
CITY OF GAINESVILLE, FLORIDA

**Not to Exceed
\$45,000,000
Utilities System Revenue Bonds,
2024 Series A**

RESOLUTION NO. 2024-440

**FORTIETH SUPPLEMENTAL UTILITIES SYSTEM
REVENUE BOND RESOLUTION**

Adopted May 29, 2024

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**FORTIETH SUPPLEMENTAL UTILITIES SYSTEM
REVENUE BOND RESOLUTION**

A RESOLUTION OF THE GAINESVILLE REGIONAL UTILITIES AUTHORITY, A UNIT OF CITY GOVERNMENT OF THE CITY OF GAINESVILLE, FLORIDA, AUTHORIZING, ON BEHALF OF THE CITY OF GAINESVILLE, FLORIDA, PURSUANT TO THE POWER AND AUTHORITY OF THE AUTHORITY SET FORTH IN THE CITY CHARTER, THE ISSUANCE, SALE, EXECUTION AND DELIVERY OF THE CITY OF GAINESVILLE, FLORIDA UTILITIES SYSTEM REVENUE BONDS, 2024 SERIES A IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$45,000,000, IN ORDER TO CURRENTLY REFUND THE CITY'S OUTSTANDING UTILITIES SYSTEM REVENUE BONDS, 2014 SERIES A AND PAY COSTS OF ISSUANCE; PROVIDING FOR CERTAIN TERMS OF THE 2024 SERIES A BONDS; APPROVING THE NEGOTIATED SALE OF THE 2024 SERIES A BONDS AND DELEGATING THE AUTHORITY TO DETERMINE CERTAIN MATTERS IN CONNECTION THEREWITH ON BEHALF OF THE CITY PURSUANT TO THE POWER AND AUTHORITY OF THE AUTHORITY SET FORTH IN THE CITY CHARTER; AUTHORIZING THE AUTHENTICATION AND DELIVERY OF THE 2024 SERIES A BONDS; AUTHORIZING THE TERMINATION OR AMENDMENT OF A CERTAIN INTEREST RATE SWAP AND DELEGATING THE AUTHORITY TO DETERMINE CERTAIN MATTERS IN CONNECTION THEREWITH; AUTHORIZING OFFICIALS AND EMPLOYEES OF THE CITY AND THE AUTHORITY TO TAKE ALL OTHER ACTIONS DEEMED NECESSARY OR ADVISABLE IN CONNECTION WITH THE ISSUANCE, SALE AND DELIVERY OF THE 2024 SERIES A BONDS; AUTHORIZING THE JUDICIAL VALIDATION OF THE 2024 SERIES A BONDS; PROVIDING FOR CERTAIN MATTERS RELATED TO THE RATES, FEES, ASSESSMENTS AND CHARGES FOR THE SALE AND USE OF SERVICES PROVIDED THROUGH THE UTILITY SYSTEM OF THE CITY OPERATED AS GAINESVILLE REGIONAL UTILITIES; AMENDING THE MASTER BOND RESOLUTION TO REFLECT CERTAIN AMENDMENTS TO THE CITY CHARTER; PROVIDING CERTAIN OTHER MATTERS IN CONNECTION THEREWITH; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, on September 21, 2017, the City of Gainesville, Florida ("City") adopted 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 (such resolution, as amended from time to time, being referred to as the "Master Bond Resolution"), and authorized the issuance of Bonds; and

WHEREAS, on May 17, 2018, the City adopted its Resolution No. 171090 incorporating by reference the Second Amended and Restated Subordinated Utilities System Revenue Bond Resolution, supplementing the Master Bond Resolution (such resolution, as amended from time to time, being referred to as the "Subordinated Bond Resolution"), authorizing the issuance of Subordinated Indebtedness junior and subordinated in all respects to the security interest in and pledge and assignment of the Trust Estate created by the Master Bond Resolution as security for the Bonds; and

BE IT RESOLVED by the Gainesville Regional Utilities Authority, a unit of city government of the City, on behalf of the City, as follows:

ARTICLE I
STATUTORY AUTHORITY, DEFINITIONS AND FINDINGS

SECTION 1.01 AUTHORITY FOR THIS RESOLUTION; RESOLUTION CONSTITUTES CONTRACT. This Resolution (this "Resolution") is enacted pursuant to the Act. The Act includes, without limitation, Article VIII, Section 2 of the Constitution of the State of Florida, Section 159.11, Florida Statutes Chapter 166, Florida Statutes and Chapter 180, Florida Statutes and the Charter. This Resolution is supplemental to the Master Bond Resolution and is a Supplemental Resolution within the meaning of the Master Bond Resolution. The Master Bond Resolution, as amended and supplemented, including, without limitation, as supplemented by this Resolution, is sometimes hereinafter referred to as the "Bond Resolution." This Resolution constitutes a contract between the City and the holders from time to time of the Outstanding 2024 Series A Bonds (hereinafter defined).

SECTION 1.02 DEFINITIONS. Except as provided by this Resolution, all terms which are defined in Section 101 of the Master Bond Resolution shall have the same meanings, respectively, in this Resolution as such terms are given in said Section 101 of the Master Bond Resolution and in this Resolution.

"Authority" shall mean the Gainesville Regional Utility Authority established by Article VII of the Charter as a unit of city government of the City and having the powers, authority and duties as set forth in the Charter.

"Authorized Officer" or "Authorized Officers" shall mean the General Manager, the Chief Financial Officer or any other officer, employee or agent of the City or the Authority pursuant to the Charter authorized to perform specific acts or duties by resolution duly adopted by the Authority.

"Charter" shall mean the City Charter of the City, being Chapter 90-394, Laws of Florida (1990), amending Chapter 12760, Laws of Florida (1927), as further amended by Chapter No. 2023-348, Laws of Florida (2023), as such Charter may hereafter be amended.

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

"City" shall mean the City of Gainesville, Florida.

"City Attorney" shall mean the City Attorney to the City or such other assistant City Attorney.

"Clerk" shall mean the City Clerk or any Deputy City Clerk.

"Code" means the Internal Revenue Code of 1986, as amended, or any successor provisions thereto and the applicable regulations promulgated thereunder.

"General Manager" shall mean the chief executive officer/general manager of the Authority as set forth under the Charter. Until such time as a chief executive officer/general manager shall be appointed by the Authority, the sitting General Manager as appointed by the Commission shall serve as the chief executive officer/general manager.

"Mayor" means the Mayor of the City or Mayor-Commissioner Pro Tempore of the City.

"Refunded Bonds" means the City's Outstanding Utilities System Revenue Bonds, 2014 Series A.

"Trustee" means U.S. Bank Trust Company, National Association.

"2024 Series A Bonds" shall mean the City's Utilities System Revenue Bonds, 2024 Series A.

Words importing singular number shall include the plural number in each case and vice versa, and words importing persons shall include firms and corporations.

SECTION 1.03 FINDINGS AND DETERMINATIONS. The Authority hereby finds, ascertains, determines and declares that:

(1) As a result of the amendment to the Charter effective as July 1, 2023 accomplished pursuant to Chapter No. 2023-348, Laws of Florida (2023), a new Article VII was added to the Charter establishing the Authority as a unit of city government of the City, for the "express purpose of managing, operating, controlling, and otherwise having broad authority with respect to the utilities owned by the City..." and Section 3.06 of the previous Charter establishing the position, and setting forth the duties, of the "General Manager for Utilities," was repealed.

(2) Article VII of the Charter, generally: (i) provides that the Authority shall be free from the direction and control of the Commission; (ii) establishes the power and duties of the Authority, which include establishing and amending the rates, fees, assessments, charges, rules, regulations and policies governing the sale and use of services provided through the System, operated under the fictitious name "Gainesville Regional Utilities ("GRU")"; (iii) provides for the continued service of GRU personnel under the General Manager of the System; (iv) requires the performance of all acts necessary to ensure an orderly transition of GRU governance to the Authority; and (v) provides that notwithstanding the reorganization of the governance structure, GRU shall continue to be operated as a single enterprise and that there shall be no change to the ownership of GRU.

(3) Specifically, Section 7.03(1)(e) of the Charter provides that the Authority has the following power, in addition to the powers and duties otherwise conferred by Article VII of the Charter (emphasis added):

"To authorize the issuance of revenue bonds and other evidences of indebtedness of the City, secured by the revenues and other pledged funds and accounts of the utility system, pursuant to Florida law. Upon resolution of the Authority establishing the authorized form, terms, and purpose of such bonds, for the purpose of financing or refinancing utility system projects, and to exercise all powers in connection with the authorization of the issuance, and sale of such bonds by the City as conferred upon municipalities by part II of chapter 166, Florida Statutes, other applicable state laws, and section 103 of the Internal Revenue Code of 1986. Such bonds may be validated in accordance with chapter 75, Florida Statutes. The Authority may not authorize the issuance of general

obligation bonds. Such bonds and other forms of indebtedness of the City shall be executed and attested by the officers, employees, or agents of the City, including the chief executive officer/general manager (CEO/GM) or chief financial officer of the utility system, the Authority has so designated as agents of the City. The Authority may enter into hedging agreements or options for the purpose of moderating interest rates on existing and proposed indebtedness or price fluctuations of fuel or other commodities, including agreements for the future delivery thereof, or any combinations thereof."

(4) On December 6, 2023, the Authority adopted Resolution No. 2023-1148 (the "Authority Transition Resolution") pursuant to which, in pertinent part, the Authority (i) requested the Commission to adopt a resolution to effectuate an orderly transition of the governance, operation, management, and control of all utility systems, properties and assets related to the System and (ii) determined that such resolution of the Commission is "necessary...to effectuate an orderly transition of the governance, operation, management and control of all utility systems, properties and assets related to the Authority [and] is not in any way the Commission directing or controlling the Authority."

(5) On December 22, 2023, the Commission adopted Resolution No. 2023-1186 (the "City Transition Resolution") pursuant to which, in pertinent part, (i) the City recognized that the Authority had requested the Commission to adopt the City Transition Resolution to "effectuate an orderly transition of the governance, operation, management, and control of all utility systems, properties and assets related to the System;" (ii) the City acknowledged that the Commission adopted the City Transition Resolution "in reliance [on] the Authority finding and determining that [the City Transition Resolution] is necessary in order to effectuate an orderly transition of the governance, operation, management and control of all utility systems, properties and assets related to the Authority and is not in any way the Commission directing or controlling the Authority," and (iii) delegated authority to the Authority to "take all actions on behalf of the City under the [Master Bond Resolution and the Subordinated Bond Resolution]" and to "supplement and amend the [Master Bond Resolution and the Subordinated Bond Resolution] and any supplements thereto and other related agreements...in order to effectuate the provisions of Section 716 of the Master Bond Resolution" (as such Section 716 is more fully described below).

(6) 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 further permits amendments to the Master Bond Resolution necessary to implement such reorganization.

(7) In furtherance of the Charter and Section 716 of the Master Bond Resolution, the Authority hereby assumes all obligations and duties of the City under the Master Bond Resolution and the Subordinated Bond Resolution, as each has been or may hereafter be amended and supplemented, and all obligations and duties of the City in connection with all agreements of the City with any Credit Enhancers in connection with Credit Enhancement, agreements of the City with Qualified Hedging Contract Providers in connection with Qualified Hedge Contracts and all other ancillary agreements of the City entered into in connection with any Bonds and Subordinated Indebtedness.

(8) Sections 706 and 710 of the Master Bond Resolution set forth certain requirements of the City relating to the establishment and collection of rates, fees and charges for the use or the sale of the output, capacity or service of the System. In furtherance of the assumption by the Authority of all obligations and duties of the City under the Master Bond Resolution and the Subordinated Bond Resolution, and in furtherance of the rights, powers and duties of the Authority under the Charter and the provisions of Section 1.04(7) of the Charter relating to such rates, fees and charges, and subject in all instances to the requirements of the Master Bond Resolution, as supplemented, and the Subordinated Bond Resolution, as supplemented, the Authority hereby determines that it will, from time to time, and without further action by the City, establish those rates, fees and charges for the use or the sale of the output, capacity or service of the System as the Authority determines necessary and appropriate, including as necessary to comply with the applicable covenants of the City under the Master Bond Resolution, as supplemented, and the Subordinated Bond Resolution, as supplemented.

(9) The Authority, on behalf of the City, may authorize the issuance by the City of Bonds of the City from time to time under the Master Bond Resolution, as supplemented, for the purpose, among others, of financing and refinancing Bonds, including refunding any Outstanding Bonds, and may enter into related agreements, including, without limitation, limitation agreements with any Credit Enhancers in connection with Credit Enhancement, agreements with Qualified Hedging Contract Providers in connection with Qualified Hedge Contracts and all other ancillary agreements entered into in connection with any Bonds and Subordinated Indebtedness.

(10) Pursuant to the Charter and the Master Bond Resolution, including the hereinafter defined Amendments, the Bonds and other forms of indebtedness of the City authorized by the Authority must be executed and attested by the officers, employees, or agents of the City, including the General Manager or Chief Financial Officer of the System, as the Authority has so designated as agents of the City.

(11) The City heretofore has issued certain Bonds, including the Refunded Bonds, for the purpose of financing and refinancing a portion of the Cost of Acquisition and Construction of the System.

(12) As noted above, Section 716 of the Master Bond Resolution permits amendments thereto, without consent of the Holders of the Bonds or the Trustee, as necessary to implement the reorganization of the governance of System required by the Charter, provided that such amendment will not adversely affect the rights of the Holder of the Bonds. The Authority hereby determines, on behalf of the City, that certain amendments to the Master Bond Resolution, as set forth in Section 5.01 of this Resolution (collectively, the "Amendments"), are required to be made in order to implement the provisions of the Charter establishing the Authority, creating the position of chief executive officer/ general manager, and repealing the Charter provisions relating to the position of the General Manager for Utilities and such person's duties under the Charter. The Amendments shall be effective upon adoption of this Resolution and any consents required by the holders of Bonds or pursuant to other agreements made in connection with the issuance of any such Bonds. Notwithstanding the effectiveness of the Amendments, such Amendments shall operate prospectively only, and all prior actions taken by the Commission for approval of the Bonds previously issued under the Master Bond Resolution, as supplemented, and for the execution thereof, shall not be impaired by the Amendments. The

Amendments are hereby determined by the Authority, on behalf of the City, to not adversely affect the rights of the Holders of the Bonds heretofore issued under the Master Bond Resolution, as supplemented.

(13) It is in the best interest of the System to issue and sell the 2024 Series A Bonds as Bonds and Refunding Bonds within the meaning of the Master Bond Resolution for the purpose of refunding the Refunded Bonds in order to achieve debt service savings and paying costs of issuance related thereto, including the premiums on Credit Enhancement, if any.

(14) The complexity of the structuring of the 2024 Series A Bonds, the current conditions in the market for obligations such as the 2024 Series A Bonds and the advantages of a more flexible financial plan make it necessary and in the best interests of the System that the 2024 Series A Bonds be sold on a negotiated basis to underwriter(s) to be selected by the Authority in a subsequent Supplemental Resolution.

(15) The Authority desires to delegate the award and sale of the 2024 Series A Bonds and certain other matters hereunder to the General Manager, the Chief Financial Officer or such other Authorized Officer within the parameters set forth in this Resolution and a subsequent Supplemental Resolution.

(16) In connection with the Refunded Bonds to be refunded, the City previously entered into a Master Agreement and related documents with Bank of America, N.A. (the "Counterparty"), dated as of April 7, 2020, as amended and supplemented, and thereafter entered into a trade confirmation dated April 8, 2020 in an original notional amount of \$34,025,000 (the transaction is referred to herein as the "Swap") pursuant to which the Counterparty will pay on the effective date (currently October 1, 2024) a variable rate of interest and the Counterparty will receive payments secured under the Master Bond Resolution of a fixed rate of interest.

(17) The Authority has determined that it may be advantageous to either issue the 2024 Series A Bonds as (i) Variable Rate Bonds the interest on which will be hedged by the Swap, or (ii) fixed rate Bonds and on or about the issuance thereof to terminate the Swap and apply the cash settlement amount received from Counterparty to the refunding of the Refunded Bonds and thereby reduce the principal amount of the 2024 Series A Bonds that will be issued, subject to parameters to be set forth in a subsequent Supplemental Resolution.

(18) Additionally, the Authority hereby determines, on behalf of the City, that certain amendments to the Subordinated Bond Resolution, as set forth in Section 5.02 of this Resolution (collectively, the "Subordinated Bond Amendments"), are required to be made in order to implement the provisions of the Charter establishing the Authority, creating the position of chief executive officer/ general manager, and repealing the Charter provisions relating to the position of the General Manager for Utilities and such person's duties under the Charter. The Subordinated Bond Amendments shall be effective upon adoption of this Resolution and any consents required by the holders of Subordinated Bonds or pursuant to other agreements made in connection with the issuance of any such Subordinated Bonds. Notwithstanding the effectiveness of the Subordinated Bond Amendments, such Subordinated Bond Amendments shall operate prospectively only, and all prior actions taken by the Commission for approval of the Subordinated Bonds previously issued under the Subordinated Bond Resolution, as

supplemented, and for the execution thereof, shall not be impaired by the Subordinated Bond Amendments. The Subordinated Bond Amendments are hereby determined by the Authority, on behalf of the City, to not adversely affect the rights of the Holders of the Subordinated Bonds heretofore issued under the Subordinated Bond Resolution, as supplemented.

ARTICLE II AUTHORIZATION OF 2024 SERIES A BONDS

SECTION 2.01 PURPOSE AND NOTICE OF REDEMPTION. The 2024 Series A Bonds are being issued for the purposes of (1) refunding the Refunded Bonds, and (2) paying costs of issuance related to the 2024 Series A Bonds, including the premiums on Credit Enhancement, if any.

The providing of a notice of redemption relating to the redemption of the Refunded Bonds, which redemption shall occur as soon as reasonably practicable on or after October 1, 2024, is hereby authorized in accordance with the terms of the Master Bond Resolution, as previously supplemented in connection with the Refunded Bonds, such notice to be given at such time as will comply with the terms of the Refunded Bonds and the Master Bond Resolution as so supplemented. Each Authorized Officer is hereby authorized to take the necessary actions and to execute the necessary documents to provide for the giving of such notice in accordance with the terms of the Master Bond Resolution, as previously supplemented in connection with the Refunded Bonds.

SECTION 2.02 PRINCIPAL AMOUNT, DESIGNATION OF SERIES AND DESCRIPTION OF 2024 SERIES A BONDS. Pursuant to the provisions of this Resolution, a Series of Bonds is hereby authorized in a principal amount, not to exceed \$45,000,000. Such Bonds shall be designated as, and shall be distinguished from the Bonds of all other Series by the title, "Utilities System Revenue Bonds, 2024 Series A". The General Manager or the Chief Financial Officer or such other Authorized Officer may authorize the modification of the name or series designation of the 2024 Series A Bonds, as deemed appropriate. The series designation of the 2024 Series A Bonds may be changed by the addition of a letter or letters or a numeral or numerals to reflect the issuance of the 2024 Series A Bonds in more than one series, if applicable, or to reflect the year of issuance or to reflect their issuance as Variable Rate Bonds. The 2024 Series A Bonds shall be and constitute "Bonds" and "Refunding Bonds," as such terms are defined in Section 101 of the Master Bond Resolution.

The 2024 Series A Bonds may either be issued as fixed rate Bonds or as Variable Rate Bonds (or such other interest rate mode as shall be permitted under the City's multimodal bond program) as shall be determined by the General Manager or Chief Financial Officer or such other Authorized Officer based on the advice of the financial advisor to the System and subject to any conditions as may be set forth in a subsequent Supplemental Resolution. If the 2024 Series A Bonds are issued as fixed rate Bonds the Swap shall be terminated and the cash settlement amount received from the Counterparty (net of fees and expenses related thereto) shall be applied to redeem a portion of the Refunded Bonds. If the 2024 Series A Bonds are issued as Variable Rate Bonds, the interest on which shall reset on a periodic basis in accordance with the terms of a subsequent Supplemental Resolution the swap shall be applied to the 2024 Series A Bonds in order to moderate the interest rate fluctuations on such 2024 Series A Bonds and a Supplemental Resolution shall be adopted by the Authority which shall include the variable

interest rate programs for the 2024 Series A Bonds, including the multimodal programs. The 2024 Series A Bonds to optional and mandatory tender and purchase in lieu of redemption, in accordance with the terms of a subsequent Supplemental Resolution and secured by Credit Enhancement and enter into agreements with a Credit Enhancer in connection therewith.

The General Manager or the Chief Financial Officer, or such other Authorized Officer, in reliance upon advice of the financial advisor to the System, is hereby directed and authorized to award the sale of the 2024 Series A Bonds to an underwriter or underwriters to be determined in a subsequent Supplemental Resolution.

The 2024 Series A Bonds shall be and have all the qualities and incidents of negotiable instruments under the laws of the State of Florida, and each successive Bondholder, in accepting any of the 2024 Series A Bonds, shall be conclusively deemed to have agreed that such 2024 Series A Bonds shall be and have all of the qualities and incidents of negotiable instruments under the laws of the State of Florida.

SECTION 2.03 GENERAL TERMS OF 2024 SERIES A BONDS. The 2024 Series A Bonds shall mature on such dates and in such respective principal amounts, and shall bear interest at such respective rate or rates per annum, payable if fixed rate bonds, semi-annually on each April 1 and October 1 and if variable rate, as set forth in a subsequent Supplemental Resolution, commencing as provided for by the Authority. The 2024 Series A Bonds shall be issued as Tax-Exempt Bonds.

The 2024 Series A Bonds shall be dated as of their date of issuance, shall be issued in the form of fully registered Bonds, shall be numbered consecutively from one upward in order of maturity within a Series and preceded by the letter "R," with such additional identifying information as the General Manager or such other Authorized Officer may determine, including as provided in Section 2.01 hereof.

The General Manager or the Chief Financial Officer, or such other Authorized Officer, in reliance upon advice of the financial advisor to the System, is hereby directed and authorized to award the sale of the 2024 Series A Bonds to underwriter(s) to be authorized in a subsequent Supplemental Resolution and to approve the terms of the 2024 Series A Bonds, including, without limitation, the date thereof, the aggregate principal amount thereof, the interest rate or rates with respect thereto or the interest rate mode, whether such 2024 Series A Bonds shall be subject to redemption prior to maturity as provided in Article IV of the Master Bond Resolution by operation of the Debt Service Fund from mandatory Sinking Fund Installments and/or serial bonds, the purchase price thereof, the final maturity dates thereof and the redemption terms (including, without limitation, optional and mandatory) with respect thereto; provided, however, the 2024 Series A Bonds shall not be issued unless the following conditions have been satisfied:

(a) The aggregate principal amount of the 2024 Series A Bonds (without regard to net original issue premium or discount) shall not exceed \$45,000,000;

(b) The final maturity of the 2024 Series A Bonds shall not be later than October 1, 2044;

(c) The interest rate per annum on the 2024 Series A Bonds shall not exceed the maximum rate permitted by law and may be a fixed interest rate or a variable interest rate determined in accordance with the provisions of a subsequent Supplemental Resolution.

The execution by the City or Authority of the 2024 Series A Bonds shall constitute conclusive evidence of approval of such terms.

The 2024 Series A Bonds shall not be or constitute general obligations or indebtedness of the City within the meaning of any constitutional or statutory provision, but shall be special obligations of the Issuer, secured solely by a lien upon and pledge of, and payable from, the Trust Estate in accordance with the terms of the Bond Resolution.

SECTION 2.04 REDEMPTION PROVISIONS FOR 2024 SERIES A BONDS.

(1) The 2024 Series A Bonds may be subject to optional redemption prior to maturity at the option of the City, either as a whole or in part on the dates and at the Redemption Prices, if any, set forth in such 2024 Series A Bonds and in accordance with the terms of a subsequent Supplemental Resolution.

(2) Except as otherwise provided by the 2024 Series A Bonds, if fewer than all of the 2024 Series A Bonds subject to optional redemption are called for optional redemption, such 2024 Series A Bonds or Sinking Fund Installment to be redeemed shall be selected in such order of maturity and manner as the City, in its discretion, shall determine, and, if less than all of the 2024 Series A Bonds of a maturity or a Sinking Fund Installment shall be called for redemption, such 2024 Series A Bonds or Sinking Fund Installment to be redeemed shall be selected by lot within such maturity. If the 2024 Series Bonds shall be issued as fixed rate Bonds, the portion of 2024 Series A Bonds to be redeemed in part shall be in principal amounts of \$5,000 or any integral multiple thereof.

(3) The 2024 Series A Bonds may also be subject to redemption prior to maturity as provided in Article IV of the Master Resolution by operation of the Debt Service Fund from mandatory Sinking Fund Installments in accordance with the terms of a subsequent Supplemental Resolution.

(4) Notwithstanding Section 405 of the Master Resolution, notice of redemption of the 2024 Series A Bonds, may be given not more than sixty (60) days or less than twenty (20) days prior to the redemption date of the 2024 Series A Bonds, and such notice may be given electronically.

(5) Notwithstanding any other provision hereof, notice of optional redemption may be conditioned upon the occurrence or non-occurrence of such event or events as shall be specified in such notice of optional redemption and may also be subject to rescission by the City if expressly set forth in such notice.

SECTION 2.05 AUTHORIZATION TO TERMINATE OR AMEND SWAP. The General Manager, the Chief Financial Officer or any other Authorized Officer, upon the advice of the financial advisor to the System (or an affiliate company of the financial advisor to the System), are each hereby authorized to enter into documents to terminate the Swap entered into with the Counterparty in connection with the Refunded Bonds and in accordance with Section

2.02 hereof the cash settlement amount received from the Counterparty upon the termination shall be applied to redeem a portion of the Refunded Bonds. The Swap may also be amended, in accordance with the terms of a subsequent Supplemental Resolution as may be necessary or convenient to better moderate the interest fluctuations on the 2024 Series A Bond, including without limitation for the purpose of integrating the Swap for federal income tax purposes, as shall be determined by the General Manager or Chief Financial Authorized, or other Authorized Officer, based upon the advice of the financial advisor to the System and subject to any conditions as may be set forth in a subsequent Supplemental Resolution. Each Authorized Officer and the City Attorney (and counsel to the Authority) is hereby authorized and empowered 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 the termination or amendment of the Swap, as applicable, for the full punctual and complete performance of all the terms, covenants and agreements contained herein and in the applicable Swap documents. The Clerk is hereby authorized to attest such signatures to the extent required by such applicable Swap documents, subject to the approval of the City Attorney as to form and legality. The termination and amendment referred to herein shall relate only to the Swap and shall not affect any other transactions of the City under any other agreements. The Swap may be terminated in connection with the refunding of the Refunding Bonds, if, based on the advice of financial advisor to the System, such actions are beneficial to the System and subject to any conditions as may be set forth in a subsequent Supplemental Resolution.

ARTICLE III APPLICATION OF PROCEEDS

SECTION 3.01 APPLICATION OF PROCEEDS OF 2024 SERIES A BONDS. In accordance with subsection (7) of paragraph 1 of Section 202 and paragraph 2 of Section 203 of the Master Bond Resolution, the proceeds of the 2024 Series A Bonds, to the extent permitted under the Code and not otherwise provided by the City by certificate of the General Manager or Chief Financial Officer or such other Authorized Officer, delivered at or prior to the issuance of the 2024 Series A Bonds, together with certain legally available funds of the City, if any, shall be applied in the following manner:

(A) An amount of proceeds of the 2024 Series A Bonds, together with other legally available funds of the City (including Swap termination amounts, net of fees of expenses related thereto), if any, shall be applied to pay the principal of and accrued interest on the Refunded Bonds upon their redemption.

(B) The remaining proceeds shall be applied by the City to pay costs of issuance of the 2024 Series A Bonds, including, without limitation, costs of any Credit Enhancement and costs associated with termination or amendment of the Swap.

No proceeds of the 2024 Series A Bonds shall be deposited into the Rate Stabilization Fund or any subaccount in the Debt Service Reserve Account. The 2024 Series A Bonds will not be secured by the Debt Service Reserve Account or any subaccount created therein.

ARTICLE IV APPROVAL OF DOCUMENTS

SECTION 4.01 EXECUTION AND DELIVERY OF APPLICABLE DOCUMENTS. The Clerk is hereby authorized to cause the seal of the City to be affixed to each foregoing document 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 and the Authority, as applicable, are each hereby authorized to do all acts and things required of them by the Bond Resolution or desirable or consistent with the requirements of the Bond Resolution for the full punctual and complete performance of all the terms, covenants and agreements contained in the Bond Resolution and the Bonds, including the 2024 Series A Bonds, and each Authorized Officer, employee, attorney and officer of the City and the Authority, as applicable, 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 by the Bond Resolution or the Bonds, including the 2024 Series A Bonds.

SECTION 4.02 FURTHER ACTIONS. Each Authorized Officer is hereby authorized and empowered 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 the adoption of this Resolution and the carrying out of their terms and the terms of the Bond Resolution, the issuance, sale, execution and delivery of the 2024 Series A Bonds, the redemption of the Refunded Bonds and the termination or amendment of the Swap and entering into any agreements for Credit Enhancement on the 2024 Series A Bonds.

ARTICLE V AMENDMENTS

SECTION 5.01 AMENDMENTS TO MASTER BOND RESOLUTION. The following amendments are made pursuant to Section 716 of the Master Bond Resolution, to revise the definitions of the City and the Commission to reflect such governmental reorganization by the establishment of the Authority together with such other amendments related thereto that are hereby determined will not adversely affect the rights of the Holders of the Bonds in order to effectuate such reorganization. The amendments, pursuant to Section 716 of the Master Resolution shall not require the consent of the Holders of the Bonds and shall become effective upon the filing with the Trustee of a copy of this Resolution and a certificate of an Authorized Officer confirming the effectiveness of the amendments set forth below. For purposes of this Section 5.01, underlining reflecting inserts and ~~striketroughs~~ representing deletions from the original text.

A. The following definition is hereby deleted from Section 101 of the Master Bond Resolution:

Mayor shall mean the Mayor of the City or the Mayor Pro-Tem or such other member of the Commission delegated to act on behalf of the Mayor by the Commission.

B. The following definitions are hereby added in alphabetical order to Section 101 of the Bond Resolution:

Authority shall mean the Gainesville Regional Utilities Authority.

Chairman shall mean the Chairman or Vice Chairman of the Authority or such other member of the Authority delegated to act on behalf of the Chairman by the Authority.

Chief Financial Officer shall mean the Chief Financial Officer of the System or such other similar position.

General Manager shall mean the chief executive officer/general manager of the System as set forth under the Charter. Until such time as a chief executive officer/general manager shall be appointed by the Authority the sitting General Manager for Utilities as appointed by the Commission shall serve as the chief executive officer/general manager.

C. The following definition in Section 101 of the Master Bond Resolution is hereby amended and replaced in its entirety with the following:

Authorized Officer of the City shall mean the ~~Mayor~~ Chairman, the General Manager ~~for Utilities~~, the ~~Utility~~ Chief Financial Officer or any other officer, employee or agent of the City authorized to perform specific acts or duties by resolution of the City duly adopted by the ~~City~~ Authority.

D. Section 210, paragraph 1, subparagraph (a) of the Master Bond Resolution is hereby amended and replaced in its entirety with the following:

(a) If so required by the Supplemental Resolution, the Trustee shall have received a credit facility or a liquidity facility with respect to such Commercial Paper Notes containing such terms and conditions, including with respect to reimbursement, as shall be approved by the Authority ~~Commission~~;

E. Section 211, paragraph 1, subparagraph (a) of the Master Bond Resolution is hereby amended and replaced in its entirety with the following:

(a) If so required by the Supplemental Resolution, the Trustee shall have received a credit facility or a liquidity facility with respect to such Medium-Term Notes containing such terms and conditions, including with respect to reimbursement, as shall be approved by the Authority ~~Commission~~;

F. Section 303, paragraphs 1 and 2 of the Master Bond Resolution are hereby amended and replaced in their entireties with the following:

1. The Bonds shall be executed in the name of the City by the manual or facsimile signature of ~~its Mayor~~ the Chairman, the General Manager or the Chief Financial Officer and the seal of the City (or a facsimile thereof), shall be impressed, imprinted, engraved or otherwise reproduced thereon and attested by the manual or

facsimile signature of the Clerk. The Bonds shall be approved as to form and legality by the City Attorney. 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 before the Bonds so signed and sealed shall have been authenticated and delivered by the Trustee, such Bonds may, nevertheless, be authenticated and delivered as herein provided, and may be issued as if the persons who signed or sealed such Bonds had not ceased to hold such offices. Any Bond of a Series may be signed and sealed on behalf of the City by such persons as at the time of the execution of such Bonds shall be duly authorized or hold the proper office in the City or the Authority, although at the date borne by the Bonds of such Series such persons may not have been so authorized or have held such office.

2. The validation certificate appearing on the Bonds, if any, shall be signed by the facsimile signature of the ~~Mayer~~ Chairman and attested with the facsimile signature of the Clerk of the Commission of the City, or in such other manner as may be required or permitted by law, and the City may adopt and use for that purpose the facsimile signature of any person or persons who shall have been ~~Mayer~~ Chairman or Clerk of the Commission of the City at any time on or after the date borne by the Bonds of such Series, notwithstanding that such person may not have been such ~~Mayer~~ Chairman or Clerk of the Commission of the City at the date of any such Bond or may have ceased to be such ~~Mayer~~ Chairman or Clerk of the Commission of the City at the time when any such Bond shall be authenticated and delivered.

G. Section 503, paragraph 5 of the Master Bond Resolution is hereby amended and replaced in its entirety with the following:

5. Nothing in this Section 503 shall be construed to prevent the City from permanently discontinuing the acquisition or construction of any portion of the System the Cost of Acquisition and Construction of which is at the time being paid out of the Construction Fund, if the ~~Commission~~ Authority determines by resolution that such discontinuance is necessary or desirable in the conduct of the business of the City and not disadvantageous to the Holders of the Bonds.

H. Section 707, paragraph 2, subparagraphs (2) and (3) of the Master Bond Resolution are hereby amended and replaced in their entireties with the following:

(2) In addition to any agreement currently in effect to which the City is a party relating to the ownership or operation of any part of the System or the use of the output thereof, the City may lease or make contracts or grant licenses for the operation of, or make arrangements for the use of, or grant easements or other rights with respect to, any part of the System, provided that any such lease, contract, license, arrangement, easement or right (i) does not impede the operation by the City or its agents of the System and (ii) does not in any manner materially impair or adversely affect the rights or security of the Bondholders under the Resolution; and provided, further, that if the book value of the property to be covered by any such lease, contract, license, arrangement, easement or other right is in excess of 1% of the book value of the total assets of the System at such time, the City shall first file with the Trustee a certificate of an Authorized Officer of the City setting forth a determination of the ~~Commission~~ Authority that the action of the City with respect thereto does not result in a breach of the conditions under this clause (2).

Any payments received by the City under or in connection with any such lease, contract, license, arrangement, easement or right in respect of the System or any part thereof shall constitute Revenues;

(3) The limitations imposed upon the City by clauses (1) and (2) of this paragraph 2 shall not apply to any disposition of property by the City where: (i) such property is leased back to the City under a lease having a term of years (including renewal options) of not less than 75% of the remaining estimated useful life of the property computed from the date of disposition and lease, (ii) fair value to the City (as determined by the City) is received by the City for the property subject to such transaction, (iii) proceeds of such transaction, after payment of expenses, are set aside as a deposit in the Utilities Plant Improvement Fund, and (iv) the Trustee receives a certified copy of resolutions of the Commission Authority to the effect that, based upon such certificates and opinions as the Commission Authority shall deem necessary or appropriate, the Commission Authority has determined that the disposition and lease are not materially adverse to the Holders of the Bonds; and

I. The first paragraph of Section 717 of the Master Bond Resolution is hereby amended and replaced in its entirety with the following:

The City may expand the utility functions of the System as they exist on the date hereof as permitted by the proviso contained in the definition of "System" in Section 101, only if the City files with the Trustee a certified copy of resolutions of the Commission Authority to the effect that, based upon such certificates and opinions of its Consulting Engineers, independent certified public accountants, bond counsel, financial advisors or other appropriate advisors as the Commission Authority shall deem necessary or appropriate, the addition of such utility functions (a) will not impair the ability of the City to comply during the current or any future Fiscal Year with the provisions of the Resolution, including specifically Section 710, and (b) will not materially adversely affect the rights of the Holders of the Bonds.

SECTION 5.02 AMENDMENT TO SUBORDINATED BOND RESOLUTION.

The following amendment is made pursuant to Section 10.02 of the Subordinated Bond Resolution to reflect such governmental reorganization by the establishment of the Authority and it is hereby determined that such amendments will not have a material adverse effect on the interests of the Holders of Outstanding Subordinated Bonds. The amendments, pursuant to Section 10.02 of the Subordinated Bond Resolution, shall not require the consent of the Holders of Subordinated Bonds, except to the extent required under the applicable agreements with such Holders and shall become effective upon the filing with the Trustee of the Opinion of Counsel described in Section 10.02 of the Subordinated Bond Resolution.

Section 3.03, paragraph 1 of the Subordinated Bond Resolution is hereby amended and replaced in its entirety with the following (with underlining reflecting inserts and ~~strikethroughs~~ representing deletions from the original text):

1. The Subordinated Bonds shall be executed in the name of the City by the manual or facsimile signature of ~~its Mayor~~ the Chairman, the General Manager or the Chief Financial Officer and the seal of the City (or a facsimile thereof), shall be impressed,

imprinted, engraved or otherwise reproduced thereon and attested by the manual or facsimile signature of the Clerk of the Commission of the City. The Subordinated Bonds shall be approved as to form and legality by the City Attorney. In case any one or more of the officers who shall have signed or sealed any of the Subordinated Bonds shall cease to be such officer before the Subordinated Bonds so signed and sealed shall have been authenticated and delivered by the Subordinated Bond Registrar or its agent, such Subordinated Bonds may, nevertheless, be authenticated and delivered as herein provided, and may be issued as if the persons who signed or sealed such Subordinated Bonds had not ceased to hold such offices. Any Subordinated Bond of a Series may be signed and sealed on behalf of the City by such persons as at the time of the execution of such Subordinated Bonds shall be duly authorized or hold the proper office in the City, although at the date borne by the Subordinated Bonds of such Series such persons may not have been so authorized or have held such office.

ARTICLE VI MISCELLANEOUS

SECTION 6.01 FURTHER ASSURANCES. The Authority agrees that it shall on behalf of itself and the City, from time to time, execute, acknowledge and deliver, or cause to be executed, acknowledged and delivered, such documents and instruments and take such further actions as may be required to continue the perfection and priority of the lien and security interest of the Owners of Obligations in the Trust Estate to the extent provided herein.

SECTION 6.02 VALIDATION AUTHORIZED. The City Attorney and Holland & Knight LLP, Bond Counsel, are hereby authorized to pursue validation of any Series of Bonds to be issued pursuant to the Master Bond Resolution, as supplemented, including the 2024 Series A Bonds, pursuant to the provisions of Chapter 75, Florida Statutes.

SECTION 6.03 REPEAL OF PRIOR RESOLUTION. Resolution No. 2024-187, adopted on March 27, 2024 is hereby repealed in its entirety.

SECTION 6.04 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 other provisions of the Bond Resolution, including this Resolution, or of the Outstanding Bonds or the Outstanding Subordinated Bonds.

This Resolution approved and adopted May 29, 2024.


**GAINESVILLE REGIONAL UTILITIES
AUTHORITY**


Chairman

ATTESTED:


City Clerk Kristen Bryant 6/11/24

Approved as to Form and Legality:


City Attorney Daniel M. Nee 6/10/24

City of Gainesville



Kristen J. Bryant
City Clerk

Office of the City Clerk

PO Box 490, Station 18
Gainesville, Florida 32627

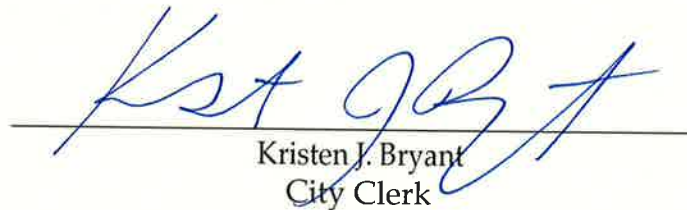
BryantK1@gainesvillefl.gov

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. 2024-440. The Resolution was duly and regularly adopted by the Gainesville Regional Utilities Authority on May 29, 2024.

IN WITNESS, WHEREOF, I have hereunto set my hand and affixed the official seal of the City of Gainesville, Florida this 11th day of June A.D., 2024



Kristen J. Bryant
City Clerk