

RESOLUTION 2022B-_____

A RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF BROWARD COUNTY, FLORIDA, AUTHORIZING THE ISSUANCE OF THE COUNTY'S WATER AND SEWER UTILITY REVENUE REFUNDING BOND, SERIES 2022B (THE "SERIES 2022B BOND"), TO BE ISSUED IN A PRINCIPAL AMOUNT NOT EXCEEDING \$80,000,000 TO BE APPLIED, TOGETHER WITH OTHER LEGALLY AVAILABLE FUNDS, IF ANY, FOR THE PURPOSES OF (1) REFUNDING ALL OR A PORTION OF THE COUNTY'S OUTSTANDING WATER AND SEWER UTILITY REVENUE BONDS, SERIES 2012A AND THE COUNTY'S OUTSTANDING WATER AND SEWER UTILITY REVENUE REFUNDING BONDS, SERIES 2012B AND (2) PROVIDING FOR THE COSTS OF ISSUANCE OF THE SERIES 2022B BOND; DELEGATING TO THE COUNTY ADMINISTRATOR, WITHIN THE PARAMETERS SET FORTH HEREIN, THE AUTHORITY TO SELECT A BANKING INSTITUTION TO PROVIDE A LOAN TO THE COUNTY AND TO PROVIDE CERTAIN TERMS, PROVISIONS AND PROVIDERS OF SERVICES FOR THE SERIES 2022B BOND; AUTHORIZING THE EXECUTION AND DIRECTING THE AUTHENTICATION AND DELIVERY OF THE SERIES 2022B BOND; FINDING THE NECESSITY FOR A NEGOTIATED ISSUANCE AND SALE OF THE SERIES 2022B BOND; AUTHORIZING PROPER OFFICIALS TO DO ALL THINGS DEEMED NECESSARY IN CONNECTION WITH THE ISSUANCE, SALE, EXECUTION AND DELIVERY OF THE SERIES 2022B BOND; PROVIDING FOR CONFLICTS, SEVERABILITY AND AN EFFECTIVE DATE.

WHEREAS, Broward County, Florida (the "County"), a political subdivision of the State of Florida (the "State") and a chartered, home rule county pursuant to the Constitution and the laws of the State, now owns and operates a water and sewer utility (the "Water and Sewer Utility"); and

WHEREAS, all capitalized terms used herein and not otherwise defined herein shall have the meaning ascribed thereto in Section 2(b) hereof; and

WHEREAS, under and pursuant to Resolution No. 88-4066, adopted on September 6, 1988 by the Board of County Commissioners (the "Board") of the County, as amended and supplemented, in particular by Resolution No. 88-4913, adopted by the Board on November 1, 1988, and by Resolution No. 2003-89, adopted by the Board on February 18, 2003 (collectively, the "Resolution"), the County now desires to authorize, pursuant to this Series Resolution (the "2022B Bond Series Resolution"), a Series of Bonds; and

WHEREAS, the Resolution provides that Refunding Bonds may be issued under the Resolution for the purpose of providing funds for refunding all or any portion of Bonds then Outstanding of any one or more Series by payment at maturity or redemption at a selected redemption date or dates, or a combination of such payment at maturity and redemption, and that certain other matters relating to said Refunding Bonds shall be determined in a Series Resolution; and

WHEREAS, Section 307 of the Resolution provides that the County may call bonds for redemption to be paid at their maturity or earlier redemption date; and

WHEREAS, Section 213 of the Resolution provides that any Refunding Bonds may be secured on a parity with the Bonds that have a parity senior lien on the Net Revenues and, to the extent provided by law and in the Resolution, Impact Fees (the "Outstanding Parity Bonds"); and

WHEREAS, the County desires to issue its Water and Sewer Utility Revenue Refunding Bond, Series 2022B (the "Series 2022B Bond") in the principal amount of not exceeding \$80,000,000, to be applied, together with other legally available funds, if any, for the purpose of paying the costs of: (a) refunding all or a portion of the County's Outstanding Water and Sewer Utility Revenue Bonds, Series 2012A (the "Series 2012A Bonds") and the County's Outstanding Water and Sewer Utility Revenue Refunding Bonds, Series 2012B (the "Series 2012B Bonds"); and (b) paying the costs of issuance of the Series 2022B Bond; and

WHEREAS, the County desires to provide herein for the refunding of all or a portion of the Series 2012A Bonds and Series 2012B Bonds (collectively, the "Refunded Bonds") under the provisions and conditions hereof through the issuance of the Series 2022B Bond as a Refunding Bond; and

WHEREAS, the County deems it appropriate to delegate to the County Administrator authorization to select a banking institution (the "Bank") to make a loan (the "Loan") to the County to refund the Refunded Bonds and to finalize the terms of the Series 2022B Bond, all subject to the limitations established in this 2022B Bond Series Resolution; and

WHEREAS, the County deems it in the best financial interests of the County and the users of the Water and Sewer Utility that the Series 2022B Bond be issued to secure the Loan; and

WHEREAS, it is now desirable to provide for the sale and issuance of the Series 2022B Bond and the execution and delivery of certain documents in connection therewith.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF BROWARD COUNTY, FLORIDA:

SECTION 1. FINDINGS. The Board of County Commissioners of the County hereby finds, determines and declares that:

(a) Pursuant to Section 218.385, Florida Statutes, as amended, the County hereby approves a negotiated sale of the Series 2022B Bond, based upon the following findings as to the reasons requiring such negotiated sale:

(i) In order to attain the desired interest rate, it is necessary to be able to receive the Loan from the Bank and issue the Series 2022B Bond as security for the Loan when market conditions are most favorable. The utilization of a competitive sale by public bidding is not in the best interest of the County and the users of the Water and Sewer Utility due to the volatility of the municipal bond market and the need to issue the Series 2022B Bond quickly when market conditions are favorable; and

(ii) For the foregoing reasons, it is found and determined that it is necessary and desirable and in the best financial interests of the County to issue the Series 2022B Bond in a negotiated sale and to authorize the County Administrator (or in her absence, her designee) to accept a proposal from the Bank (the "Proposal") as provided in Section 5 hereof.

(b) The County will apply the proceeds of the Loan, together with other legally available funds, if any, to: (i) refund the Refunded Bonds and (ii) pay the costs of issuance of the Series 2022B Bond; and

(c) The Series 2022B Bond shall not be deemed to constitute an indebtedness of the County within the meaning of any constitutional or statutory provision or limitation and the County is not obligated to pay the principal of, the premium, if any, or the interest on the Series 2022B Bond except from Net Revenues and, to the extent allowed by State law, Impact Fees; and the full faith and credit of the County are not pledged to the payment of the principal of, the premium, if any, or the interest on the Series 2022B Bond. The issuance of the Series 2022B Bond shall not directly, indirectly or contingently obligate the County to levy or to pledge any taxes whatsoever therefor or to make any appropriation for the payment of the principal of, the premium, if any, or the interest on the Series 2022B Bond except as provided in this 2022B Bond Series Resolution; and

(d) Entering into the Loan and the issuing of the Series 2022B Bond and the use of the proceeds thereof, as herein provided, serve a proper public purpose; and

(e) For the foregoing reasons and as required by the Resolution, the County does hereby find and determine that it is desirable and in the best financial interests of the County and the users of the Water and Sewer Utility to enter into the Loan with the Bank and to issue the Series 2022B Bond on a negotiated basis under the terms of this 2022B Bond Series Resolution.

SECTION 2. RECITALS, DEFINITIONS AND CONSTRUCTION.

(a) Recitals. The recitals contained in the foregoing "WHEREAS" clauses are incorporated herein by this reference.

(b) Definitions. All capitalized terms used herein, which are not defined herein, shall have the meanings specified in the Resolution or the Proposal, as applicable, unless the context otherwise clearly requires. Unless the context otherwise requires, the capitalized words and terms defined in this Section shall have the following meanings:

"Bank" means the banking institution selected by the County Administrator as provided in Section 5 hereof.

"Bond Counsel" shall mean collectively Nabors, Giblin & Nickerson, P.A. and Manuel Alonso-Poch, P.A. or another attorney or firm of attorneys satisfactory to the Underwriters and the County and nationally recognized as experienced in matters relating to the issuance and tax exemption of interest on bonds of states and political subdivisions thereof.

"Chief Financial Officer" means the Chief Financial Officer and Director of Finance and Administrative Services Department and the "Finance Director" as such term is used and defined in the Resolution.

"Financial Advisor" shall mean Public Resources Advisory Group, as financial advisor to the County for the Series 2022B Bond.

"Interest Payment Date" means the date or dates on which interest on the Series 2022B Bond shall be due and payable, as described in the Series 2022B Bond and within the parameters set forth in Section 3(b) of this 2022B Bond Series Resolution.

"Mayor" means the Mayor or Vice-Mayor of the County.

"Paying Agent" and **"Bond Registrar"** means Regions Bank, and any successor thereto.

(c) Rules of Construction. Any reference to any Article, Section or provision of the Constitution or Laws of the State, or of federal laws, or rules or regulations, shall include such provisions as amended, modified, revised, supplemented or superseded from time to time; provided that no such change shall be deemed applicable by reason of this provision if such change by its terms is inapplicable to any particular Bonds or would, in any way, constitute an unlawful impairment of the rights of the County or any Bondholder.

Terms used herein which are relevant to the provisions of the Code but which are not defined herein shall have the meanings given to them in the Code, unless the context indicates another meaning.

SECTION 3. AUTHORIZATION OF SERIES 2022B BOND; TERMS AND PROVISIONS APPLICABLE TO SERIES 2022B BOND.

(a) Authorization of the Series 2022B Bond. There is hereby authorized a revenue refunding bond of the County designated as the "Broward County, Florida Water and Sewer Utility Revenue Refunding Bond, Series 2022B" to be issued under and pursuant to the Resolution and this 2022B Bond Series Resolution as a Refunding Bond. The principal amount of the Series 2022B Bond shall not exceed Eighty Million Dollars (\$80,000,000), with the exact principal amount of said Series 2022B Bond to be determined by the County Administrator prior to the issuance thereof. The Series 2022B Bond shall be issued for the purpose of securing the Loan for the purposes of providing funds, together with other legally available funds, if any, to: (i) refund the Refunded Bonds and (ii) pay the costs of issuance of the Series 2022B Bond.

The Series 2022B Bond shall be executed substantially in the form and manner set forth herein and in the Resolution and shall be deposited with the Bond Registrar for authentication and delivery, but prior to or simultaneously with the delivery of the Series 2022B Bond by the Bond Registrar, there shall be filed with the County Administrator the following:

(i) copies, certified by the County Administrator, of this 2022B Bond Series Resolution and the Resolution;

(ii) an opinion of the County Attorney stating that the signer is of the opinion that the issuance of the Series 2022B Bond has been duly authorized and that all conditions precedent to the delivery of the Series 2022B Bond have been fulfilled;

(iii) an opinion of Bond Counsel approved by the County, to the effect that upon the issuance of the Series 2022B Bond and the application of the proceeds thereof, the Refunded Bonds will no longer be deemed to be Outstanding under the Resolution;

(iv) such documents as shall be required by the Chief Financial Officer to show that provision has been duly made in accordance with the provisions of this 2022B Bond Series Resolution for the use of the proceeds of the Series 2022B Bond and payment or redemption of the Refunded Bonds.

When (i) the documents described above in this Section 3(a) shall have been filed with the County Administrator, (ii) the Series 2022B Bond shall have been executed by the County and authenticated by the Bond Registrar as required by the Resolution and this 2022B Bond Series Resolution, and (iii) the Bank has paid to the County the Loan, then the Bond Registrar shall deliver such Series 2022B Bond at one time to or upon the order of the Bank as set forth in the Proposal and in Section 5 of this 2022B Bond Series Resolution. The Chief Financial Officer shall be entitled to rely upon this 2022B Bond Series Resolution as to all matters stated herein.

The proceeds (excluding any accrued interest) of the Series 2022B Bond shall be applied by the Chief Financial Officer in the manner provided in Section 4 of this 2022B Bond Series Resolution.

The County Administrator will enter into the Loan, execute the Series 2022B Bond and refund the Refunded Bonds only if the terms of this 2022B Series Resolution and the Proposal have been satisfied.

(b) Form, Denominations, Date, Interest Rates and Maturity Dates. The Series 2022B Bond is issuable only in fully registered form and shall be in substantially the form thereof set forth in Exhibit "A" to this 2022B Bond Series Resolution, with such appropriate variations, omissions and insertions as may be required therein and as may be approved by the County Administrator pursuant to the Proposal. The Series 2022B Bond shall be issued in the denomination of the initial principal amount thereof, or such other denominations as determined by the County Administrator. The Series 2022B Bond shall be dated on such date determined by the County Administrator and shall bear interest from its dated date. Interest on the Series 2022B Bond shall be payable semiannually on April 1 and October 1 of each year (or on such other dates determined by the County Administrator and set forth in the Proposal), commencing on such date as shall be determined by the County Administrator and set forth in the Proposal. The Series 2022B Bond shall mature not later than October 1, 2028, shall bear interest at such rate or rates, and may be subject to redemption, all as determined and established in the Proposal and this 2022B Bond Series Resolution. The Series 2022B Bond shall have a true interest cost rate not to exceed 3.85% per annum.

Subject to the foregoing, the principal amount, maturity, interest rates, redemption provisions and other terms of the Series 2022B Bond shall be as approved and determined by the County Administrator and set forth in the Proposal. The Series 2022B Bond may have endorsed thereon such legends or text as may be necessary or appropriate to conform to any applicable rules and regulations of any governmental authority or any usage or requirement of law with respect thereto. The execution and delivery of the Series 2022B Bond substantially in the form mentioned above is hereby authorized, and the execution of the Series 2022B Bond for and on behalf of the County, with a manual signature, by the Mayor, with the official seal of the Board impressed or imprinted thereon and attested, with a manual signature, by the County Administrator, are hereby authorized and shall be conclusive evidence of any such approval.

(c) Refunding. Subject and pursuant to the provisions hereof, the Series 2022B Bond is authorized to be issued in the principal amount of not exceeding \$80,000,000 for the principal purpose of refunding the Refunded Bonds. The issuance of the Series 2022B Bond shall result in a net present value debt service savings of at least 3.0% of the par amount of the Refunded Bonds.

The County Administrator shall determine any amounts in the funds and accounts established by the Resolution which shall be utilized to pay the Refunded Bonds.

In connection with the issuance of the Series 2022B Bond, the Board hereby authorizes and directs the County Administrator, with the advice of the Chief Financial Officer, the Financial Advisor and Bond Counsel to: (i) determine the portions of the Series 2012A Bonds and the Series 2012B Bonds which shall constitute Refunded Bonds, and dates for redemption of the Refunded Bonds, (ii) give or cause to be given any and all such calls and notices related to such redemptions and defeasance as required by the Resolution, and (iii) determine who shall serve as verification agent for the Refunded Bonds, to the extent Bond Counsel deems a verification report is needed to refund the Refunded Bonds.

(d) No Optional Redemption. The Series 2022B Bond shall not be subject to redemption prior to maturity at the option of the County.

(e) Sinking Fund; Mandatory Sinking Fund Redemption. The "Broward County Water and Sewer Utility Revenue Bonds Series 2022B Sinking Fund" is hereby created and designated and is pledged to the payment of the Series 2022B Bond. The Series 2022B Bond consisting of Term Bonds, if any, shall be subject to mandatory redemption prior to maturity to the extent of the Amortization Requirements therefor at the principal amount of such Series 2022B Bond to be redeemed, plus accrued interest to the date fixed for redemption, but without premium, for which there is an Amortization Requirement due on such Series 2022B Bond. The Amortization Requirements or principal payments and redemption or principal payment date or dates for the Series 2022B Bond consisting of Term Bonds shall be as approved and determined by the County Administrator, all as set forth in the Proposal. The County Administrator may also establish separate accounts or subaccounts in such Series 2022B Sinking Fund.

(f) Designation of Bond Registrar. The County hereby selects Regions Bank as Bond Registrar for the Series 2022B Bond, and the payment of its reasonable fees for providing such services is hereby authorized.

(g) Reserve Account Deposit Requirement for Series 2022B Bond. It shall be determined whether a deposit of funds is necessary upon the issuance of the Series 2022B Bond in order to meet the Reserve Account Requirement established by the Resolution. The County Administrator shall provide by certificate, placed on file with the tax certificate for the Series 2022B Bond, the deposits, if any, to be made in the Reserve Account.

SECTION 4. AUTHORIZATION OF AUTHENTICATION AND DELIVERY OF SERIES 2022B BOND. Following the execution of the Series 2022B Bond as provided in Section 3(a) hereof, the County Administrator shall deliver the Series 2022B Bond to the Bond Registrar for authentication. The Bond Registrar is hereby authorized and directed to authenticate and deliver the Series 2022B Bond to or on the order of the Bank upon payment therefor by the Bank.

SECTION 5. SELECTION OF BANK; NEGOTIATED SALE. The Board hereby authorizes and directs the County Administrator to work with the County's Financial Advisor in soliciting proposals from qualified banking institutions to make the Loan and provide the Proposal. Upon advice of the Financial Advisor the County Administrator shall select the Bank which provides a proposal with the best overall financial terms, including interest rate, and satisfies the conditions of this 2022B Bond Series Resolution. The County Administrator is hereby authorized to execute the Proposal on behalf of the County. Based upon the findings set forth in Section 1(a) of this 2022B Bond Series Resolution, the Board hereby approves the negotiated sale of the Series 2022B Bond to the Bank as security for the Loan upon the terms and conditions herein and as set forth in the Proposal. The principal amounts, maturities, interest rates, any mandatory redemption provisions, and other terms of the Series 2022B Bond shall be established by the County Administrator within the parameters therefor set forth in this 2022B Bond Series Resolution. The Proposal and the Series 2022B Bond shall be consistent with the terms of the Request for Proposals for a Tax-Exempt Fixed Rate Bank Loan, the form of which is attached hereto Exhibit "B." Such Request for Proposals may be modified in such manner as approved by the County Administrator provided such modifications are consistent with the terms of this 2022B Bond Series Resolution.

SECTION 6. AUTHORIZATION OF FURTHER ACTIONS; ADDITIONAL COVENANTS AND AGREEMENTS. The Mayor, the County Administrator, the Chief Financial Officer, the County Attorney and other proper officers, employees and agents of the County are hereby authorized and directed to do all acts and things and to execute and deliver any and all documents and certificates which they deem necessary or advisable in order to consummate the issuance of the Series 2022B Bond and otherwise to carry out, give effect to and comply with the terms and intent of this 2022B Bond Series Resolution, the Series 2022B Bond and the documents herein described, including undertaking all administrative and budgetary actions in connection therewith. In the event that the Mayor, the County Administrator, the Chief Financial Officer or the County Attorney is unable to execute and deliver the documents herein contemplated, such documents shall be executed and delivered by the respective designee of such officer or official or any other duly authorized officer or official of the County. The County Administrator or her designee is hereby authorized and directed to apply and attest the official seal of the County to any agreement or instrument authorized or approved herein or in the Resolution that requires such a seal and attestation.

SECTION 7. FEDERAL TAX PROVISIONS AND INFORMATION RETURN. In addition to the other covenants and agreements of the County in this 2022B Bond Series Resolution, the County hereby covenants and agrees that it will restrict the use of the proceeds of the Series 2022B Bond in such manner and to such extent as may be necessary so that the Series 2022B Bond will not constitute private activity bonds, arbitrage bonds or hedge bonds under Sections 141, 148 or 149(g) of the Code, respectively.

The Mayor, the County Administrator, or the Chief Financial Officer, and any other officer having responsibility for the issuance of the Series 2022B Bond is authorized and directed, alone or in conjunction with any of the foregoing or with any other officer, employee or agent of or consultant to the County, to give:

- (i) an appropriate certificate of the County for inclusion in the transcript of proceedings for the Series 2022B Bond, setting forth the reasonable expectations of the County regarding the amount and use of all of the proceeds of the Series 2022B Bond, the facts, circumstances and estimates on which those expectations are based and other facts and circumstances relevant to the tax treatment of interest on the Series 2022B Bond, all as of the date of delivery of and payment for the Series 2022B Bond; and
- (ii) the statement setting forth the information required by Section 149(e) of the Code, which shall be based on the relevant information provided by the County.

The County covenants with the Holder of the Series 2022B Bond that it shall not use the proceeds of the Series 2022B Bond in any manner which would cause the interest on the Series 2022B Bond to be or become included in gross income for purposes of federal income taxation.

The County covenants with the Holder of the Series 2022B Bond that neither the County nor any person under its control or direction will make any use of the proceeds of the Series 2022B Bond (or amounts deemed to be proceeds under the Code) in any manner which would cause the Series 2022B Bond to be "arbitrage bonds" within the meaning of the Code and neither the County nor any other person shall do any act or fail to do any act which would cause the interest on the Series 2022B Bond to become subject to inclusion within gross income for purposes of federal income taxation.

The County hereby covenants with the Holder of the Series 2022B Bond that it will comply with all provisions of the Code necessary to maintain the exclusion from gross income of interest on the Series 2022B Bond for purposes of federal income taxation, including, in particular, the payment of any amount required to be rebated to the U.S. Treasury pursuant to the Code.

SECTION 8. SEVERABILITY; RESOLUTION CONTROLLING. In case any one or more of the provisions of this 2022B Bond Series Resolution or any document approved hereby shall for any reason be held to be illegal or invalid, such illegality or invalidity shall not affect any other provisions of this 2022B Bond Series Resolution or such document, as the case may be, and such other provisions shall be construed and enforced as if such illegal or invalid provision had not been contained herein or therein. All resolutions or proceedings, or parts thereof, in conflict with the provisions hereof or of

the Resolution are to the extent of such conflict hereby repealed or amended to the extent of such inconsistency.

SECTION 9. GOVERNING LAW. The Series 2022B Bond are to be issued, this 2022B Bond Series Resolution is adopted and the Proposal and such other instruments necessary for the issuance of the Series 2022B Bond shall be executed and delivered with the intent that the laws of the State of Florida shall govern their construction.

SECTION 10. EFFECTIVE DATE. This 2022B Bond Series Resolution shall take effect immediately upon its adoption.

Adopted by the Board of County Commissioners of Broward County, Florida this 8th day of September, 2022.

[SEAL]

Mayor, Broward County, Florida

County Administrator and ex officio
Clerk of the Board of County
Commissioners

Approved as to form by Bond Counsel

Nabors, Giblin & Nickerson, P.A.

EXHIBIT "A"
FORM OF BOND

FORM OF BOND

No. R-1

\$ _____

United States of America
State of Florida
Broward County, Florida
Water and Sewer Utility Revenue Refunding Bond, Series 2022B

<u>Dated Date</u>	<u>Interest Rate</u>	<u>Maturity Date</u>
_____, 2022B	_____%	_____, ____

BROWARD COUNTY, FLORIDA (the "County"), for value received, hereby promises to pay, from the Net Revenues and, to the extent permitted by law, Impact Fees, described in the within mentioned Resolution, to the order of _____ or its successors or assigns (the "Holder"), the principal sum of _____ AND 00/100 DOLLARS (\$ _____) (the "Principal Amount"), and to pay interest on such outstanding Principal Amount from the Dated Date thereof, or from the most recent date to which interest has been paid at the Interest Rate per annum identified above (calculated on the basis of a 360-day year consisting of twelve 30-day months) semi-annually on _____ 1 and _____ 1 of each year, commencing _____ (the final interest payment date shall be _____), until such Principal Amount shall have been paid. The Principal Amount hereof shall be payable as described below or upon earlier redemption described herein. Such Principal Amount and interest are payable in any coin or currency of the United States of America which, at the time of payment, is legal tender for the payment of public and private debts.

The Principal Amount of this Bond and interest shall be payable in the amounts and on the dates provided in Schedule I attached hereto. In the event of partial prepayment, Schedule I shall be modified.

All capitalized terms used herein, which are not defined herein, shall have the meaning specified in the hereinafter defined Resolution, unless the context otherwise clearly requires.

This Bond shall not be deemed to constitute an indebtedness of the County within the meaning of any constitutional or statutory provision or limitation and the County is not obligated to pay the principal of, the premium, if any, or the interest on this Bond except from Net Revenues and, to the extent permitted by law, Impact Fees; and the full faith and

credit of the County is not pledged to the payment of the principal of, the premium, if any, or the interest on this Bond. The issuance of this Bond shall not directly, indirectly or contingently obligate the County to levy or to pledge any taxes whatever therefor or to make any appropriation for the payment of the principal of, the premium, if any, or the interest on this Bond except as provided in the Resolution.

This Bond is designated "Broward County, Florida Water and Sewer Utility Revenue Refunding Bond, Series 2022B" and issued by the County for the principal purpose of refinancing certain indebtedness of the County's Water and Sewer Utility. This Bond is issued under and pursuant to Resolution No. 88-4066 adopted by the Board of County Commissioners of the County (the "Board") on September 6, 1988, as amended and supplemented (the "Resolution"), and as specifically supplemented by Resolution No. _____ adopted by the Board on September 8, 2022.

This Bond shall be issued on a parity with certain obligations issued pursuant to the Resolution and any Additional Bonds or Refunding Bonds issued pursuant to the provisions of the Resolution from Net Revenues and, to the extent permitted by law, Impact Fees, all as provided in the Resolution.

Reference is hereby made to the Resolution for the provisions, amongst others, relating to the terms, lien and security of the Bond, the custody and application of the proceeds of the Bond, the rights and remedies of the Holder of the Bond, the extent of and limitations on the County's rights, duties and obligations, and the provisions permitting the issuance of Additional Bonds to finance or refinance the costs of providing capital improvements to the Water and Sewer Utility, to all of which provisions the Holder hereof assents by acceptance of this Bond.

This Bond shall not be subject to redemption prior to maturity at the option of the County.

This Bond is subject to mandatory redemption prior to maturity at one hundred percent (100%) of the principal amount redeemed or paid, together with accrued interest to the redemption date without premium, as follows:

Year (_____ 1)	<u>Principal Amount</u>	Year (_____ 1)	<u>Principal Amount</u>
	\$		\$
		*	

*Maturity.

[INSERT ANY ADJUSTMENTS TO INTEREST RATE - DETERMINATION OF TAXABILITY / DEFAULT RATE]

The Holder's right, title and interest in and to this Bond and any amounts payable by the County hereunder may only be assigned and reassigned in whole to (i) an affiliate of the Holder, (ii) a trust or other custodial arrangement established by the Holder or one or more of its affiliates, the owners of any beneficial interest in which are limited to "qualified institutional buyers" as defined in Rule 144A promulgated under the Securities Act of 1933, as amended, or (iii) a transferee that delivers to the County an executed investor letter substantially in a form acceptable to the County and Bond Counsel and that is (A) a "qualified institutional buyer" as defined in Rule 144A promulgated under the Securities Act of 1933, as amended and (B) a commercial bank organized under the laws of the United States, or any state thereof, or any country which is a member of the Organization for Economic Cooperation and Development, or a political subdivision of any such country, and, in any case, having a combined capital and surplus, determined as of the date of any transfer of not less than \$5,000,000,000.

The Holder of this Bond shall have no right to enforce the provisions of the Resolution, or to institute action to enforce the covenants therein, or to take any action with respect to any event of default under the Resolution, or to institute, appear in or defend any suit or other proceeding with respect thereto, except as provided in the Resolution.

Modifications or alterations of the Resolution or of any resolution supplemental thereto may be made only to the extent and in the circumstances permitted by the Resolution.

This Bond is issued and the Resolution was adopted under and pursuant to the Charter of the County and the laws of the State of Florida. The 2022B Bond Series Resolution provides for the creation of a special fund designated "Broward County Water and Sewer Utility Revenue Bond Series 2022B Sinking Fund," which fund is pledged to and charged with the payment of the principal of, premium, if any, and the interest on all Bonds issued and outstanding under the 2022B Bond Series Resolution, and the County has covenanted in the Resolution to deposit to the credit of said special fund a sufficient amount of the Net Revenues, and to the extent provided in the Resolution, Impact Fees, of the Water and Sewer Utility to provide for the payment of the principal of, premium, if any, and interest on the Bonds.

All acts, conditions and things required by the Constitution and laws of the State of Florida, and the ordinances and resolutions of the County to happen, exist and be performed precedent to and in the issuance of this Bond have happened, exist and have been performed as so required.

IN WITNESS WHEREOF, said Broward County, by resolution duly adopted by its Board of County Commissioners, has caused this Bond to be signed by the Mayor of the County and to be signed by its County Administrator and ex officio Clerk of its Board of

County Commissioners and the official seal of the County to be affixed hereto, all as of the Dated Date.

[SEAL]

Mayor, Broward County, Florida

County Administrator and ex officio
Clerk of the Board of County
Commissioners

CERTIFICATE OF AUTHENTICATION

This Bond is one of the Bonds of the series designated herein and issued under the provisions of the within-mentioned 2022B Bond Series Resolution.

_____,
Bond Registrar

By: _____
Authorized Signatory

Date of authentication: _____

ASSIGNMENT

FOR VALUE RECEIVED the undersigned hereby sells, assigns and transfers unto _____ the within bond and all rights thereunder, and hereby irrevocably constitutes and appoints _____ attorney to register the transfer of the within bond on the books kept for registration thereof with full power of substitution in the premises.

Dated: _____

NOTICE: The signature to this assignment must correspond with the name as it appears on the face of the within bond in every particular, without alteration or enlargement or any change whatsoever.

Signature Guaranteed:

NOTICE: Signatures must be guaranteed by a member firm of the New York Stock Exchange or a commercial bank or a trust company.

Unless this Bond is presented by an authorized representative of The Depository Trust Company, a New York Corporation ("DTC"), to the County or its agent for registration of transfer, exchange, or payment, and any Bond issued is registered in the name of Cede & Co. or in such other name as is requested by an authorized representative of DTC (and any payment is made to Cede & Co. or to such other entity as is requested by an authorized representative of DTC), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL inasmuch as the Registered Holder hereof, Cede & Co., has an interest herein.

EXHIBIT "B"
FORM OF REQUEST FOR PROPOSALS

FORM OF REQUEST FOR PROPOSALS

BROWARD COUNTY, FLORIDA
Request for Proposals for a Tax-Exempt Fixed Rate Bank Loan
In the amount of \$79,856,000 Evidenced by
Broward County, Florida Water and Sewer Utility Refunding Revenue Bond,
Series 2022B

Summary

Broward County, Florida (the "County") is seeking interest rate bids ("Request for Proposals" or "RFP") from banks for a Tax-Exempt Fixed Rate Loan in the amount of \$79,856,000 (the "Loan"). The County will use the proceeds of the Loan for the following purposes:

- 1) To current refund the following maturities of the County's Water and Sewer Utility Revenue Bonds, Series 2012A (the "Refunded 2012A Bonds")

<u>Maturity</u>	<u>Coupon</u>	<u>Par</u>	<u>First Call Date</u>	<u>Call Price</u>
10/1/2023	5.000%	2,830,000.00	10/1/2022	100.000
10/1/2024	5.000%	2,965,000.00	10/1/2022	100.000
10/1/2025	5.000%	3,115,000.00	10/1/2022	100.000
10/1/2026	5.000%	3,270,000.00	10/1/2022	100.000
10/1/2027	5.000%	2,560,000.00	10/1/2022	100.000
10/1/2027	4.000%	410,000.00	10/1/2022	100.000
10/1/2027	3.000%	470,000.00	10/1/2022	100.000
10/1/2028	5.000%	2,275,000.00	10/1/2022	100.000

- 2) To current refund the following maturities of the County's Water and Sewer Utility Revenue Refunding Bonds, Series 2012B (the "Refunded 2012B Bonds" and, together with the 2012A Bonds, the "Refunded Bonds")

<u>Maturity</u>	<u>Coupon</u>	<u>Par</u>	<u>First Call Date</u>	<u>Call Price</u>
10/1/2023	5.000%	11,175,000.00	10/1/2022	100.000
10/1/2024	5.000%	11,740,000.00	10/1/2022	100.000
10/1/2025	5.000%	12,325,000.00	10/1/2022	100.000
10/1/2026	5.000%	12,940,000.00	10/1/2022	100.000
10/1/2027	5.000%	13,585,000.00	10/1/2022	100.000

- 3) To pay costs associated with the Loan in the amount of \$79,856,000. This includes an allowance for Bank's Counsel to be paid by the County of \$25,000. **ANY FEES FOR BANK COUNSEL ABOVE THIS AMOUNT MUST BE PAID DIRECTLY BY THE BANK.** The County will not pay any other costs of the Bank associated with the making of the Loan.

The Loan will be evidenced and secured by the County's Water and Sewer Utility Revenue Refunding Bond, Series 2022B (the "Series 2022B Bond"). The Series 2022B Bond will be payable

from Net Revenues of the County's Water and Sewer Utility System (the "System") on parity with the County's outstanding Water and Sewer Utility Revenue Bonds consisting of the following (does not include the Refunded Bonds):

<u>Series</u>	<u>Amount Outstanding (as of October 3, 2022)</u>
Water and Sewer Utility Revenue Bonds, Series 2012A (10/1/2032 Maturity)	\$1,400,000
Water and Sewer Utility Revenue Refunding Bonds, Series 2015A	\$42,255,000
Water and Sewer Utility Revenue Refunding Bonds, Series 2015B	\$150,470,000
Water and Sewer Utility Revenue Bonds, Series 2019A	\$249,110,000
Water and Sewer Utility Revenue Refunding Bonds, Series 2019B	\$111,375,000
<u>Water and Sewer Utility Revenue Bonds, Series 2022A</u>	<u>\$199,265,000</u>
Total	\$753,875,000

The Loan will be awarded based on the lowest fixed interest rate submitted. The rate of interest must be fixed from the date of the submittal of the bid on [September 22, 2022] until closing on [October 3, 2022]. If two or more banks propose the same lowest fixed interest rate, the County will award the Loan to the Bank offering to hold their rate for the longest period of time. If that time is the same among the lowest bids, the County will award the Loan through random selection among those banks.

The Series 2022B Bond will be secured by Resolution No. 88-4066, as amended (the "Resolution") The Board of County Commissioners is scheduled to approve the Loan and the issuance of the Series 2022B Bond on September 8, 2022. Once approved, no further action by the Board of County Commissioners is required to close on the Loan.

The forms of the Resolution, Series 2022B Bond, Lender Certification, and Opinion of Bond Counsel are attached. Bond Counsel will include the Bank by Reliance Letter to its Opinion. The terms of the Loan will be included in the Resolution and the Series 2022B Bond. There will **not** be a separate Loan Agreement or Credit Agreement. NO CHANGES MAY BE MADE TO THE RESOLUTION.

THE LENDER CERTIFICATE PRESENTED IN ATTACHMENT C MUST BE EXECUTED AND RETURNED ALONG WITH APPENDIX A - BID FORM. FAILURE TO EXECUTE AND RETURN THE LENDER CERTIFICATE ALONG WITH THE BID FORM WILL CAUSE THE COUNTY TO DISREGARD YOUR PROPOSAL.

I. Security for the Loan

The Loan will be evidenced and secured by the Series 2022B Bond which will be payable from and secured by a lien upon and pledge of Net Revenues of the System. "Net Revenues" are defined in the Bond Resolution as being, for any particular period, the excess of the Revenues for such period over the Current Expenses for such period.

The Series 2022B Bond will **not** be a general obligation of the County.

The County's Annual Comprehensive Financial Report "ACFR" for FY2021 is available at: <https://emma.msrb.org/P11583906-P11222475-P11643907.pdf>

The County's Recommended FY2023 Budget Documents are available at: <https://www.broward.org/Budget/Pages/Default.aspx>

The County's Continuing Disclosure documents are available at:
<https://www.broward.org/Finance/Pages/ContinuingDisclosure.aspx>

II. Loan Request Terms

Loan Amount: \$79,856,000

Amortization:	10/1/2023	\$14,560,000
	10/1/2024	15,037,000
	10/1/2025	15,526,000
	10/1/2026	16,027,000
	10/1/2027	16,554,000
	10/1/2028	2,152,000
		\$79,856,000

Purpose: To current refund certain outstanding 2012A Bonds, to current refund all outstanding 2012B Bonds, and to pay costs associated with the Loan.

Term: Final maturity October 1, 2028

Payments: Interest payable April 1 and October 1, commencing April 1, 2023.

Paying Agent/Registrar: Payments of Principal and Interest will be made by the County directly to the Lender. There will be no paying agent for the Series 2022B Bond. Regions Bank, N.A. will serve as Registrar.

Denominations: The outstanding amount of the Series 2022B Bond

Basis: 30/360

Transferability: The Series 2022B Bond may only be assigned in whole to (i) an affiliate of the Lender, (ii) a trust or other custodial arrangement established by the Lender or one or more of its affiliates, the owners of any beneficial interest in which are limited to "qualified institutional buyers" as defined in Rule 144A promulgated under the Securities Act of 1933, as amended, or (iii) a transferee that delivers to the Bond Registrar an executed investor letter substantially in a form acceptable to the Issuer and Bond Counsel and that is (A) a "qualified institutional buyer" as defined in Rule 144A promulgated under the Securities Act of 1933, as amended and (B) a commercial bank organized under the laws of the United States, or any state thereof, or any other country which is a member of the Organization for Economic Cooperation and Development, or a political subdivision of any such country, and, in any case, having a combined capital and surplus, determined as of the date of any transfer of not less than \$5,000,000,000.

Prepayment: The Series 2022B Bond will not be subject to prepayment prior to maturity.

Security:	The Series 2022B Bond will be payable from Net Revenues of the System. The Loan will <u>not</u> be a general obligation of the County.
Reserve Account:	The Series 2022B Bond will additionally be secured by monies in the Reserve Account as described in the Resolution. Monies on deposit to the credit of the Reserve Account will be held in trust for the benefit of bondholders by the Trustee, Regions Bank, Jacksonville, Florida. The Reserve Account is a common reserve for all senior parity obligations. The balance in the Reserve Account is currently \$54,834,200.
Additional Indebtedness:	The County will have to comply with the Additional Bonds Test each time it incurs Water and Sewer Utility debt in the future. The Lender will have no rights of approval or consent for the issuance of any such debt.
Governing Law:	The rights/obligations of the County will be governed by the laws of the State of Florida.
Rights of Set-Off:	None.
Excess Interest Claw-back:	Not allowed.
Interest Rate Adjustments:	The County will accept adjustments to the interest rate for a determination of taxability as a result of County's action or inaction as described in the Series 2022B Bond. The County will not accept gross-up provisions for change in law, tax rate, or any other regulatory requirements.
No Ratings:	The County has not applied for a rating for the Loan or the Series 2022B Bond, and neither the Loan or the Series 2022B Bond will be rated.
No Disclosure:	There will be no official statement or any other offering document prepared in connection with the Loan.
No CUSIPS:	No CUSIPS will be attached to the Loan or the Series 2022B Bond.
Cone of Silence:	This solicitation is subject to a cone of silence as provided in Section 1-266 of the Broward County Code of Ordinances. Questions should be submitted by email to wgaertner@pragadvisors.com and mclark@pragadvisors.com .

III. Documentation and Other Matters

Documentation for the Loan and Series 2022B Bonds will be provided by Nabors, Giblin & Nickerson, P.A. and Manual Alonso-Poch, P.A. (the "Co-Bond Counsel"). Public Resources

Advisory Group Inc. (the "Financial Advisor") is acting as Financial Advisor to the County in connection with this Loan and is not acting as a placement agent in any capacity.

IV. Terms and Conditions of Bank Bids

Terms requiring depository requirements, regulatory fee reimbursement, or yield protection for reasons other than for taxable events within the County's control will not be considered.

The County is not responsible for any expense of respondents related to the preparation or presentation of their bid. The County reserves the right to reject any and all bids. Nothing in this RFP, the responses, or the County's acceptance of any response in whole or in part, shall obligate the County to complete negotiations with the related respondent. The County reserves the right to end, in its sole discretion, negotiation with a respondent at any time up to the consummation of the transaction arising from this RFP.

The Resolution requires certain parameters for the Loan including a minimum net present value savings from the refunding of 3.0%. If no proposals allow the County to achieve the minimum net present value savings threshold within the parameters of the Resolution, this solicitation will be cancelled.

Changes to this RFP may be made by, and at the sole discretion of, the County.

V. Timeline

As described in the timeline below, in order to expedite the closing of the Loan, the Broward County Board of County Commissioners will approve the Loan and issuance of the Series 2022B Bond and delegation parameters prior to the RFP deadline. As such, there will no ability for Lenders to negotiate the Loan terms as described in the form documents. **Please carefully review the form documents included with this RFP.**

If the Board of County Commissioners does not approve the Resolution at its meeting on September 8, 2022 this solicitation will be cancelled.

Date	Action
Sept 1, 2022	Distribute RFP for Bank Loan to lenders
Sept 8, 2022	Receive Board approval of documents including delegation parameters
Sept 22, 2022	Lender responses due at 2:00 pm; winning bidder notified by 4:00 pm
Sept 26, 2022	Closing documents available
Sept 29, 2022	Pre-Closing
October 3, 2022	Closing

VI. Submission of Bids

Written responses to Appendix A – Bid Form along with an executed copy of Attachment C – Lender Certificate are due via e-mail no later than September 22, 2022 at 2:00 pm, Fort Lauderdale, FL time. Please e-mail proposal to:

Stephen Farmer
sfarmer@broward.org

Wendell Gaertner
wgaertner@pragadvisors.com

This solicitation is subject to a cone of silence as provided in Section 1-266 of the Broward County Code of Ordinances. Questions should be submitted by email to wgaertner@pragadvisors.com.

Description of Broward County and the System

(Sources: Broward County 2021 ACFR and Water and Sewer Utility Revenue Bonds, Series 2022 Official Statement)

Broward County was incorporated in 1915 and is located along the southeastern coast of the State of Florida. With a developable area of 428 square miles and a population of approximately 1.9 million people, the County is one of the largest counties in the country. The County is governed by its amended Charter, originally adopted in 1974, and functions as a home rule government under the Florida Constitution and the general laws of the State.

The Board of County Commissioners (“BOCC”) is the legislative and policy-making body of the County. Each of the nine Commissioners is elected from a separate district. Elections are held every two years for staggered four-year terms. Annually, the BOCC elects a Mayor who serves as its presiding officer. The BOCC appoints the County Administrator to act as the County’s chief executive officer.

The Administrator implements policies of the BOCC, provides organizational leadership, and directs business and administrative procedures. In addition, there are four elected Constitutional Officers: the Clerk of the Circuit and County Courts, the Property Appraiser, the Sheriff, and the Supervisor of Elections. Circuit Court and County Court judges are also elected.

The County and its independently elected Constitutional Officers provide a broad range of services. These services include law enforcement, fire rescue protection, maintenance of streets, highways, bridges, traffic signals, transportation, environmental protection, urban planning, economic development, human services, parks, libraries, a convention center, property assessments, and tax collections. The County also operates enterprise activities including two airports, a seaport and the water and sewer systems. Certain legally separate entities are also included as an integral part of the County’s financial statement. The County’s Taxpayer Identification Number (“TIN”) is 59-6000531.

More information about the County is available at www.broward.org.

The Broward County Utilities Division was created on January 31, 1962, with the County’s purchase of a small, investor-owner water and wastewater utility. Between 1962 and 1975, the County acquired a number of private utilities. In 1972, the Broward County Utilities Division commenced construction of its North Regional Wastewater Treatment Plant, and in 1975, began providing wholesale wastewater treatment service, including to certain municipalities and utility districts in northern Broward County. In 1976, to achieve fiscal consolidation, the County established uniform rates throughout its service areas. The Utility service area is divided into separate geographic areas (each, a “District”), where District 1 is served by water treatment plant 1A, District 2 is served by water treatment plant 2A, and District 3 is served by purchased water from the City of Hollywood. The Utility is the largest wastewater treatment provider in the County and also the largest comprehensive utility in the County providing water, wastewater, raw water, and reclaimed water services.

Subsequent reorganizations created the current Water and Wastewater Services consisting of five divisions. These divisions are Water and Wastewater Operations, Water and Wastewater

Engineering, Water Management, Water and Wastewater Information Technology, and Business Operations. Water and Wastewater Services operates within the Public Works Department, and is responsible for planning, construction, operation, maintenance, customer service, water management, and financial management of the Utility. Currently, Water and Wastewater Services employs 420 people, including 25 certified water operators, 26 certified wastewater operators, 17 registered professional engineers, and one certified public accountant. Included are eight employees who are dual certified as both water and wastewater operators.

Under the County Code of Ordinances, the County exercises exclusive jurisdiction, control, and supervision over the Utility system or any part of a utility system owned, operated, or maintained by the County. The Board of County Commissioners has the specific legal authority to fix, charge, and collect from its customers rates, fees, and charges, and to acquire, construct, finance, and operate the Utility without supervision or regulation by any other political subdivision of the State (provided that compliance with applicable environmental rules and regulations is accomplished).

APPENDIX A - BID FORM

BROWARD COUNTY, FLORIDA
Request for Proposals for Fixed Rate Bank Loan
\$79,856,000
Tax-Exempt Water and Sewer Utility Revenue Refunding Bond, Series 2022B
Submittal Requirements

Name of Institution:	
Contact Person:	
E-Mail Address:	
Telephone/Facsimile Numbers:	

1) Indicate your fees and pricing as follows:

Fixed Interest Rate on the Loan:	
Expiration of Firm Fixed Rate Bid: (must be on or after October 3, 2022)	

a) Proposed Bank Counsel (firm and attorney):

Submitted by:

By _____

Name _____

Title _____

**A SIGNED COPY OF ATTACHMENT C - LENDER CERTIFICATE MUST BE INCLUDED
WITH YOUR PROPOSAL**

ATTACHMENT A – FORM OF RESOLUTION

ATTACHMENT B – FORM OF SUPPLEMENTAL RESOLUTION WITH ATTACHED FORM OF
SERIES 2022B BOND

ATTACHMENT C – LENDER CERTIFICATION

ATTACHMENT D – FORM OF OPINION OF BOND COUNSEL

ATTACHMENT C - LENDER CERTIFICATION

- 1) The Lender is making the Loan for its own account, does not currently intend to syndicate the Loan or Series 2022B Bond, will take no action to cause the Loan or Series 2022B Bond to be characterized as a security, and will not treat the Loan or Series 2022B Bond as a municipal security for purposes of the securities law.
- 2) The Lender is a sophisticated investor and is aware that investment in the Loan involves various risks, that the Series 2022B Bond is not a general obligation of the County or payable from ad valorem tax revenues, and that the payment of the Series 2022B Bond is secured solely from the sources described in the Resolution.
- 3) The Lender has made such independent investigation as it, in the exercise of sound business judgment, considers to be appropriate under the circumstances.
- 4) The Lender understands that no official statement, prospectus, offering circular, or other comprehensive offering statement will be provided with respect to the Series 2022B Bond.
- 5) The Lender is not acting as a broker or other intermediary, and is funding the Loan or from its own capital for its own account and not with a present view to a resale or other distribution to the public.
- 6) The Series 2022B Bond will not be used in the future on a securitized transaction and is not a municipal security.
- 7) The Lender understands that the Series 2022B Bond will be issued in a single denomination equal to the principal amount of the Series 2022B Bond and may not be transferred except in whole and will not be transferred to any kind of trust under any circumstances.
- 8) The Series 2022B Bond will only be sold to a Permitted Lender in whole, in a denomination of not less than the outstanding amount of the Loan or Series 2022B Bond, with the County's consent. The "Permitted Lender" means an assignee described in this RFP.
- 9) The Lender is a bank, trust company, savings institution, insurance company, dealer, investment company, pension, or profit-sharing trust, or qualified institutional buyer as contemplated by Section 517.061(7), Florida Statutes.
- 10) The Lender is not funding the Loan for the direct or indirect promotion of any scheme or enterprise with the intent of violating or evading any provision of Chapter 517, Florida Statutes.
- 11) The Lender understands that the Series 2022B Bond is not a municipal security and that no filing may be made with respect to the Series 2022B Bond with EMMA, the Municipal Securities Rulemaking Board's continuing disclosure site.
- 12) There will be no credit rating obtained on the Series 2022B Bond.
- 13) No CUSIP numbers will be obtained and the Series 2022B Bond will be evidenced by a certificated promissory note registered in the successful bidder's legal name (i.e., no "street name" and no book-entry registration or registration to "Cede & Co.").

The Lender shall comply with Broward County, Florida Code of Ordinances, Chapter 16 ½ Articles I-IV (the Broward County Human Rights Act), which secures for all individuals within

the County freedom from discrimination because of race, color, religion, sex, national origin, age, marital status, political affiliation, familial status, disability, sexual orientation, pregnancy, or gender identity or expression, in connection with employment, public accommodations, and real estate transactions, and thereby to promote the interests, rights, and privileges of individuals within the County.

The Lender shall also comply with the requirements of all applicable federal, state, and local laws, rules, regulations, ordinances, and executive orders prohibiting and/or relating to discrimination, as amended and supplemented. All of the aforementioned laws, rules, regulations, ordinances, and executive orders are incorporated herein by reference.

Name of Bank _____

By _____

Name _____

Title _____

ATTACHMENT D - FORM OF OPINION OF BOND COUNSEL

October 3, 2022

Board of County Commissioners
of Broward County, Florida
Fort Lauderdale, Florida

Commissioners:

We have examined a record of proceedings relating to the issuance of the \$_____ Broward County, Florida Water and Sewer Utility Revenue Refunding Bond, Series 2022B (the "Series 2022B Bond"). The Series 2022B Bond is issued under the authority of the laws of the State of Florida, including the Home Rule Charter of Broward County, Florida (the "County"), and other applicable provisions of law, and pursuant to Resolution No. 88-4066 adopted by the Board of County Commissioners of the County on September 6, 1988, as amended and supplemented from time to time, particularly as supplemented by Resolution No. _____, adopted on September __, 2022 (the "Resolution").

The Series 2022B Bond is dated and shall bear interest from its date of delivery, except as otherwise provided in the Resolution. The Series 2022B Bond will mature on October 1, _____ and be subject to the payment of principal amortization installments prior to maturity on the dates and in the principal amounts and will bear interest, as provided in the Resolution and the Series 2022B Bond. Interest on the Series 2022B Bond shall be payable on each April 1 and October 1, commencing on April 1, 2023. The Series 2022B Bond is subject to redemption prior to maturity in accordance with the Resolution and as set forth in the Series 2022B Bond.

The Series 2022B Bond is being issued for the principal purposes of providing moneys, together with other available funds, to (a) refund [all or a portion] of the County's outstanding Water and Sewer Utility Revenue Bonds, Series 2012A and Water and Sewer Utility Revenue Refunding Bonds, Series 2012B and (b) pay costs associated with the issuance of the Series 2022B Bond.

As to questions of fact material to our opinion, we have relied upon the representations of the County contained in the Resolution, and in the certified proceedings relating thereto and to the issuance of the Series 2022B Bond and other certifications of public officials furnished to us in connection therewith without undertaking to verify the same by independent investigation. Furthermore, we have assumed continuing compliance with the covenants and agreements contained in the Resolution. We have not undertaken an independent audit, examination, investigation or inspection of the matters described or contained in any agreements, documents, certificates, representations and opinions relating to the Series 2022B Bond, and have relied solely on the facts, estimates and circumstances described and set forth therein. In our examination of the foregoing, we have assumed the genuineness of signatures on all documents and instruments,

the authenticity of documents submitted as originals and the conformity to originals of documents submitted as copies.

Based on the foregoing, under existing law, we are of the opinion that:

1. The County is a duly created and validly existing political subdivision of the State of Florida.

2. The County has the right and power under the Constitution and laws of the State of Florida to adopt the Resolution and the Resolution has been duly and lawfully adopted by the County, is in full force and effect in accordance with its terms and is valid and binding upon the County and enforceable in accordance with its terms and no other authorization for the Resolution is required. The Resolution creates the valid pledge which it purports to create of the Net Revenues, and, to the extent permitted by State law, Impact Fees (as such terms are defined in the Resolution), subject to the provisions of the Resolution permitting the application thereof for the purposes and on the terms and conditions set forth in the Resolution.

3. The County is duly authorized and entitled to issue the Series 2022B Bond and the Series 2022B Bond has been duly and validly authorized and issued by the County in accordance with the Constitution and laws of the State of Florida and the Resolution. The Series 2022B Bond constitutes a valid and binding obligation of the County as provided in the Resolution and is enforceable in accordance with its terms and the terms of the Resolution and is entitled to the benefits of the Resolution and the laws pursuant to which it is issued. The Series 2022B Bond shall be issued on parity under the Resolution with certain other Bonds (as defined in the Resolution) that are outstanding under the Resolution, to the extent and except as provided in the Resolution. The Series 2022B Bond does not constitute a general indebtedness of the County or the State of Florida or any agency, department or political subdivision thereof, or a pledge of the faith and credit of such entities, but is solely payable from the Net Revenues and, to the extent permitted by State law, Impact Fees, in the manner and to the extent provided in the Resolution. No holder of the Series 2022B Bond shall ever have the right to compel the exercise of any ad valorem taxing power of the County or the State of Florida or any political subdivision, agency or department thereof to pay the Series 2022B Bond.

4. Under existing statutes, regulations, rulings and court decisions, the interest on the Series 2022B Bond (a) is excluded from gross income for federal income tax purposes, and (b) is not an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals and corporations; however, it should be noted that with respect to certain corporations, such interest is taken into account in determining adjusted current earnings for the purpose of computing the alternative minimum tax. The opinions set forth in this paragraph are subject to the condition that the County comply with all requirements of the Internal Revenue Code of 1986, as amended, that must be satisfied subsequent to the issuance of the Series 2022B Bond in order that interest thereon be (or continues to be) excluded from gross income for federal income tax purposes. Failure to comply with certain of such requirements could cause the interest on the Series 2022B Bond to be so included in gross income retroactive to the date of issuance of the Series 2022B Bond. The County has covenanted in the Resolution to comply with all such requirements. Ownership of the Series 2022B Bond may result in collateral federal tax

consequences to certain taxpayers. We express no opinion regarding such federal tax consequences arising with respect to the Series 2022B Bond.

The opinions expressed in paragraphs 2 and 3 hereof are qualified to the extent that the enforceability of the Resolution and the Series 2022B Bond may be limited by any applicable bankruptcy, insolvency, moratorium, reorganization or other similar laws affecting creditors' rights generally, or by the exercise of judicial discretion in accordance with general principles of equity.

The opinions set forth herein are expressly limited to, and we opine only with respect to, the laws of the State of Florida and the United States of America. The only opinions rendered hereby shall be those expressly stated as such herein, and no opinion shall be implied or inferred as a result of anything contained herein or omitted herefrom.

This opinion is given as of the date hereof and we assume no obligation to update, revise or supplement this opinion to reflect any facts or circumstances that may hereafter come to our attention or any changes in law that may hereafter occur.

We have examined the form of the Series 2022B Bond and, in our opinion, the form of the Series 2022B Bond is regular and proper.

Respectfully submitted,