bonds; and

WHEREAS, pursuant to Resolution No. 191142 adopted by the City on April 16, 2020, as amended by Resolution No. 191095 adopted on April 16, 2020 (collectively, the "Truist LC Bond Resolution"), the City issued its Variable Rate Subordinated Utilities System Revenue Bond, 2020 Series A (Federally Taxable), as amended (the "Truist LC Bond") which Truist LC Bond was purchased by Truist Bank (the "Truist Line of Credit"); and

WHEREAS, pursuant to Resolution No. 171089 adopted by the City on May 17, 2018, as amended by Resolution No. 210533 adopted on October 1, 2021 (the "TRUCE LC Bond Resolution"), the City issued its Variable Rate Subordinated Utilities System Revenue Bond, 2018 Series A (the "TRUCE LC Bond") which TRUCE LC Bond was purchased by Truist Commercial Equity, Inc. as successor to STI Institutional & Government, Inc. (the "TRUCE Line of Credit"); and

WHEREAS, pursuant to Resolution No. 211098 adopted by the City on April 21, 2022 (together with the Truist LC Bond Resolution, the TRUCE LC Bond Resolution, the "Line of Credit Resolutions"), the City issued its Variable Rate Subordinated Utilities System Revenue Bond, 2022 Series A and Variable Rate Subordinated Utilities System Revenue Bond, 2022 Series B (Federally Taxable) (the "USB LC Bond" and collectively with the Truist LC Bond and TRUCE LC Bond, the "Line of Credit Bonds") which USB LC Bond was purchased by U.S. Bank National Association (the "USB Line of Credit" and together with the Truist Line of Credit and TRUCE Line of Credit, the "Lines of Credit"); and

WHEREAS, the Line of Credit Bonds were issued for the purpose of evidencing the obligations under the Lines of Credit, each as Subordinated Indebtedness pursuant to the Subordinated Bond Resolution, to finance from time to time the Cost of Acquisition and Construction of the System, including, without limitation, working capital; and

WHEREAS, the Authority, to provide further assurances to the creditors secured by Pledged Revenues, desires to request the City Commission to adopt a resolution to (a) ratify and confirm Resolution No. 2023-1186, and (b) confirm the transactions set forth herein; and

WHEREAS, the Authority determines and finds that any such actions taken by the City Commission as requested by this Resolution do not violate the provisions of the Charter which provides that the Authority shall be free from direction and control of the City Commission but that all such actions are necessary to facilitate the governance, operation, management, and control of the Authority;

NOW, THEREFORE, BE IT RESOLVED BY THE AUTHORITY THAT:

ARTICLE I
DEFINITIONS

Section 1.01 Authority; Definitions. All capitalized terms not otherwise defined herein shall have such meaning as given in the Master Bond Resolution, as supplemented. This Resolution is adopted pursuant to the provisions of Chapter 166, Florida Statutes, the City's Charter, the Master Bond Resolution and other applicable provisions of law (the "Act").

"Authorized Officer" for purposes of this Resolution shall mean the General Manager, the Chief Financial Officer or their respective designees or any other officer, employee or agent of the City or the Authority authorized to perform specific acts or duties by resolution duly adopted by the City or the Authority.

"Chief Financial Officer" shall mean the Chief Financial Officer of the System.

"City Attorney" shall mean the City Attorney and any assistant City Attorney.

"General Manager" shall mean the General Manager of the System, appointed as the chief executive officer/general manager pursuant to the Charter or any assistant General Manager in the General Manager's absence or unavailability or interim General Manager or such other person authorized to serve as the general manager of the System under the Act.

"Issuer Documents" as applicable, purchase agreement, continuing disclosure agreement, escrow agreement, continuing covenants agreement, agreements for credit enhancement, qualified hedging contracts, reimbursement agreement, and such other related agreements, certificates, notices and documents.

"System" shall have the meaning given in the Master Bond Resolution.

ARTICLE II
CERTAIN FINDINGS AND DETERMINATIONS

Section 2.01 Certain Findings and Determinations. The Authority hereby finds and determines that:

(a) The factual recitals set forth herein are incorporated in this section as findings as if expressly set forth herein.

(b) The Authority, pursuant to Resolution Nos. 1148/557, assumed all obligations and duties of the City under the Bond Resolution, as amended and supplemented.

(c) The Authority ratifies and confirms Resolution Nos. 1148/557.

(d) It is in the best interest of the System to delegate authorization for the transactions set forth herein.

ARTICLE III
ADDITIONAL AUTHORIZATIONS

Section 3.01 Request of City Commission for Joint Consent. The Authority approves the transactions set forth in this Article III and requests that the City Commission concurrently provide assurances of its concurrence, with the details and forms of agreements for such applicable transactions to be approved by the Authority in accordance with future resolutions to be adopted by the Authority.

Section 3.02 Authorization to Enter into SRF Loans. The General Manager or Chief Financial Officer, or any other Authorized Officer, is hereby authorized, from time to time to enter into one or more loan agreements with the DEP pursuant to the DEP's SRF loan program, secured by Bonds or Subordinated Indebtedness, to finance the Cost of Acquisition and Construction to the System and to enter into any related escrow agreements pertaining thereto on such terms and together with such other related agreements, certificates and documents all as shall be approved by or authorized pursuant to a Supplemental Resolution adopted by the Authority. The Authority ratifies and confirms the Authority's approval to execute and deliver the 2025 SRF Loans and the execution and delivery of all other applicable Issuer Documents, including without limitation, an escrow deposit agreement and certificates and opinions in connection therewith by the General Manager or Chief Financial Officer, or any other Authorized Officer.

Section 3.03 Authorization of Reissuance of 2023ABC Bonds. The General Manager or Chief Financial Officer, or any other Authorized Officer, is hereby authorized to extend the term of the 2023ABC Bonds and to waive the mandatory tender dates on the 2023ABC Bonds for a term not longer than five years from the effective date of the extension. The General Manager or Chief Financial Officer or any other Authorized Officer, upon the advice of the municipal advisor to the System, may enter into negotiations with the holders of the 2023A Bond, 2023B Bond and/or 2023C Bond to modify the interest rate and other provisions therein, with such final terms as shall be approved by or authorized pursuant to a Supplemental Resolution adopted by the Authority and as may be set forth in the Issuer Documents and such other related agreements, certificates and opinions delivered in connection therewith. At the request of TD Bank, the sole holder of the 2023B Bond and 2023C Bond such Bonds may be assigned to TD Public Finance LLC or refunded and the issuance of Refunding Bonds to be held by TD Public Finance LLC or another holder with such terms as shall be set forth in the applicable Issuer Documents that shall have been approved by or authorized pursuant to a Supplemental Resolution adopted by the Authority. The General Manager, Chief Financial Officer or any other Authorized Officer, upon the advice of the municipal advisor to the System, may also seek proposals from other lenders, secured by Bonds or Subordinated Indebtedness, to replace the 2023A Bond, 2023B Bond and/or 2023C Bond, with such terms as shall be set forth in the applicable Issuer Documents that shall have been approved by or authorized pursuant to a Supplemental Resolution adopted by the Authority.

Section 3.04 Authorization of Issuance of Refunding Bonds for Refinancing of Outstanding Fixed Rate Bonds. The Authority approves the issuance from time to time of Refunding Bonds, either at a public sale or as a direct placement, to refinance Outstanding fixed rate Bonds, subject to the following parameters: the interest rate on the Refunding Bonds shall result in an aggregate net present value savings of at least 3.00% and the final maturity date of any such Refunding Bonds shall not exceed the maturity date of the Bonds being refunded thereby, with such final terms and disclosure to be contained in an offering statement and Issuer Documents all as shall be approved by or authorized pursuant to a Supplemental Resolution adopted by the Authority.

The Authority authorizes the redemption of the Utilities System Revenue Bonds, 2009 Series B (Federally Taxable – Issuer Subsidy – Build America Bonds) (the "2009B Bonds") and Utilities System Revenue Bonds, 2010 Series B (Federally Taxable – Issuer Subsidy – Build America Bonds) (the "2010B Bonds") subject to the following parameters: the interest rate on the Refunding Bonds, if issued as fixed rate Bonds, shall result in dissavings of not more than 1.0% (which savings calculations may take into account the effects of sequestration) and the final maturity date of any such Refunding Bonds shall not exceed the maturity date of the Bonds being refunded thereby, to be sold by a direct placement or negotiated public sale to such purchaser(s) as shall be selected by the Authority, with such final terms and disclosure to be contained in an offering statement and Issuer Documents, all as shall be approved by or authorized pursuant to a Supplemental Resolution adopted by the Authority. The Authority hereby finds and determines that an "Extraordinary Event" (as defined in the 2009B Bonds and the 2010B Bonds) has occurred and therefore the 2009B Bonds and 2010B Bonds shall be subject to extraordinary optional redemption in accordance with the terms of the 2009B Bonds and the 2010B Bonds.

Such Refunding Bonds may be issued as fixed rate Bonds or Variable Rate Bonds with or without Credit Enhancement, which may be hedged with a Qualified Hedging Contract in a notional amount that shall not exceed the principal amount of such Variable Rate Bonds and shall be approved by a Supplemental Resolution adopted by the Authority as further provided in Section 3.07 hereof with such terms as shall be set forth in the applicable Issuer Documents that shall have been approved by or authorized pursuant to the Supplemental Resolution adopted by the Authority. Such Variable Rate Bonds may provide for interest rate mode changes as shall be approved by a Supplemental Resolution adopted by the Authority.

Section 3.05 Authorization of Issuance of Bonds for Financing Improvements to the System. The Authority approves the issuance from time to time of Bonds in an aggregate principal amount of not to exceed $150,000,000 in principal amount (without regard to premium or discount) to finance the Cost of Acquisition and Construction to the System, subject to the following parameters: such bonds shall mature not more than 31 years from the date of issuance, and if issued as fixed rate Bonds, shall have a true interest cost not to exceed 6.00%, to be sold by a direct placement or negotiated public sale to such purchaser(s) as shall be selected by the Authority, with such redemption provisions, terms and conditions and description of the project to be financed thereby and with such final terms and disclosure to be contained in an offering statement and Issuer Documents, all as shall be approved by or authorized pursuant to a Supplemental Resolution adopted by the Authority.

Such Bonds may be issued as fixed rate Bonds or Variable Rate Bonds, with or without Credit Enhancement, which Bonds may be hedged with a Qualified Hedging Contract in a notional amount that shall not exceed the principal amount of such Variable Rate Bonds and shall be approved by a Supplemental Resolution adopted by the Authority as further provided in Section 3.07 hereof. Such Variable Rate Bonds may provide for interest rate mode changes as shall be approved by a Supplemental Resolution adopted by the Authority.

Section 3.06 Authorization of Refunding of 2014 Bonds. The Authority approves the refunding of the 2014 Bonds with either fixed rate Bonds or Variable Rate Bonds. If the Authority determines to issue (x) fixed rate Bonds to refund the 2014 Bonds, the Authority shall concurrently with the issuance terminate the Qualified Hedging Contract entered into pursuant to the trade confirmation dated April 8, 2020 in an original notional amount of $34,025,000 issued pursuant to a Master Agreement and other related documents with Bank of America, N.A. dated as of April 7, 2020, as amended and supplemented (the "2014 Hedge") and apply the cash settlement amount received from the Counterparty, if any, to refund a portion of the 2014 Bonds and thereby reduce the principal amount of the Refunding Bonds to be issued, including financing any termination payment or (y) Variable Rate Bonds to refund the 2014 Bonds, the 2014 Hedge shall be assigned to such Refunding Bonds and used to hedge the variable rate on such Refunding Bonds, with the determination of whether to issue as fixed rate Bonds or Variable Bonds as shall be determined by and subject to such parameters as shall be set forth in a Supplemental Resolution adopted by the Authority, to be sold by a direct placement or negotiated public sale to such purchaser(s) as shall be selected by the Authority, and with such terms and disclosure to be contained in an offering statement if sold as a public bond issue and Issuer Documents, all as shall be approved by or authorized pursuant to a Supplemental Resolution adopted by the Authority.

Section 3.07 Authorization to Enter Into, Amend, Renew or Terminate Qualified Hedging Contracts and Commodity Hedges. The General Manager, Chief Financial Officer or any other Authorized Officer, upon the advice of the municipal advisor to the System (or an affiliate company of the municipal advisor to the System), are each hereby authorized to enter into Qualified Hedging Contracts to hedge the interest rate on Bonds or Subordinated Indebtedness authorized herein and to amend outstanding Qualified Hedging Contracts entered into with the counterparty thereto (the "Counterparty") pursuant to which the Counterparty pays a variable rate of interest and the Counterparty receives from the City a fixed rate of interest (the "Swap") in order to enter into, replace, amend or terminate (which may be in part) any such

Qualified Hedging Contracts and to execute and deliver such agreements, documents and instruments on behalf of the City as may be necessary to evidence such amendments as are necessary to maintain the variable rates paid on the Swap to be substantially similar to the variable rate on the Bonds to which such Qualified Hedging Contract applies or to terminate such Qualified Hedging Contract in connection with the issuance of fixed rate Bonds or for such other financial reasons based on the advice of the municipal advisor to the System.

The execution of such agreements and/or confirmations by an Authorized Officer shall be conclusive evidence that such rates are substantially similar. Each Authorized Officer is hereby authorized to execute and deliver or cause to be executed and delivered such other documents and opinions and to do all such acts and things as may be necessary or desirable in connection with such Qualified Hedging Contract, for the full punctual and complete performance of all the terms, covenants and agreements contained herein and in the applicable swap documents, including, without limitation the applicable Master ISDA Agreement and Schedule, Credit Support Annex and trade confirmation. This section does not require that entering into such Qualified Hedging Contract happen concurrently with the issuance of the related Bonds but such Qualified Hedging Contract may be amended, if based on the advice of municipal advisor to the System it is beneficial to the City.

The General Manager, Chief Financial Officer or any other Authorized Officer, upon the advice of the municipal advisor to the System (or an affiliate company of the municipal advisor to the System), are authorized to enter into foreign currency exchange agreements with qualified financial institutions for the purpose of hedging U.S. currency against foreign currency related to the purchase of equipment. The notional amount of any foreign currency hedge shall not exceed the total purchase price of the equipment being acquired under the applicable procurement agreement on such terms as shall be set forth in or authorized by a resolution adopted by the Authority and may be secured under the Master Bond Resolution.

The General Manager, Chief Financial Officer or any other Authorized Officer, upon the advice of the municipal advisor to the System (or an affiliate company of the municipal advisor to the System), consistent with the Charter and based on the advice of the municipal advisor to the System, may enter into agreements for the future delivery of fuel or other commodities, for the operation of the System, on such terms and conditions as shall be approved by the Authority and each Authorized Officer is hereby authorized to execute and deliver or cause to be executed and delivered such other documents and opinions as shall be required by the counterparty thereto.

Section 3.08 Establishment of Underwriting Pool. The General Manager, Chief Financial Officer, or any other Authorized Officer, upon the advice of the municipal advisor to the System, are hereby authorized to establish a pool of underwriters to provide underwriting services for the public offering of Bonds or Subordinated Indebtedness and to negotiate a bond purchase agreement with one or more of the selected underwriters. Upon compliance with the provisions herein and by Supplemental Resolution or other resolutions adopted by the Authority and receipt of a disclosure statement and truth-in-bonding statement from the representative of the applicable purchaser(s) meeting the requirements of Section 218.385, Florida Statutes, and subject to the other provisions of this Resolution and resolutions of the City, the officers signing the same, with the advice of the municipal advisor to the System, is hereby authorized and directed to accept the offer of the applicable purchaser to purchase such Bonds or Subordinated Indebtedness, upon the terms, conditions and redemption provisions set forth in the applicable purchase agreement. Subject to the provisions set forth herein, the General Manager, the Chief Financial Officer or such other Authorized Officer, is hereby authorized to execute the Issuer Documents for and on behalf of the City pursuant to the terms hereof and of the applicable purchase agreement.

Section 3.09 Credit Enhancement and Revolving Lines of Credit. The Authority ratifies and confirms Resolution Nos. 1148/557 which previously provided certain delegations in connection with Credit Enhancement issued in connection with certain Outstanding Bonds and lines of credit issued to provide liquidity for the System.

In furtherance thereof, the Authority authorizes the extension of the term of any Credit Enhancements for Outstanding Variable Rate Bonds and authorizes the procurement of substitute Credit Enhancement for any of the Credit Enhancements then in effect. In connection with any such extension of the term of a particular Credit Enhancement, the General Manager or Chief Financial Officer, or any other Authorized Officer, is hereby further authorized to execute and deliver, such documents and instruments (including, without limitation, an amendment to or amendment and restatement of any such Credit Enhancement agreements and the related fee letter) as shall be determined by the General Manager or Chief Financial Officer, or other Authorized Officer, to be (a) necessary or desirable and advantageous to the System and (b) in commercially reasonable form; provided, however, that if any such extension shall be on terms and conditions different from the terms and conditions of such Credit Enhancement as then in effect, then such determination of the General Manager or Chief Financial Officer, or such other Authorized Officer, shall be confirmed in writing by the firm serving at that time as the System's municipal advisor.

In connection with any such procurement of Credit Enhancement in substitution for the Credit Enhancement then in effect with respect thereto or in connection with the issuance of any Bonds or Subordinated Indebtedness authorized herein, the General Manager or Chief Financial Officer, or any other Authorized Officer, is hereby further authorized to execute and deliver, such documents and instruments (including, without limitation, a credit agreement or other similar document and a fee letter) as shall be determined by the General Manager or Chief Financial Officer, or any other Authorized Officer, to be (a) necessary or desirable and advantageous to the System and (b) in commercially reasonable form, such determination to be confirmed in writing by the firm serving at that time as the System's municipal advisor.

The General Manager or Chief Financial Officer, or any other Authorized Officer, is hereby authorized in accordance with the Resolutions, from time to time to extend the term of any of the Lines of Credit. In connection with any such extension of the term of any of the Lines of Credit, the General Manager or Chief Financial Officer, or any other Authorized Officer, is hereby further authorized to execute and deliver such documents and instruments (including, without limitation, an amendment to or amendment and restatement of the Line of Credit Bonds as shall be determined by the General Manager or Chief Financial Officer, or any other Authorized Officer), to be (a) necessary or desirable and advantageous to the System and (b) in commercially reasonable form; provided, however, that if any such extension shall be on terms and conditions different from the terms and conditions of such Line of Credit as then in effect, then such determination of the General Manager or Chief Financial Officer, or such other Authorized Officer, shall be confirmed in writing by the firm serving at that time as the System's municipal advisor. Such extension of any Line of Credit may be made by a separate agreement with the provider of such Line of Credit.

The Authority authorizes the procurement of substitute lines of credit in an aggregate principal amount, together with the aggregate principal amount of the lines of credit to be outstanding after the issuance of such substitute line of credit, shall not increase the principal amount available to be drawn thereunder. In connection with procurement of such substitute lines of credit, the General Manager or Chief Financial Officer, or any other Authorized Officer, is hereby further authorized to execute and deliver, such documents and instruments as shall be determined by the General Manager or Chief Financial Officer, or his or her respective designees, to be (a) necessary or desirable and advantageous to the System and (b) in commercially reasonable form, such determination to be confirmed in writing by the firm serving at that time as the System's municipal advisor.

The Authority authorizes advances under any such lines of credit for the purposes specified therein as shall be approved by the General Manager or Chief Financial Officer.

Section 3.10 Escrow Agreements and Investments. In connection with the defeasance of any Bonds, Subordinated Indebtedness or other indebtedness (collectively, the "Defeased Bonds") the Authority authorizes entering into one or more escrow agreements (each "Escrow Deposit Agreement") with U.S. Bank Trust Company, National Association or such other escrow agent as shall be selected by the Authority, on such terms as shall be set forth in the escrow agreement and as shall be approved by or authorized pursuant to a Supplemental Resolution adopted by the Authority.

In connection with the defeasance of the Defeased Bonds, any Authorized Officer is hereby authorized to cause the legally available funds and earnings thereon to be invested in United States Treasury Securities - State and Local Government Series ("SLGS") or other United States Treasury Securities or other obligations permitted to be used to accomplish the defeasance of Defeased Bonds, in such amounts, at such times, maturing at such times and having such rate or rates of interest as such officer shall determine is necessary or desirable; and any authorized officer of the escrow agent or the municipal advisor is hereby authorized in the name and on behalf of the City to submit subscriptions to the Bureau of Public Debt of the United States Department of the Treasury for the purchase of book-entry form SLGS, and to take such other action as such person deems necessary or appropriate to effectuate such purposes or to purchase such other obligations, including, without limitation, the solicitation of bids for the sale of such securities to the City for deposit under the escrow deposit agreement and the engagement of the municipal advisor or such other firm, to solicit such bids is hereby authorized. Each Authorized Officer is hereby authorized to amend or supplement any such Escrow Deposit Agreement to purchase such securities after the deposit of funds therein and to deliver such other certificates, notices and agreements necessary to accomplish the investment of such proceeds. Any Authorized Officer is hereby authorized to irrevocably instruct the escrow agent to file such defeasance and redemption notices as are deemed necessary or desirable.

Section 3.11 Authorizations. The Authorized Officers, collectively or individually, upon satisfaction of the conditions set forth herein and in resolutions adopted by the City, are hereby authorized to execute the Issuer Documents, agreements with DEP in connection with SRF loans, agreements related to the extension, amendment, reissuance, replacement and refunding of the lines of credits currently evidenced by the 2023A Bond, the 2023B Bond and the 2023C Bond, Qualified Hedging Contracts, foreign currency exchange agreements, and such other transactions authorized herein, each subject to completion thereof, and with such changes therein as the officer(s) executing the same may approve as necessary and desirable and in the best interests of the System, such approval to be evidenced by the execution and delivery thereof. The Clerk is hereby requested to cause the seal of the City to be affixed to each foregoing agreements to the extent required by the forms thereof and to attest the same, to the extent required therein. Such officers are each hereby authorized to deliver such agreements on behalf of the City. The Authorized Officers, individually and collectively and the officers, attorneys and other agents or employees of the City are each hereby requested and authorized to do all acts and things required of them by the Bond Resolution, the Issuer Documents or necessary or desirable and not inconsistent with the terms hereof, the Issuer Documents for the full punctual and complete performance of all the terms, covenants and agreements contained herein or in the Issuer Documents, and each Authorized Officer, employee, attorney and officer of the City is hereby authorized and directed to execute and deliver any and all papers and instruments, and to be and cause to be done any and all acts and things necessary or proper for carrying out the transactions contemplated hereunder.

The Mayor is hereby requested to execute any Bonds, Subordinated Indebtedness or other obligations delivered in connection with the transactions authorized herein (collectively, the "Obligations") on behalf of the City, subject to the approval of the City Attorney as to form and legality; *provided, however,* that the Obligations shall be executed and delivered pursuant to the Master Bond Resolution and applicable law. The Clerk is hereby requested to cause the seal of the City to be affixed to each of the Obligations. Such officers are each hereby authorized to deliver such Obligations on behalf of the City. The signatures of the Mayor and Clerk on the Obligations may be a manual or facsimile signature. In case one or more of the officers who have signed or sealed the Obligations shall cease to be such officer of the City before the Obligations so signed and sealed shall have been actually delivered, such Obligations may nevertheless be delivered as herein provided and may be issued as if the person who signed or sealed such Obligations had not ceased to hold such office. The Obligations may be signed and sealed on behalf of the City by such person as at the actual time of the execution of such Obligations shall hold the proper office, although at the date of such Obligations such person may not have held such office or may not have been so authorized.

Section 3.12 Notices. The Authorized Officers are hereby authorized and directed to deliver such notices as may be required under the terms of each of the applicable Resolutions as may be necessary to effectuate the transactions described herein, as applicable, and all such prior actions, taken in conformance with the provisions hereof, are hereby ratified.

ARTICLE IV
MISCELLANEOUS

Section 4.01 Further Authority. The Authorized Officers are each hereby authorized to do all acts and things required of them by this Resolution, or otherwise, as may be necessary or desirable to effectuate the transactions described herein for the purposes described herein and to pay all costs related thereto including those referenced in the fee letters, all other legal expenses, expenses for fiscal agents, municipal advisors, accountants and other experts, printing expenses and such other expenses necessary or incidental and incurred in connection therewith. The Authorized Officers, or their respective designees, are each hereby authorized and directed to execute and deliver any and all papers and instruments and to do and cause to be done any and all acts and things necessary or proper for carrying out the transactions contemplated hereunder, the City Attorney and/ or other counsel to the Authority is authorized to deliver all opinions necessary or desirable in connection therewith and to approve as to form and legality and the Clerk is authorized to attest such signatures, to certify resolutions, and cause the seal of the City to be affixed to documents as shall be deemed necessary or desirable.

Section 4.02 Severability. 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 of this Resolution and the Bond Resolution or of the Bonds and the Subordinated Bonds issued thereunder.

Section 4.03 No Third-Party Beneficiaries. Except as herein otherwise expressly provided, nothing in this Resolution expressed or implied is intended or shall be construed to confer upon any person, firm or corporation other than the parties hereto and the owners and holders of the Bonds issued under and secured by the Master Bond Resolution, any right, remedy or claim, legal or equitable, under or by reason of this Resolution or any provision hereof, this Resolution and all its provisions being intended to be and being for the sole and exclusive benefit of the parties hereto and the owners and holders from time to time of the Bonds and the Subordinated Bonds.

Section 4.04 Controlling Law; Members Not Liable. All covenants, stipulations, obligations and agreements contained in this Resolution shall be deemed to be covenants, stipulations, obligations and agreements of the City to the full extent authorized by the Act and provided by the Constitution and laws of the State. No covenant, stipulation, obligation or agreement contained herein shall be deemed to be a covenant, stipulation, obligation or agreement of any present or future member, agent or employee of the City, including the Authority, in their individual capacity, and neither the members of the Authority nor any official of the City executing any agreements or documents authorized hereby or shall be subject to any personal liability or accountability by reason of the issuance or the execution thereof.

Section 4.05 Request of City Commission to Take Action. The Authority requests that the City Commission adopt a resolution to recognize the governance, operation, management, and control of all utility systems, properties and assets related to the System which resolution will, among other things, authorize the General Manager or Chief Financial Officer or their respective designees to enter into the transactions contemplated herein. The Authority has determined that such resolution of the City Commission entered into pursuant to this request is necessary in order to reflect the governance, operation, management, and control of all utility systems, properties and assets related to the System by the Authority and is not in any way the City Commission directing or controlling the Authority.

Section 4.06 Effective Date. This Resolution shall be fully effective immediately upon adoption.

PASSED AND ADOPTED IN PUBLIC SESSION OF THE GAINESVILLE REGIONAL UTILITIES AUTHORITY, THIS 18TH DAY OF FEBRUARY, 2026.

GAINESVILLE REGIONAL UTILITIES AUTHORITY

By: ______________________
Eric Lawson, Chairperson

ATTESTED:

By: ______________________
Name: Kristen J. Bryant
Title: City Clerk 2/20/2026

APPROVED AS TO FORM AND LEGALITY:

By: ______________________
Utilities Attorney
DEREK D. PERRY

APPROVED AS TO FORM AND LEGALITY:

By: ______________________ 2/19/26
City Attorney
Daniel M. Nee

#531271146_v10 136433.00040

City of Gainesville

Kristen J. Bryant
City Clerk

Office of the City Clerk

PO Box 490, Station 18
Gainesville, Florida 32627
BryantK1@gainesvillefl.gov
Office 352 334 5016 | Direct 352 393 8441

STATE OF FLORIDA
COUNTY OF ALACHUA

I, Kristen J. Bryant, the duly appointed and qualified City Clerk of the City of Gainesville, Florida, a municipal corporation, do hereby certify that a true record of this resolution was made by me in Resolution No. 2026-128.

IN WITNESS, WHEREOF, I have hereunto set my hand and affixed the official seal of the City of Gainesville, Florida this 3rd day of March A.D., 2026.

Kristen J. Bryant, JD, CMC
City Clerk