

RESOLUTION NO. 97- 238

A RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF NASSAU COUNTY, FLORIDA, AMENDING AND RESTATING IN ITS ENTIRETY RESOLUTION NO. 97-189 OF THE COUNTY, ADOPTED SEPTEMBER 22, 1997; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, the Board of County Commissioners of Nassau County, Florida (the "County") has, on September 22, 1997, previously adopted its Resolution No. 97-189 (the "Amending Resolution"), amending County Resolution No. 93-122 in certain respects; and

WHEREAS, the County desires to modify the Amending Resolution in certain respects;

NOW, THEREFORE, BE IT RESOLVED by the Board of County Commissioners of Nassau County, Florida, as follows:

SECTION 1. The Amending Resolution is hereby restated, amended and supplemented to read as follows:

"A RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF NASSAU COUNTY, FLORIDA, AMENDING RESOLUTION NO. 93-122 OF THE COUNTY; PROVIDING FOR THE RELEASE OF THE LIEN ON THE COUNTY'S HALF-CENT SALES TAX REVENUES GRANTED TO THE HOLDERS OF THE COUNTY'S SOLID WASTE SYSTEM REVENUE BONDS, SERIES 1993; PROVIDING FOR A COVENANT TO BUDGET AND APPROPRIATE FROM AVAILABLE NON-AD VALOREM REVENUES AN AMOUNT SUFFICIENT TO CURE ANY DEFICIENCY IN DEBT SERVICE PAYMENTS; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, the Board of County Commissioners of Nassau County, Florida (the "Issuer") has previously adopted its Resolution No. 93-122 (the "Original Resolution") authorizing, among other things, the issuance of the Issuer's Solid Waste System Revenue Bonds, Series 1993 (the "Bonds"); and

WHEREAS, said Bonds were purchased by First Union National Bank of Florida (the "Bank") and continue to be owned by the Bank; and

WHEREAS, pursuant to the Original Resolution, the Bonds are secured by, among other things, a pledge of and lien on the Issuer's Sales Tax Revenues (as defined in the Original Resolution);

WHEREAS, the Issuer and the Bank desire to provide for a release of the Sales Tax Revenues from the lien of the Original Resolution and to provide therein for a covenant by the Issuer to budget and appropriate sufficient amounts of available non-ad valorem revenues sufficient to cure any shortfall in amounts available to pay debt service on the Bonds;

NOW, THEREFORE, be it resolved by the Board of County Commissioners of Nassau County, Florida, as follows:

SECTION 1. Section 1.01 of the Original Resolution is hereby amended to add as an additional definition therein the following:

"Non-Ad Valorem Funds" shall mean all revenues of the Issuer derived from any source whatsoever other than ad valorem taxation on real or personal property, which are legally available to make the payments required herein, but only after provision has been made by the Issuer for the payment of all essential or legally mandated services.

SECTION 2. Section 1.01 of the Original Resolution is hereby amended to modify the definition of "Pledged Funds" therein to read as follows:

"Pledged Funds" shall mean (1) the Net Revenues, (2) moneys that have been budgeted and appropriated in the Issuer's annual budget specifically for the payment of the Bonds pursuant to Section 4.10 of this Resolution and (3) until applied in accordance with the provisions of this Resolution, all moneys, including investments thereof, in the accounts and subaccounts established hereunder, except (A) to the extent moneys therein shall be required to pay the Operating Expenses of the System in accordance with the terms hereof, (B) to the extent moneys in each subaccount of the Reserve Subaccount shall be pledged solely for the payment of the Series of Bonds for which it was established in accordance with the provisions hereof and (C) amounts in the Rebate Account.

SECTION 3. Section 4.04 of the Original Resolution is hereby amended to delete the requirement to establish the "Nassau County, Florida Solid Waste System Sales Tax Revenue Account," and Section 4.07 of the Original Resolution is also hereby deleted. Any remaining reference in the Original Resolution to the levy, collection or pledge of the Sales Tax Revenues is hereby deleted, and such Sales Tax Revenues shall henceforth not be subject to the lien created by or otherwise encumbered under or pursuant to the Original Resolution.

SECTION 4. The Original Resolution is hereby amended to add as a new section 4.10 thereof the following:

SECTION 4.10. COVENANT TO BUDGET AND APPROPRIATE. The Issuer covenants and agrees to appropriate

in its annual budget, by amendment, if necessary, from Non-Ad Valorem Funds lawfully available in each Fiscal Year, amounts sufficient to make up cumulative deficiencies in the Payment Subaccount and the Term Bonds Redemption Subaccount existing after the transfers from other Funds and accounts provided by this Resolution on the fifteenth day of the month next preceding each interest payment date on the Bonds. Such covenant and agreement on the part of the Issuer to budget and appropriate such amounts of Non-Ad Valorem Funds shall be cumulative to the extent not paid, and shall continue until such Non-Ad Valorem Funds or other legally available funds in amounts sufficient to make all such required payments shall have been budgeted, appropriated and actually paid. Notwithstanding the foregoing covenant of the Issuer, the Issuer does not covenant to maintain any services or programs, now provided or maintained by the Issuer, which generate Non-Ad Valorem Funds.

Such covenant to budget and appropriate does not create any lien upon or pledge of such Non-Ad Valorem Funds, nor does it preclude the Issuer from pledging in the future its Non-Ad Valorem Funds, nor does it require the Issuer to levy and collect any particular Non-Ad Valorem Funds, nor does it give the Bondholders a prior claim on the Non-Ad Valorem Funds as opposed to claims of general creditors of the Issuer. Such covenant to appropriate Non-Ad Valorem Funds is subject in all respects to the payment of obligations secured by a pledge of such Non-Ad Valorem Funds heretofore or hereinafter entered into (including the payment of debt service on bonds and other debt instruments). However, the covenant to budget and appropriate in its general annual budget for the purposes and in the manner stated herein shall have the effect of making available for the payment of deficiencies in the Payment Subaccount and Term Bonds Redemption Subaccount, in the manner described herein Non-Ad Valorem Funds and placing on the Issuer a positive duty to appropriate and budget, by amendment, if necessary, amounts sufficient to meet its obligations hereunder; subject, however, in all respects to the restrictions of Section 129.07, Florida Statutes, which provides that the governing body of each county make appropriations for each fiscal year which, in any one year, shall not exceed the amount to be received from taxation or other revenue sources; and subject, further, to the payment of services and programs which are for essential public purposes affecting the health, welfare and safety of the inhabitants of the Issuer or which are legally mandated by applicable law.

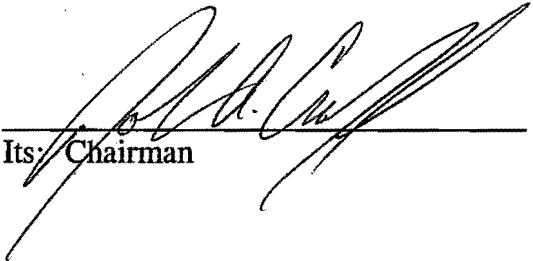
SECTION 5. The Issuer and the Bank agree to exchange a substitute Bond reflecting the changes contemplated by this Resolution for the original Bond held by the Bank.

SECTION 6. Except as amended hereby, the Original Resolution shall remain in full force and effect."


SECTION 2. Except as amended hereby, the Amended Resolution shall remain in full force and effect.

PASSED AND ADOPTED this 8th day of December, 1997.

NASSAU COUNTY, FLORIDA

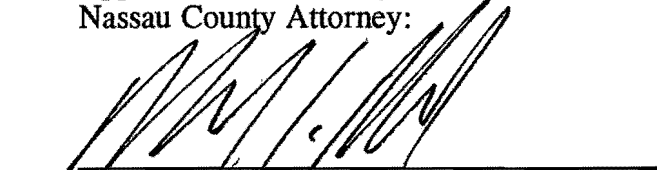
By: 
Its: Chairman

ATTEST:



J. M. "Chip" Oxley, Jr.
Clerk

Approved as to form by the
Nassau County Attorney:



Michael S. Mullin