

RESOLUTION NO. 89-31

A RESOLUTION FIXING THE DATE, DENOMINATIONS, MATURITY SCHEDULE, INTEREST RATES, INTEREST PAYMENT DATES, REDEMPTION PROVISIONS AND BOND REGISTRAR AND PAYING AGENT FOR \$9,780,000 OPTIONAL GAS TAX REVENUE BONDS, SERIES 1988, OF NASSAU COUNTY, FLORIDA; AWARDED THE BONDS AT NEGOTIATED SALE TO THE PURCHASER; APPROVING THE FORM AND DISSEMINATION OF THE OFFICIAL STATEMENT FOR THE BONDS; CANCELLING AUTHORIZATION FOR THE ISSUANCE OF THE BALANCE OF THE BONDS; AUTHORIZING ALL OTHER NECESSARY ACTION IN CONNECTION WITH THE ISSUANCE OF THE BONDS; AND PROVIDING AN EFFECTIVE DATE.

BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF NASSAU COUNTY, FLORIDA:

SECTION 1. AUTHORITY FOR RESOLUTION. This resolution is adopted pursuant to Sections 215.84 and 218.385, Florida Statutes, and other applicable provisions of law.

SECTION 2. FINDINGS. It is hereby ascertained, determined and declared that:

A. Resolution No. 88-28 (the "Resolution") of the Board of County Commissioners (the "Governing Body") of Nassau County, Florida (the "Issuer"), duly adopted on January 12, 1988, authorized the issuance of not exceeding \$12,000,000 Optional Gas Tax Revenue Bonds, Series 1988 (the "Bonds"), to provide for the construction of certain transportation improvements in the area of the Issuer.

B. The Bonds were validated and confirmed by final judgment of the Circuit Court, Fourth Judicial Circuit, in and for Nassau County, Florida; the appeal period has expired; and no notice of appeal of the final judgment was filed.

C. Prior to adoption of this resolution, significant changes have occurred in the municipal bond market regarding interest rates on long term municipal bonds, which are favorable to the Issuer.

D. Based upon all available information and advice from the staff of the Issuer, the Governing Body has determined that it is in the best interest of the Issuer to respond to these favorable market conditions without undue delay.

E. There is insufficient time to respond to these favorable market conditions by offering the Bonds for public sale.

F. The complex character of the issuance of the Bonds requires lengthy and detailed structuring which could be unreasonably restricted by the lack of flexibility at public sale.

G. A negotiated sale of these Bonds will result in the most favorable bond financing plan and is in the best interest of the Issuer.

H. There has been filed with the Issuer, prior to adoption of this resolution, the disclosure statement required by Section 218.385(4), Florida Statutes.

I. The Issuer has received, or will receive prior to the issuance of the Bonds, a commitment (the "Commitment") for municipal bond insurance from Municipal Bond Investors Assurance Corporation, White Plains, New York (the "Insurer"), and, therefore, expects to receive from Standard & Poor's Corporation, New York, New York, or Moody's Investors Service, New York, New York, prior to issuance of the Bonds, a bond rating in one of its 3 highest classifications.

J. Shearson Lehman Hutton Inc. and Drexel Burnham Lambert Incorporated (collectively, the "Purchaser"), have by written proposal, offered to purchase \$9,780,000 aggregate principal amount of the Bonds at the price of \$9,644,840.40, plus accrued interest to the date of delivery, at the interest rates set forth below.

K. It is necessary and desirable at this time to fix the date, denominations, maturity schedule, interest rates, interest payment dates, redemption provisions and bond registrar and paying agent for the Bonds; to award the Bonds at negotiated sale to the Purchaser; to approve the form and dissemination of the official statement for the Bonds; to cancel authorization for the issuance of the balance of the Bonds; and to authorize all other necessary action in connection with the issuance of the Bonds.

SECTION 3. REMAINING FISCAL DETAILS FOR BONDS. The date, denominations, maturity schedule, interest rates, interest payment dates and redemption provisions for the Bonds shall be as set forth below.

The Bonds shall be issued in the denomination of \$5,000 each or any integral multiple thereof; shall be dated March 1, 1989; and shall bear interest payable on September 1, 1989, and semiannually thereafter on March 1 and September 1 of each year.

Bonds in the aggregate principal amount of \$5,950,000 shall be issued as serial bonds, shall bear interest at the rates per annum and shall mature on March 1 in the years and amounts as follows:

<u>Year</u>	<u>Amount</u>	<u>Interest Rate</u>	<u>Year</u>	<u>Amount</u>	<u>Interest Rate</u>
1990	\$240,000	6.50%	1997	\$380,000	7.00%
1991	255,000	6.60	1998	405,000	7.10
1992	270,000	6.70	1999	435,000	7.15
1993	290,000	6.80	2000	465,000	7.20
1994	310,000	6.85	2001	495,000	7.25
1995	330,000	6.90	2002	535,000	7.30
1996	355,000	6.95	2003	570,000	7.35
			2004	615,000	7.40

Bonds in the aggregate principal amount of \$3,830,000 shall be issued as term bonds, shall mature on March 1, 2009, and shall bear interest at the rate of 7.50% per annum.

Principal amounts of the Bonds or portions thereof maturing on March 1, 2009, to be selected by lot, which shall be equal to the following mandatory amortization installments:

<u>Year</u>	<u>Amount</u>
2005	\$660,000
2006	710,000
2007	760,000
2008	820,000
2009	880,000

shall be redeemed on March 1 in such years prior to their maturity (except the installment maturing in the year 2009) by operation of the Bond Amortization Account, at the price of the principal amount thereof plus accrued interest to the date of prior redemption, or be purchased in the open market at a price not to exceed such redemption price.

The Bonds or portions thereof maturing in the years 1990 to 1997, both inclusive, are not subject to redemption prior to their respective stated dates of maturity, at the option of the Issuer. The Bonds or portions thereof maturing in the year 1998 and thereafter

shall, at the option of the Issuer, be redeemable other than by operation of the Bond Amortization Account, in whole at any time on or after March 1, 1997, or in part, in such manner determined by the Issuer, on March 1, 1997, or on any interest payment date thereafter, at a price of par and accrued interest, plus the premiums specified below, expressed as percentages of the principal amount of the Bonds or portions thereof to be so redeemed, if redeemed during the following periods:

<u>Redemption Period</u> (both dates inclusive)	<u>Premium</u>
March 1, 1997, to February 28, 1998	2%
March 1, 1998, to February 28, 1999	1
March 1, 1999, and thereafter	0

SECTION 4. BOND REGISTRAR AND PAYING AGENT. The bond registrar and paying agent for the Bonds shall be Barnett Banks Trust Company, N.A., Jacksonville, Florida.

SECTION 5. AWARD OF BONDS. Bonds in the aggregate principal amount of \$9,780,000 are hereby awarded and sold to the Purchaser at the price of \$9,644,840.40, plus accrued interest to the date of delivery, bearing interest as stated above, and upon the remaining terms and conditions of the purchase proposal.

SECTION 6. STATEMENT OF INSURANCE. There shall be printed on the back of each Bond a statement to the effect that payment of the principal of and interest on the Bonds is insured by the Insurer, and the proper officer of the Issuer is authorized and directed to pay the premium for such insurance upon the delivery of the Bonds.

SECTION 7. RESOLUTION CHANGES REQUIRED BY COMMITMENT. Prior to the issuance of the Bonds, the Governing Body shall amend the Resolution as necessary to conform to the conditions set forth in the Commitment which have been approved in the manner specified by Section 10 below.

SECTION 8. OFFICIAL STATEMENT. The form and dissemination of the preliminary official statement with respect to and in connection with the marketing of the Bonds are hereby approved. The proper officers or agents of the Governing Body or of the Issuer are hereby

authorized and directed to prepare, or cause to be prepared, the final official statement for the Bonds in substantially the form of the preliminary official statement, with such changes and additions as may be requested from time to time by the officers or agents of the Issuer, without further authorization from this Governing Body.

SECTION 9. CANCELLATION OF BALANCE OF BONDS. The authorization for issuance of the unsold balance of the Bonds is hereby cancelled and rescinded.

SECTION 10. NECESSARY ACTION. The proper officers of the Issuer are hereby designated agents of the Issuer in connection with the issuance of the Bonds, and are authorized and empowered, individually or collectively, to take all action and steps and to execute and deliver any and all instruments, documents or contracts on behalf of the Issuer which are required by the Resolution and/or are necessary and desirable in connection with the execution and delivery of the Bonds, and which are not inconsistent with this resolution and any other action relating to the Bonds.

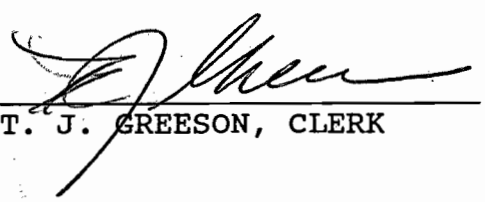
SECTION 11. EFFECTIVE DATE. This resolution shall take effect immediately upon its adoption.

PASSED AND ADOPTED this 14th day of March, 1989.

BOARD OF COUNTY COMMISSIONERS
NASSAU COUNTY, FLORIDA

ATTEST:

By: 
JAMES E. TESTONE, CHAIRMAN

By: 
T. J. GREESON, CLERK