

ORDINANCE 21-44

AN ORDINANCE AMENDING AND SUPPLEMENTING ORDINANCE 94-29 ENACTED ON JUNE 27, 1994, WHICH ORDINANCE 94-29 AUTHORIZED, AMONG OTHER THINGS, THE ISSUANCE FROM TIME TO TIME OF UTILITY SYSTEM REVENUE BONDS; AUTHORIZING THE ISSUANCE OF NOT TO EXCEED \$37,000,000 IN AGGREGATE PRINCIPAL AMOUNT OF CITY OF PORT ST. LUCIE, FLORIDA UTILITY SYSTEM REVENUE BONDS, SERIES 2021, THE PROCEEDS OF WHICH WILL BE USED TO FINANCE VARIOUS COSTS RELATING TO THE ACQUISITION, CONSTRUCTION AND EQUIPPING OF CERTAIN CAPITAL IMPROVEMENTS TO THE CITY'S WATER AND WASTEWATER UTILITY SYSTEMS; MAKING CERTAIN COVENANTS AND AGREEMENTS IN CONNECTION WITH THE ISSUANCE OF SUCH BONDS; AUTHORIZING A NEGOTIATED SALE OF SAID BONDS TO THE UNDERWRITERS DESCRIBED HEREIN; DELEGATING CERTAIN AUTHORITY TO THE CITY MANAGER FOR THE AUTHORIZATION, EXECUTION AND DELIVERY OF, AND APPROVING THE FORM OF, A BOND PURCHASE CONTRACT WITH RESPECT THERETO AND THE APPROVAL OF THE TERMS AND DETAILS OF SUCH BONDS; ESTABLISHING A BOOK-ENTRY REGISTRATION SYSTEM FOR SUCH BONDS; PLEDGING CAPITAL FACILITIES CHARGES TO THE REPAYMENT OF SAID BONDS; APPOINTING THE BOND REGISTRAR FOR SAID BONDS; APPROVING THE FORM OF AND AUTHORIZING THE DISTRIBUTION OF A PRELIMINARY OFFICIAL STATEMENT AND THE EXECUTION AND DELIVERY OF AN OFFICIAL STATEMENT WITH RESPECT THERETO; AUTHORIZING THE EXECUTION AND DELIVERY OF A CONTINUING DISCLOSURE CERTIFICATE; DELEGATING CERTAIN AUTHORITY TO THE CITY MANAGER WITH RESPECT TO THE PROCUREMENT OF MUNICIPAL BOND INSURANCE; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, on June 27, 1994, the City Council (the "Council") of the City of Port St. Lucie, Florida (the "Issuer") enacted Ordinance 94-29, as amended and supplemented (collectively, the "Ordinance"), authorizing the issuance, from time to time, of Utility System Revenue Bonds (as described in the Ordinance) payable from the Pledged Revenues (as defined in the Ordinance), including, but not limited to, the Net Revenues (as defined in the Ordinance) derived from the operation of the System (as defined in the Ordinance).

WHEREAS, there is currently outstanding under the Ordinance the Issuer's Utility System Refunding and Improvement Revenue Bonds, Series 2007 (the "Series 2007 Bonds"), Utility System Refunding Revenue Bonds, Series 2012 (the "Series 2012 Bonds") Utility System Refunding Revenue Bonds, Series 2014 (the "Series 2014 Bonds"), Utility

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System Refunding Revenue Bonds, Series 2016 (the "Series 2016 Bonds") and Utility System Refunding Revenue Bonds, Series 2018 (the "Series 2018 Bonds").

WHEREAS, the Issuer hereby determines that certain capital improvements to the System should be acquired, constructed and equipped in order to improve and maintain the health, safety and welfare of the Issuer's inhabitants, such capital improvements being generally described in Exhibit A hereto and more particularly described in the records, plans and specifications on file with the Issuer, as the same may be amended or supplemented from time to time (the "Series 2021 Project").

WHEREAS, the Ordinance provides for the issuance of Additional Parity Bonds (as defined in the Ordinance), for the purpose of financing Project Costs (as defined in the Ordinance) of the Series 2021 Project, upon meeting certain requirements set forth in the Ordinance.

WHEREAS, the Issuer deems it to be in its best interests to issue its City of Port St. Lucie, Florida Utility System Revenue Bonds, Series 2021 (the "Series 2021 Bonds"), for the principal purpose of financing and/or reimbursing Project Costs of the Series 2021 Project.

WHEREAS, due to the potential volatility of the market for tax-exempt municipal obligations and the complexity of the transactions relating to the Series 2021 Bonds, it is in the best interests of the Issuer to sell the Series 2021 Bonds by a negotiated sale allowing the Issuer to enter the market at the most advantageous time rather than at a specified advertised date, thereby permitting the Issuer to obtain the best possible prices and interest rates for the Series 2021 Bonds.

WHEREAS, the Issuer anticipates receiving a favorable offer to purchase the Series 2021 Bonds from Raymond James & Associates, Inc. and PNC Capital Markets LLC (collectively, the "Underwriters"), pursuant to the hereinafter described Purchase Contract, all within the parameters set forth herein.

WHEREAS, inasmuch as the Issuer desires to sell the Series 2021 Bonds at the most advantageous time and not wait for a scheduled meeting of the Council of the Issuer, so long as the herein described parameters are met, the Issuer hereby determines to sell the Series 2021 Bonds to the Underwriters by a negotiated sale in accordance with the parameters herein provided.

WHEREAS, all of the covenants, pledges and conditions in the Ordinance shall be applicable to the Series 2021 Bonds herein authorized and said Series 2021 Bonds shall be on a parity with and rank equally as to the lien on and source and security for payment from the Pledged Revenues and in all other respects with the Series 2007 Bonds, the Series 2012 Bonds, the Series 2014 Bonds, the Series 2016 Bonds, the Series 2018 Bonds and any subsequently issued Additional Parity Bonds in the manner and to the extent provided

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herein and in the Ordinance and shall constitute "Bonds" within the meaning of the Ordinance.

WHEREAS, the Issuer is current in all deposits into the various funds and accounts established by the Ordinance and all payments required by the Ordinance to have been deposited or made by the Issuer under the provisions of the Ordinance have been made and the Issuer is currently in compliance with all of the covenants, agreements and terms of the Ordinance and is not in default thereunder.

WHEREAS, the Series 2021 Bonds shall not be or constitute general obligations or indebtedness of the Issuer as "bonds" within the meaning of any constitutional or statutory provision, but shall be special limited obligations of the Issuer, payable solely from and secured by a lien upon and pledge of the Pledged Revenues, in the manner and to the extent provided herein and in the Ordinance. No holder of any Series 2021 Bond shall ever have the right to compel the exercise of any ad valorem taxing power to pay such Series 2021 Bond or be entitled to payment of such Series 2021 Bond from any moneys of the Issuer except from the Pledged Revenues in the manner and to the extent provided herein and in the Ordinance.

WHEREAS, it is now appropriate to establish parameters for the issuance of the Series 2021 Bonds and a mechanism to determine the terms and details of the Series 2021 Bonds pursuant to this supplemental ordinance and in accordance with the provisions of the Ordinance.

NOW THEREFORE BE IT ORDAINED BY THE COUNCIL OF THE CITY OF PORT ST. LUCIE, FLORIDA:

SECTION 1. DEFINITIONS. When used in this ordinance, the terms defined in the Ordinance shall have the meanings therein stated, except as such definitions may be hereinafter amended and defined.

SECTION 2. AUTHORIZATION OF THE SERIES 2021 PROJECT. The Issuer hereby authorizes the financing and/or reimbursing of Project Costs of the acquisition, construction and equipping of the Series 2021 Project. Proceeds of the Series 2021 Bonds may be used to reimburse Project Costs of the Series 2021 Project in accordance with applicable provisions of the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder.

SECTION 3. AUTHORITY FOR THIS ORDINANCE. This ordinance is adopted pursuant to the provisions of the Act.

SECTION 4. DESCRIPTION OF THE SERIES 2021 BONDS. The Issuer hereby determines to issue a series of Bonds in the aggregate principal amount of not exceeding \$37,000,000, to be known as the "City of Port St. Lucie, Florida Utility

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System Revenue Bonds, Series 2021," for the purpose of financing and/or reimbursing Project Costs of the acquisition, construction and equipping of the Series 2021 Project and paying costs of issuance with respect to the Series 2021 Bonds. The aggregate principal amount of Series 2021 Bonds to be issued pursuant to this ordinance and the Ordinance shall be determined by the City Manager upon the advice of PFM Financial Advisors LLC (the "Financial Advisor") provided such aggregate principal amount does not exceed \$37,000,000. The Series 2021 Bonds shall be dated as of their date of delivery (or such other date as shall be determined by the City Manager), shall be issued in the form of fully registered Bonds in the denominations of \$5,000 principal amount or any integral multiple thereof, shall be numbered consecutively from one upward in order of maturity preceded by the letter "R," and shall bear interest from their date of delivery (or such other date as shall be determined by the City Manager) payable semi-annually on each September 1 and March 1 (each an "Interest Date"), commencing on September 1, 2021 (or such other date as shall be determined by the City Manager).

The Series 2021 Bonds shall bear interest at such rates and shall have such prices and yields, shall mature on September 1 of each of the years and in the principal amounts corresponding to such years, and shall have such redemption provisions as determined by the City Manager, subject to the conditions set forth in Section 5 hereof. All of the terms of the Series 2021 Bonds will be included in the Bond Purchase Contract which shall be in substantially the form attached hereto and made a part hereof as Exhibit B (the "Purchase Contract"). The City Manager is hereby authorized to execute, and the City Clerk is hereby authorized to attest and affix the official seal of the Issuer to, the Purchase Contract in substantially the form attached hereto as Exhibit B with such modifications as the City Manager deems appropriate upon satisfaction of the conditions described in Section 5 hereof, the City Manager's execution thereof being evidence of his approval of the Purchase Contract.

Interest on the Series 2021 Bonds will be payable by check or draft of U.S. Bank National Association, Orlando, Florida, as the initial Bond Registrar, made payable to and mailed to the holders, as shown on the registration books of the Issuer on the fifteenth day of the calendar month next preceding each Interest Date. At the request of any holder, such interest payments may be made by the Bond Registrar by wire transfer to such holder. Principal of the Series 2021 Bonds is payable to the holders upon presentation, when due, at the designated corporate trust office of U.S. Bank National Association, Orlando, Florida, as the initial Bond Registrar.

SECTION 5. CONDITIONS TO EXECUTION OF PURCHASE CONTRACT. The Purchase Contract shall not be executed by the City Manager until such time as all of the following conditions have been satisfied:

(A) Receipt by the City Manager of a written offer to purchase the Series 2021 Bonds by the Underwriters substantially in the form of the Purchase Contract attached hereto as Exhibit B, said offer to provide for, among other things, (i) not exceeding

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\$37,000,000 aggregate principal amount of the Series 2021 Bonds, (ii) an underwriting discount (including management fee and expenses) not in excess of 0.40% of the principal amount of the Series 2021 Bonds, (iii) a true interest cost of not more than 3.75%, as determined by the Financial Advisor, and (iv) the maturities of the Series 2021 Bonds, with the final maturity being not later than September 1, 2051.

(B) Receipt by the City Manager of a disclosure statement and a truth-in-bonding statement of the Underwriters dated the date of the Purchase Contract and complying with Section 218.385, Florida Statutes.

(C) Receipt by the City Manager of a good faith deposit from the Underwriters in an amount not less than one percent (1.00%) of the preliminary principal amount of the Series 2021 Bonds set forth on the cover of the herein described Preliminary Official Statement and as provided in the Purchase Contract.

(D) With respect to optional redemption terms for the Series 2021 Bonds, if any, the first call date may be no later than September 1, 2031 and there may be no call premium.

(E) The City Manager shall have determined, upon the advice of the Financial Advisor, whether any of the Series 2021 Bonds will be insured by the Bond Insurance Policy described in Section 14 hereof.

Upon satisfaction of all the requirements set forth in this Section 5, the City Manager is authorized to execute and deliver the Purchase Contract containing terms complying with the provisions of this Section 5 and the Series 2021 Bonds shall be sold to the Underwriters pursuant to the provisions of such Purchase Contract. The City Manager may rely upon the advice of the Financial Advisor regarding satisfaction of the conditions set forth in this Section 5. To the extent the City Manager is unavailable to execute the Purchase Contract the City's Chief Financial Officer (the "Chief Financial Officer") is hereby authorized to execute the Purchase Contract so long as all of the foregoing conditions have been met. The execution and delivery of the Purchase Contract to the Underwriters shall be deemed to be conclusive evidence of the satisfaction of the conditions of this Section 5 and any changes, amendments, modifications, omissions or additions to the Purchase Contract.

SECTION 6. REDEMPTION PROVISIONS. The Series 2021 Bonds may be redeemed prior to their respective maturities from any moneys legally available therefor upon notice as provided in the Ordinance and upon the terms and provisions as determined by the City Manager in his discretion and upon the advice of the Financial Advisor; provided, however, with respect to optional redemption terms for the Series 2021 Bonds, if any, the conditions set forth in Section 5(D) must be satisfied. The City Manager may determine, upon the advice of the Financial Advisor, that none of the Series 2021 Bonds shall be subject to optional redemption. Term Bonds may be established with such Amortization Installments as the City Manager deems appropriate upon the advice of the

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Financial Advisor. The redemption provisions for the Series 2021 Bonds, if any, shall be set forth in the Purchase Contract.

SECTION 7. BOOK-ENTRY. Notwithstanding the provisions set forth in Sections 2.05 of the Ordinance, the Series 2021 Bonds shall be initially issued in the form of a separate single certificated fully registered Series 2021 Bond for each of the maturities of the Series 2021 Bonds. Upon initial issuance, the ownership of each such Series 2021 Bond shall be registered in the registration books kept by the Bond Registrar in the name of Cede & Co., as nominee of The Depository Trust Company ("DTC"). As long as the Series 2021 Bonds shall be registered in the name of Cede & Co., all payments of principal on the Series 2021 Bonds shall be made by the Bond Registrar by check or draft or by bank wire transfer to Cede & Co., as holder of the Series 2021 Bonds.

With respect to Series 2021 Bonds registered in the registration books kept by the Bond Registrar in the name of Cede & Co., as nominee of DTC, the Issuer and the Bond Registrar shall have no responsibility or obligation to any participant in the DTC book-entry program (a "Participant") or to any indirect participant. Without limiting the immediately preceding sentence, the Issuer and the Bond Registrar shall have no responsibility or obligation with respect to (A) the accuracy of the records of DTC, Cede & Co. or any Participant with respect to any ownership interest on the Series 2021 Bonds, (B) the delivery to any Participant or any other Person other than a Series 2021 Bondholder, as shown in the registration books kept by the Bond Registrar, of any notice with respect to the Series 2021 Bonds, or (C) the payment to any Participant or any other Person, other than a Series 2021 Bondholder, as shown in the registration books kept by the Bond Registrar, of any amount with respect to principal or interest on the Series 2021 Bonds. The Issuer and the Bond Registrar may treat and consider the Person in whose name each Series 2021 Bond is registered in the registration books kept by the Bond Registrar as the holder and absolute owner of such Series 2021 Bond for the purpose of payment of principal or interest with respect to such Series 2021 Bond and other matters with respect to such Series 2021 Bond, for the purpose of registering transfers with respect to such Series 2021 Bond, and for all other purposes whatsoever. The Bond Registrar shall pay all principal or interest on the Series 2021 Bonds only to or upon the order of the respective holders, as shown in the registration books kept by the Bond Registrar, or their respective attorneys duly authorized in writing, as provided herein and all such payments shall be valid and effective to fully satisfy and discharge the Issuer's obligations with respect to payment of principal or interest on the Series 2021 Bonds to the extent of the sum or sums so paid. No Person other than a holder, as shown in the registration books kept by the Bond Registrar, shall receive a certificated Series 2021 Bond evidencing the obligation of the Issuer to make payments of principal pursuant to the provisions hereof. Upon delivery by DTC to the Issuer of written notice to the effect that DTC has determined to substitute a new nominee in place of Cede & Co. the words "Cede & Co." in the Ordinance shall refer to such new nominee of DTC; and upon receipt of such notice, the Issuer shall promptly deliver a copy of the same to the Bond Registrar.

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Upon (A) receipt by the Issuer of written notice from DTC (i) to the effect that a continuation of the requirement that all of the Outstanding Series 2021 Bonds be registered in the registration books kept by the Bond Registrar in the name of Cede & Co., as nominee of DTC, is not in the best interest of the beneficial owners of the Series 2021 Bonds or (ii) to the effect that DTC is unable or unwilling to discharge its responsibilities and no substitute depository willing to undertake the functions of DTC hereunder can be found which is willing and able to undertake such functions upon reasonable and customary terms, or (B) determination by the Issuer that such book-entry only system is burdensome or undesirable to the Issuer and compliance by the Issuer with all applicable policies and procedures of DTC regarding discontinuing of the book entry registration system, the Series 2021 Bonds shall no longer be restricted to being registered in the registration books kept by the Bond Registrar in the name of Cede & Co., as nominee of DTC, but may be registered in whatever name or names holders shall designate, in accordance with the provisions hereof. In such event, the Issuer shall issue and the Bond Registrar shall authenticate, transfer and exchange Series 2021 Bonds consistent with the terms hereof, in denominations of \$5,000 or any integral multiple thereof to the holders thereof. The foregoing notwithstanding, until such time as participation in the book-entry only system is discontinued, the provisions set forth in the Blanket Letter of Representations previously executed by the Issuer and delivered to DTC shall apply to the payment of principal and interest on the Series 2021 Bonds.

SECTION 8. APPLICATION OF SERIES 2021 BOND PROCEEDS; RESERVE ACCOUNT. (A) The proceeds derived from the sale of the Series 2021 Bonds shall be applied by the Issuer simultaneously with the delivery thereof as follows:

(i) A sufficient amount of the proceeds of the Series 2021 Bonds shall be applied to pay costs of issuance of the Series 2021 Bonds.

(ii) If the City Manager determines that any of the Series 2021 Bonds will be insured by the Bond Insurance Policy described in Section 14 hereof, a sufficient amount of the Series 2021 Bond proceeds will be applied to the payment of the premium for such Bond Insurance Policy.

(iii) All remaining proceeds of the Series 2021 Bonds shall be deposited to a separate account within the Project Fund (as described in the Ordinance) which is hereby established as the "Series 2021 Project Account" and such proceeds shall be used to pay and/or reimburse Project Costs of the Series 2021 Project, in accordance with Section 4.02 of the Ordinance. Any remaining proceeds of the Series 2021 Bonds shall be applied to pay scheduled interest on the Series 2021 Bonds on the next Interest Date.

(B) The Series 2021 Bonds shall be secured by the Reserve Account in the same manner and to the same extent as all other Outstanding Bonds secured thereby and, without limiting the foregoing, shall be entitled to the security of the Reserve Account Credit

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Facility issued by Build America Mutual Assurance Company in connection with the issuance of the Series 2014 Bonds.

SECTION 9. PLEDGE OF CAPITAL FACILITIES CHARGES. In accordance with the provisions of the Ordinance, with respect to the Series 2021 Bonds, "Pledged Revenues" shall include Capital Facilities Charges and the investment earnings thereon to the extent of the Capital Facilities Charges Debt Service Component. Accordingly, the Issuer hereby grants a pledge of and lien on such Capital Facilities Charges and investment earnings thereon to the payment of the principal of, premium, if any, and interest on the Series 2021 Bonds to the extent of the Capital Facilities Charges Debt Service Component, all in accordance with the provisions of the Ordinance.

SECTION 10. PRELIMINARY OFFICIAL STATEMENT. The Issuer hereby authorizes the use and distribution of the Preliminary Official Statement, in substantially the form attached hereto as Exhibit C, by the Underwriters for the purpose of offering the Series 2021 Bonds for sale with such changes, modifications and insertions as the City Manager may determine are necessary and appropriate for the Preliminary Official Statement to be deemed "final" in accordance with this Section 10. The City Manager and the Chief Financial Officer of the Issuer are each hereby authorized to execute a certificate deeming the Preliminary Official Statement "final" in accordance with paragraph (b)(1) of Rule 15c2-12 of the Securities and Exchange Commission (the "Rule") and the applicable rules developed by the Municipal Securities Rulemaking Board. Execution by the City Manager or the Chief Financial Officer of a certificate deeming the Preliminary Official Statement "final" as described above shall be conclusive evidence of the approval of any insertions, changes, deletions or modifications.

SECTION 11. OFFICIAL STATEMENT. Subject to the satisfaction in all respects of the conditions set forth in Section 5 hereof, the Mayor, the City Clerk and the Chief Financial Officer are hereby authorized and directed to execute and deliver a final Official Statement, dated the date of the Purchase Contract, which shall be in substantially the form of the Preliminary Official Statement, in the name and on behalf of the Issuer, and thereupon to cause such Official Statement to be delivered to the Underwriters with the pricing terms of the Series 2021 Bonds included therein and with such other changes, amendments, modifications, omissions and additions as may be approved by the Mayor, the City Clerk and the Chief Financial Officer. Said Official Statement, including any such changes, amendments, modifications, omissions and additions as approved by the Mayor, the City Clerk and the Chief Financial Officer, and the information contained therein are hereby authorized to be used in connection with the sale of the Series 2021 Bonds to the public. Execution by the Mayor, the City Clerk and the Chief Financial Officer of the Official Statement shall be deemed to be conclusive evidence of approval of such changes.

SECTION 12. SECONDARY MARKET DISCLOSURE. Subject to the satisfaction in all respects of the conditions set forth in Section 5 hereof, the Issuer hereby covenants and agrees that, in order to provide for compliance by the Issuer with the

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secondary market disclosure requirements of the Rule, it will comply with and carry out all of the provisions of the Continuing Disclosure Certificate (the "Disclosure Certificate") to be executed by the Issuer and dated the date of delivery of the Series 2021 Bonds, as it may be amended from time to time in accordance with the terms thereof. The Disclosure Certificate shall be substantially in the form attached hereto as Exhibit D with such changes, amendments, modifications, omissions and additions as shall be approved by the City Manager who is hereby authorized to execute and deliver such Disclosure Certificate, his execution thereof being conclusive evidence of his approval. The City Clerk is authorized and directed to attest and affix the seal to the Disclosure Certificate. Notwithstanding any other provision of the Ordinance or this Ordinance, failure of the Issuer to comply with such Disclosure Certificate shall not be considered an event of default hereunder or under the Ordinance; provided, however, any Series 2021 Bondholder may take such actions as may be necessary and appropriate, including seeking mandate or specific performance by court order, to cause the Issuer to comply with its obligations under this Section 12 and the Disclosure Certificate. For purposes of this Section 12 "Series 2021 Bondholder" shall mean any person who (A) has the power, directly or indirectly, to vote or consent with respect to, or to dispose of ownership of, any Series 2021 Bonds (including persons holding Series 2021 Bonds through nominees, depositories or other intermediaries), or (B) is treated as the owner of any Series 2021 Bonds for federal income tax purposes.

SECTION 13. APPOINTMENT OF BOND REGISTRAR. Subject to the satisfaction in all respects of the conditions set forth in Section 5 hereof, U.S. Bank National Association, Orlando, Florida, is hereby designated as the initial Bond Registrar for the Series 2021 Bonds. The City Manager and the City Clerk are hereby authorized to enter into any agreement which is prepared by Bond Counsel which may be necessary to effect the transactions contemplated by this Section 13 and by the Ordinance (the "Bond Registrar Agreement").

SECTION 14. MUNICIPAL BOND INSURANCE. If the City Manager determines, upon the advice of the Financial Advisor, that all or any portion of the Series 2021 Bonds (the "Insured Series 2021 Bonds") will be insured by a municipal bond insurance policy, then the City Manager, upon the advice of the Financial Advisor and Bond Counsel to the Issuer, shall select either Assured Guaranty Municipal Corp. ("AGM") or Build America Mutual Assurance Company ("BAM") as the municipal bond insurer with respect to the Insured Series 2021 Bonds (the "Insurer") and a sufficient portion of the proceeds of the Series 2021 Bonds shall be applied to the payment of the premium for the Insurer's standard form of municipal bond insurance policy (the "Bond Insurance Policy") in accordance with the provisions of Section 8(A)(ii) hereof. The City Manager is authorized and directed to execute, and the City Clerk is authorized to attest, any insurance agreement (the "Bond Insurance Agreement") that is necessary to incorporate the standard municipal bond insurance provisions required by the Insurer, such Bond Insurance Agreement to be subject to the approval of the Issuer's Bond Counsel and the Issuer's

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Counsel, such approval being evidenced by the City Manager's execution thereof. Subject in all respects to the satisfaction of the conditions set forth in Section 5 hereof, so long as the Bond Insurance Policy issued by the Insurer is in full force and effect and the Insurer has not defaulted in its payment obligations under the Bond Insurance Policy, the Issuer agrees to comply with the provisions of any Bond Insurance Agreement executed in accordance with this Section 14.

SECTION 15. AMENDMENTS TO THE ORDINANCE. (A) The definition of "Reserve Account Requirement" set forth in Section 1.02 of the Ordinance is hereby amended to include the following clause at the end of such definition:

"; provided, however, the City may establish by subsequent resolution or ordinance adopted or enacted in connection with the authorization of the issuance of a Series of Bonds, a different Reserve Account Requirement with respect to such Series of Bonds pursuant to Section 3.03(C)(3)(a) hereof, which Reserve Account Requirement may be \$0.00."

(B) Section 3.03(C)(3)(a) of the Ordinance is hereby amended by including the following paragraph as the third paragraph of such Section 3.03(C)(3)(a):

"Notwithstanding the immediately preceding paragraph, the City may also establish a separate subaccount in the Reserve Account for any Series of Bonds and provide a pledge of such subaccount to the payment of such Series of Bonds apart from the pledge provided herein. To the extent a Series of Bonds is secured separately by a subaccount of the Reserve Account, the holders of such Bonds shall not be secured by any other moneys in the Reserve Account. Moneys in a separate subaccount of the Reserve Account shall be maintained at the Reserve Account Requirement applicable to such Series of Bonds secured by the subaccount; provided the subsequent resolution or ordinance authorizing such Series of Bonds may establish the Reserve Account Requirement relating to such separate subaccount of the Reserve Account at such level as the City deems appropriate. In the event the City by subsequent resolution or ordinance establishes the Reserve Account Requirement for a particular Series of Bonds to be zero (0.00) or it shall determine that such Series are not to be secured in any manner by the Reserve Account or a subaccount, then it shall not be required to establish a separate subaccount; provided, however, such Series of Bonds shall have no lien on or pledge of any moneys on deposit in the Reserve Account. Moneys used to replenish the Reserve Account shall be deposited in the separate subaccounts in the Reserve Account and in the Reserve Account on a pro-rata basis. In the event the City shall maintain a Reserve Account Credit Facility and moneys in any subaccount, the moneys shall be used prior to making any disbursements under such Reserve Account Credit Facility."

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(C) The foregoing amendments to the Ordinance shall be adequately disclosed in the Preliminary Official Statement and the Official Statement. The initial Series 2021 Bondholders will be deemed to have notice of and consented to in writing all of the amendments to the Ordinance described in this Section 15 by virtue of their purchase of such Series 2021 Bonds. The amendments contained in this Section 15 will not become effective until the consent of not less than fifty-one percent (51%) or more in principal amount of the Bonds then Outstanding have consented to such amendments and all Credit Facility Issuers then providing a Credit Facility have consented to such amendments.

SECTION 16. GENERAL AUTHORITY. The City Manager, the Mayor, the members of the Council of the Issuer, the City Clerk, the Chief Financial Officer and the officers, attorneys and other agents or employees of the Issuer are hereby authorized to do all acts and things required of them by this ordinance, the Ordinance, the Official Statement, the Disclosure Certificate, the Bond Insurance Agreement, if any, the Bond Registrar Agreement, or the Purchase Contract or desirable or consistent with the requirements hereof, the Ordinance, the Official Statement, the Disclosure Certificate, the Bond Insurance Agreement, if any, the Bond Registrar Agreement, or the Purchase Contract for the full punctual and complete performance of all the terms, covenants and agreements contained herein or in the Series 2021 Bonds, the Ordinance, the Official Statement, the Disclosure Certificate, the Bond Insurance Agreement, if any, the Bond Registrar Agreement, and the Purchase Contract and each member, employee, attorney and officer of the Issuer, the City Manager, the Mayor, the City Clerk, and the Chief Financial Officer 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. To the extent the City Manager is unable or unavailable to perform any obligation or duty hereunder, the Issuer's Chief Financial Officer is authorized to act on his behalf. To the extent that the City Clerk is unable or unavailable to perform any obligation or duty hereunder, any Deputy or Assistant City Clerk is authorized to act on her behalf.

SECTION 17. SEVERABILITY AND INVALID PROVISIONS. If any one or more of the covenants, agreements or provisions herein contained shall 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 separable from the remaining covenants, agreements or provisions and shall in no way affect the validity of any of the other provisions hereof or of the Series 2021 Bonds.

SECTION 18. ORDINANCE TO CONTINUE IN FORCE. Except as herein expressly provided, the Ordinance and all the terms and provisions thereof are and shall remain in full force and effect.

SECTION 19. EFFECTIVE DATE. This Ordinance shall take effect immediately upon its adoption by the Council of the City of Port St. Lucie, Florida.

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PASSED AND APPROVED by the Council of the City of Port St. Lucie, Florida
this 24th day of May, 2021.

COUNCIL
CITY OF PORT ST. LUCIE

By: _____
Gregory J. Oravec, Mayor

ATTEST:

Sally Walsh, City Clerk

APPROVED AS TO FORM: _____
City Attorney

EXHIBIT A

GENERAL DESCRIPTION OF SERIES 2021 PROJECT

The Series 2021 Project generally includes the following capital improvements, as more particularly described in the plans and specifications on file with the Issuer, as the same may be amended and supplemented from time to time:

- two new western reverse osmosis Floridan wells for the JEA Water Treatment Plant
- new western raw water main to connect the new wells to the JEA Water Treatment Plant
- Relocation of water utility lines in connection with the Floresta Drive roadway improvements
- a new deep injection well for the Prineville Water Treatment Facility
- various upgrades to the Westport Wastewater Treatment Plant to meet new nutrient reduction requirements
- extension of reuse water line one mile southwest of C24 canal to the Glades wastewater booster pumping station
- various upgrades to the Northport booster pump main to increase the capacity of wastewater flows to the Glades Wastewater Treatment Plant

EXHIBIT B

FORM OF PURCHASE CONTRACT

EXHIBIT C

FORM OF PRELIMINARY OFFICIAL STATEMENT

EXHIBIT D

FORM OF CONTINUING DISCLOSURE CERTIFICATE