

AGENDA

DIVISION OF BOND FINANCE OF THE STATE BOARD OF ADMINISTRATION

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(Contact person: J. Ben Watkins III - 488-4782)
The Capitol
September 24, 2013

This meeting is open to the public.

1. Approval of minutes of the meetings of August 6, 2013 and August 20, 2013.
Attachment #1
2. Report of award on the following competitive bond sales:
 - A. \$41,540,000 University of Florida Student Activity Revenue Bonds, Series 2013

Bids were received at the office of the Division of Bond Finance on August 13, 2013. The bonds were awarded to the low bidder, Raymond James & Associates, Inc. which submitted a bid at an annual true interest cost rate of 3.9273%. The bonds were delivered on September 10, 2013. Proceeds from the sale of bonds will finance the expansion of the student union on the main campus of the University.

A report on the sale and tabulation of bids is attached.

Attachment #2

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3. B. \$48,365,000 Florida International University Parking Facility Revenue Bonds, Series 2013A

Bids were received at the office of the Division of Bond Finance on August 22, 2013. The bonds were awarded to the low bidder, Wells Fargo Bank, National Association which submitted a bid at an annual true interest cost rate of 4.6999%. The bonds will be delivered on September 26, 2013.

Of the \$48,365,000 bonds sold, \$33,500,000 (69%) are being used to finance the construction of a parking garage on the main campus of the University and \$14,865,000 (31%) are being used to refund the callable maturities of the Series 1999 and 2002 bonds. The interest rate on the new money bonds is 4.98%. The average interest rate on the bonds being refunded is 4.53% compared to the interest rate of 2.98% on the refunding bonds. The refunding resulted in gross debt service savings of approximately \$1.1 million and present value savings of approximately \$1.0 million, or 6.3% of the principal amount being refunded.

A report on the sale and tabulation of bids is attached.

Attachment #3

4. Adoption of a resolution authorizing the issuance and the competitive sale of \$190,000,000 Department of Transportation Turnpike Revenue Bonds.

The bonds will be payable from tolls and other revenues of the Florida Turnpike System. The bonds will not be secured by the full faith and credit of the State. The proceeds of the bonds will be used to finance various Turnpike System projects.

Copies of the resolutions may be obtained from the Division of Bond Finance upon request.

(Recommend)

5. Adoption of resolutions authorizing the issuance and the competitive sale of \$150,000,000 Department of Transportation, Seaport Investment Program Revenue Bonds, Series 2013.

The bonds will be payable from monies allocated to the Seaport Investment Program, which are derived from certain fees charged for motor vehicle title certificates. The bonds will not be secured by the full faith and credit of the State. The proceeds of the bonds will be used to finance seaport projects identified in the adopted work program of the Department of Transportation.

Copies of the resolutions may be obtained from the Division of Bond Finance upon request.

(Recommend)

T H E C A B I N E T
S T A T E O F F L O R I D A

Representing:

DIVISION OF BOND FINANCE

STATE BOARD OF ADMINISTRATION

FINANCIAL SERVICES COMMISSION,
OFFICE OF FINANCIAL REGULATION

FINANCIAL SERVICES COMMISSION,
OFFICE OF INSURANCE REGULATION

BOARD OF TRUSTEES OF THE INTERNAL IMPROVEMENT TRUST FUND

The above agencies came to be heard before
THE FLORIDA CABINET, the Honorable Governor Scott
presiding, in the Cabinet Meeting Room, LL-03, The
Capitol, Tallahassee, Florida, on Tuesday, August 6,
2013, commencing at approximately 9:09 a.m.

Reported by:

MARY ALLEN NEEL
Registered Professional Reporter
Florida Professional Reporter

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APPEARANCES:

Representing the Florida Cabinet:

RICK SCOTT
Governor

PAM BONDI
Attorney General

JEFF ATWATER
Chief Financial Officer

ADAM PUTNAM
Commissioner of Agriculture

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I N D E X

DIVISION OF BOND FINANCE
(Presented by BEN WATKINS)

ITEM NUMBER AND DESCRIPTION	ACTION	PAGE
1 - Approval of Minutes	Approved	4
2 - Refunding Bond Issuance	Discussed	4
3 - Overview of State Debt Reduction	Discussed	5
4 - Consolidated Equipment Financing	Approved	9

STATE BOARD OF ADMINISTRATION
(Presented by ASH WILLIAMS)

ITEM NUMBER AND DESCRIPTION	ACTION	PAGE
1 - Approval of Minutes	Approved	10
2 - Amendments to Rule Chapter 19-3	Approved	11
3 - Amendments to Rule Chapter 19-5	Approved	12
4 - Amendments to Rule 19-11.002	Approved	13

P R O C E E D I N G S

(The agenda items commenced at 9:51 a.m.)

GOVERNOR SCOTT: Now I would like to recognize Director Ben Watkins with the Division of Bond Finance to present his agenda.

MR. WATKINS: Good morning, Governor --

GOVERNOR SCOTT: Good morning, Ben.

MR. WATKINS: -- and Cabinet members.

Item 1 is approval of the minutes of the June 25th meeting.

GOVERNOR SCOTT: Is there a motion to approve?

CFO ATWATER: So moved.

GOVERNOR SCOTT: Is there a second?

COMMISSIONER PUTNAM: Second.

GOVERNOR SCOTT: Any comments or objections?

Hearing none, the motion carries.

MR. WATKINS: Item number 2 is a report of award on the competitive sale of a \$206 million Turnpike Revenue Refunding Bond issue. The bonds were awarded to the low bidder at a true interest cost of 1.55 percent. That enabled us to reduce the interest rate on outstanding Turnpike bonds from 4.71 percent to 1.55 percent, which generates gross debt service savings of 26.8 million, or on a present value basis, 25.2 million, or 10.7 percent

1 of the principal amount of the loan outstanding.

2 GOVERNOR SCOTT: That's great. How much will
3 we get done this year in refunding, do you think?

4 MR. WATKINS: So -- I'm going to get to that,
5 Governor.

6 GOVERNOR SCOTT: Okay.

7 MR. WATKINS: So if you don't mind, hold that
8 thought.

9 GOVERNOR SCOTT: Okay.

10 MR. WATKINS: The next agenda item is -- I
11 wanted to give you an overview of some recent
12 developments regarding some state debt and
13 important matters relative thereto, so it's
14 appropriate -- we just crossed the end of the
15 fiscal year -- to take a look back and reflect on,
16 okay, what transpired over the course of the year.
17 And so there are three things, three or four things
18 I wanted to bring to your attention, and then maybe
19 we can go over them in greater detail at the next
20 Cabinet meeting.

21 The first is, we had a -- Moody's Investors
22 Service, which is one of the three rating agencies
23 that rates our bonds, had an opportunity to review
24 economic conditions and the financial condition of
25 the State just prior to the end of the fiscal year,

1 so they were looking at where we expected to end
2 '13, as well as the budget for 2014.

3 And they published a report that's a special
4 comment, which is a little out of the ordinary. In
5 my world, it's saying basically that they've been
6 made aware of information that's noteworthy, and
7 they want to provide that information to the
8 marketplace, to analysts and investors. And the
9 title of that report really says it all, which is
10 "Florida is Back on Track."

11 And I've given you an overview, basically
12 bullet points or a summary of the highlights that's
13 embedded in that report, which we can -- like I
14 said, we can go in more detail at another time.

15 Current financial and economic strengths
16 underscore Florida's resilience and sound financial
17 management. Also, revenues are being rebuilt to
18 provide a cushion against future downturn, and
19 revenues are growing and the economy is improving.
20 So this is very positive feedback from the rating
21 agencies. And again, I expect to go into this in
22 more detail at a subsequent Cabinet meeting.

23 GOVERNOR SCOTT: Good job.

24 MR. WATKINS: Thank you, sir.

25 Also, debt outstanding has decreased. Debt

1 outstanding has been reduced by \$3.5 billion over
2 the last three years from 28.2 billion at the end
3 of fiscal 2010 to 24.6 billion at the end of 2013,
4 with the largest decrease of 1.6 billion occurring
5 during the fiscal year just ended June 30, 2013.
6 So this basically means we're paying down more debt
7 than new money issuance.

8 And then the next page, page 4, gives you a
9 look for the last 20 years since 1992. It's
10 important to have a long-term perspective on what
11 debt looks like. And really, in looking at it over
12 the long term, we gain more insight into the
13 significance of the debt reduction over the last
14 three years. And what we see is basically from the
15 period of 1992 through 2010, annually, debt was
16 increasing, all the way through a high point of
17 2010 at approximately 28.2 billion. And then over
18 the last three years, we've experienced the debt
19 reductions or the pay-down in debt, which is a
20 fundamental -- which is a departure from the
21 long-term trend that we had been experiencing.

22 GOVERNOR SCOTT: That's the first time in 20
23 years, and on top of that, we paid off \$3.5 billion
24 on the debt we owed the federal government on the
25 unemployment insurance.

1 MR. WATKINS: Right.

2 GOVERNOR SCOTT: That's all paid off too.

3 MR. WATKINS: Right.

4 GOVERNOR SCOTT: So basically, it's almost
5 \$7 billion that has been reduced.

6 MR. WATKINS: Right.

7 Then the next thing I would like to go into,
8 so if we haven't been doing new debt, what have we
9 been doing? So the last page gives you an overview
10 of the refinancing activity. So basically, we've
11 been taking advantage of historically low interest
12 rates to refinance outstanding debt at lower
13 interest rates and reduce the cost to the State of
14 the debt that we do have outstanding.

15 In 2013 we executed 10 transactions, refunding
16 transactions totaling approximately \$2 billion,
17 avoiding future interest costs of \$515 million, and
18 looking at that on a present value basis,
19 \$406 million. And then when you look at it over
20 the last five years, the results of the refinancing
21 activity that we've engaged in, we've issued --
22 it's been 54 transactions totaling \$8.2 billion,
23 creating debt service savings of 1.4 billion, or
24 1.1 billion on a present value basis.

25 So that's significant. That's sort of an

1 opportunity of a lifetime, if you will, Governor,
2 and so we've taken advantage of that and lowered
3 the overall cost of the debt that we do have
4 outstanding to free up resources for other priority
5 needs.

6 GOVERNOR SCOTT: Thank you very much.

7 MR. WATKINS: So that's the overview. That's
8 what's happened over 2013.

9 Lastly, Governor, item number 4 is a
10 resolution authorizing the expansion of a
11 consolidated equipment financing program.

12 GOVERNOR SCOTT: All right. Is there a motion
13 to approve item 4?

14 CFO ATWATER: So moved.

15 GOVERNOR SCOTT: Is there a second?

16 COMMISSIONER PUTNAM: Second.

17 GOVERNOR SCOTT: Any comments or objections?
18 Hearing none, the motion carries.

19 MR. WATKINS: Thank you very much.

20 GOVERNOR SCOTT: Did you want to add anything?
21 Okay. Thank you very much.

22 MR. WATKINS: Thank you, sir.

23

24

25

CERTIFICATE OF REPORTER

STATE OF FLORIDA:

COUNTY OF LEON:

I, MARY ALLEN NEEL, Registered Professional Reporter, do hereby certify that the foregoing proceedings were taken before me at the time and place therein designated; that my shorthand notes were thereafter translated under my supervision; and the foregoing pages numbered 1 through 40 are a true and correct record of the aforesaid proceedings.

I FURTHER CERTIFY that I am not a relative, employee, attorney or counsel of any of the parties, nor relative or employee of such attorney or counsel, or financially interested in the foregoing action.

DATED THIS 19th day of August, 2013.

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T H E C A B I N E T
S T A T E O F F L O R I D A

Representing:

DIVISION OF BOND FINANCE
STATE BOARD OF ADMINISTRATION
HURRICANE CATASTROPHE FUND FINANCE CORPORATION
FLORIDA LAND AND WATER ADJUDICATORY COMMISSION
BOARD OF TRUSTEES OF THE INTERNAL IMPROVEMENT TRUST FUND

The above agencies came to be heard before
THE FLORIDA CABINET, the Honorable Governor Scott
presiding, at Miami-Dade College, 300 Northeast 2nd
Avenue, Miami, Florida 33132, on Tuesday, August 20th,
2013, commencing at approximately 10:20 a.m.

Reported by:

DAISY AMADOR

Registered Professional Reporter
Florida Professional Reporter
Notary Public

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APPEARANCES:

Representing the Florida Cabinet:

RICK SCOTT
Governor

PAM BONDI
Attorney General

JEFF ATWATER
Chief Financial Officer

ADAM PUTNAM
Commissioner of Agriculture

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DIVISION OF BOND FINANCES
(Presented by BEN WATKINS:)

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STATE BOARD OF ADMINISTRATION
(Presented by ASH WILLIAMS:)

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(Presented by JULIE JONES:)

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(Presented by HERSCHEL VINYARD:)

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P R O C E E D I N G S

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3 GOVERNOR SCOTT: Now, I'd like to recognize
4 Director Ben Watkins with the Division of Bond
5 Finance.

6 MR. WATKINS: Good morning, Governor and
7 Cabinet Members. For the benefit of the audience
8 who is not very familiar with the cabinet process
9 or those of who work in it, my name is Ben Watkins.
10 I'm the Director of the State Division of Bond
11 Finance.

12 What we do at the Division of Bond Finance is
13 perform a centralized debt management function for
14 the State and the Governor and Cabinet serve as my
15 governing board for authorization and approval of
16 everything we do.

17 So, the way that it works is the Legislature
18 is responsible for decision what we borrow money
19 for, how much we borrow, and what we borrow for and
20 then it's my responsibility as the Director of the
21 Division of Bond Finance to actually structure and
22 sell those -- incur that debt by issuing tax exempt
23 municipal bonds. The Governor and Cabinet serve as
24 my governing board.

25 With that, by way of introduction, Item Number

1 is a very short presentation of some significant
2 developments in terms of the State's overall debt
3 portfolio. What I'd like to talk about two
4 significant developments.

5 One is the reduction in State debt that's
6 taken place over the last year and also feedback
7 that we've gotten from the rating agencies.

8 Moody's Investor Services (phonetic), one of
9 three rating agencies that rates the State of
10 Florida Bond. They recently had the opportunity to
11 review the economic conditions within the State as
12 well as the financial condition of the State.

13 Taking a look at the end of 2013, our fiscal year
14 is June 30 as well as to look forward to fiscal
15 2014 with respect to the budget that we've adopted
16 by the Legislature.

17 In connection with their review, they have
18 published a report called the Special Comment. So,
19 there was information that was delivered to them
20 that they thought was significant enough to warrant
21 publishing a report to make available to the crest
22 market, to investors and analysts and others.

23 The title of the report really says it all,
24 which is Florida is Back on Track. The bullet
25 points -- these are the highlights of the summary

1 of their report, which is basically Florida's
2 current financial economic strains are underscored,
3 Florida's resilient and sound fiscal management.
4 Reserves are being rebuilt and revenues are growing
5 and the economy is improving.

6 So, those are -- we got very positive feedback
7 from the rating agencies in connection with their
8 review of the way the State has been managed as
9 well as the economic conditions that exist in the
10 State.

11 GOVERNOR SCOTT: That's great. I think CFO,
12 you go up there, what, is it once a year?

13 CFO ATWATER: Yeah.

14 GOVERNOR SCOTT: And you have the same
15 experience with all the rating agencies. Very
16 impressed.

17 MR. WATKINS: So, this is good news Governor.
18 So, I wanted to share that with you.

19 GOVERNOR SCOTT: Thank-you very much. Even Jim
20 Kramer on Mad Money is saying we should invest in
21 Florida stocks.

22 MR. WATKINS: Right. And municipal bonds, as
23 well.

24 GOVERNOR SCOTT: And bonds.

25 MR. WATKINS: That's what we do.

1 GOVERNOR SCOTT: The last two and a half years
2 they've done extremely well.

3 MR. WATKINS: Right. The next thing I'd like
4 to point out to you is that the decrease in debt
5 outstanding over the last three years. 2010 was a
6 high water mark for the amount of State debt
7 outstanding at 28.2 billion dollars and each of the
8 last three fiscal years we've had a reduction in
9 the amount of debt outstanding.

10 In 2013 the amount of debt we had outstanding
11 was actually reduced by 1.6 billion dollars. So,
12 over the last three years the aggregate reduction
13 in State debt is 3.5 billion dollars. This is for
14 State debt proper. This is what we authorize at
15 issue and there are other liabilities on the ballot
16 sheet.

17 For example, the unemployment compensation
18 trust fund Federal Government. It's administered by
19 the State. We don't issue debt for that but because
20 of the great recession and the tremendous increase
21 in unemployment, the payments out of that trust
22 fund which are funded by a taxed own business is
23 far outstripped the revenue flow into it, resulting
24 in advances from the Federal Government to the
25 State to pay unemployment compensation benefits and

1 that was -- we had a deficit in that trust fund to
2 3.5 billion dollars.

3 So, that's also over the course of the last
4 three years, those advances have been paid off and
5 that fund is solvent again. Again, that's not
6 reflected on these numbers. So, when you look at
7 that on a combined basis we're really talking about
8 a 7 billion dollar reduction in debt. 3.5 billion
9 for the State proper and 3.5 billion that was a
10 deficit in the trust fund funded by taxed on
11 businesses within the State. So, when you look at
12 it overall it's really a 7 billion dollar
13 reduction. So, that's good news.

14 The next is I wanted to look at it because
15 looking at it over a long term really we gain
16 additional insight into the significance of the
17 reduction and State debt. So, if you look at it
18 over a twenty year period we've really grown --
19 annually debt grew and nearly tripled over that
20 period of time from 1992 through 2010 peaking at
21 28.2 billion dollars. It's decreased for the last
22 three fiscal years.

23 So, that reverses a very long term trend of
24 annual increases in debt that we have outstanding.
25 So, it really puts it in perspective in terms of

1 the significance of actually turning the tide, so
2 to speak, in reversing the trend of increasing
3 debt.

4 GOVERNOR SCOTT: It had been twenty years,
5 right?

6 MR. WATKINS: That's correct. So, that's
7 significant when you look at it from a long term
8 perspective. A total reversal from where we've been
9 over the last twenty years.

10 The next thing I'd like to share with you is
11 new money issuance is down but what we've been
12 spending our time doing and that is taking
13 advantage of -- low interest rates through
14 refinancing higher interest rate debt with lower
15 interest rate debt.

16 So, over the course of the last year we have
17 executed ten transactions totaling 2 billion
18 dollars resulting in gross debt service savings or
19 less we're going to have to pay in interest costs
20 over the term of the loan of 515 million dollars.
21 When you convert that to present value dollars it's
22 406 million dollars.

23 When you look at that over a longer term over
24 the last five years you can see that in total we've
25 executed fifty-four transactions totaling 8.2

1 billion dollars, reducing the rate on outstanding
2 debt, generating debt service savings of 1.4
3 billion dollars. Those are dollars that are freed
4 up that now can be used for higher priority items
5 like education and health and human services and
6 other essential services for the citizens of the
7 State.

8 That converts on a present value basis of
9 savings of 1.1 billion dollars. So, that's what
10 we've been doing. That's what we've been spending
11 out time on. Aggressively pursuing refinancing
12 transactions in order to reduce the cost of debt to
13 the State overall.

14 GOVERNOR SCOTT: That's great.
15 Congratulations. By the way, you're not even
16 expecting the maturity when you do that, right?

17 MR. WATKINS: That's correct. All we're doing
18 is simply refinancing the debt over the same term
19 that the bonds were outstanding, reducing the
20 interest rate on that debt and reducing the annual
21 debt service requirements on that debt. So, we're
22 not restructuring any debt, we're not rolling over
23 any debt, we're not extending any debt. We're
24 simply repaying that loan over the same term that
25 was originally issued at a lower interest rate and

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a lower cost to the State to have that debt
outstanding.

GOVERNOR SCOTT: Thank-you.

MR. WATKINS: Yes, sir. Any other questions or
comments?

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MR. WATKINS: Item 2 is a report of award on the competitive sale of \$42,495,000 in dormitory revenue bonds for Florida State University. The bonds were awarded to the low bidder at competitive sale at true interest costs of approximately 3.99 percent.

GOVERNOR SCOTT: Thank-you, Ben.

1 MR. WATKINS: Lastly is Item 3, which is a
2 resolution amending the State's debt management
3 policy to provide that investments banks or
4 underwriters that we do business with will be
5 required to certify that they are in compliance
6 with not engaging in prohibited transactions with
7 Iran and Sudan.

8 If you will, Governor, there are two
9 individuals who have indicated an interest in
10 speaking on this item before you consider it. We
11 have with us today with Greater Miami Jewish
12 Federal Jacob Salevan (phonetic) who's the
13 President and CEO and the Chairman of the Board of
14 the Greater Miami Jewish Federal Brian Gilsimen
15 (phonetic) who would like to address this item.

16 GOVERNOR SCOTT: Great.

17 MR. DELSON: Good morning. My name is Brian
18 Gilsimen and I have the privilege of service as
19 Chair of the Board of the Greater Miami Jewish
20 Federation, essential Jewish communal agency
21 organizing and serving the Jewish Community of
22 Greater Miami which numbers approximately a hundred
23 and fifteen thousand people.

24 Federation and its Jewish Community Relation
25 Council are public policy and advocacy armed

1 applaud the State of Florida in its efforts to
2 strengthen the sanctions against Iran and Sudan. We
3 particularly applaud you, Governor Scott, Attorney
4 General Bondi, Chief Financial Officer Atwater, and
5 Agricultural Commission Putnam for your vision in
6 taking action to enforce State level implementation
7 of the Federal Iran Threat Reduction Act.

8 We are indeed proud that Florida is the first
9 state in the country to take such action that
10 effectively bars any company that does business
11 with Iran from representing the State in financial
12 transactions.

13 Educating the community about Iran's ambition
14 to become a regional superpower with nuclear
15 weapons which would threaten the United States,
16 Israel, and the rest of the Western World has been
17 a top priority for the Jewish Community since 2007.
18 The Federation joined together with the American
19 Jewish Committee, APAC, the Anti Defamation League,
20 and others to form the Iran Taskforce raising a
21 unified voice and calling the world's attention to
22 the threat of a nuclear equipped Iran.

23 We have since worked with a broad coalition of
24 Jewish and non-Jewish groups including all of the
25 thirteen federations throughout the State

1 representing six hundred and forty thousand people
2 as well as with United Against Nuclear Iran to
3 support legislative and regulatory actions
4 requiring divestment from companies that do
5 business with Iran as well as other sanctions.

6 We look forward to continuing to work with you
7 and the Legislature in order to prevent Iran from
8 acquiring a nuclear way of weapons capability.

9 We also thank you for insuring that this
10 regulation applies to companies doing business with
11 the Republic of Sudan. The Jewish Community will
12 remain committed to achieving a peaceful Sudan to
13 insure a better life for the millions of Sudanese
14 who have persevered and dreamed of a new era in
15 which human rights are respected and the government
16 works to protect and improve the lives of the
17 citizenry.

18 It is a truly great day when we witness the
19 power and effectiveness of a democracy where civic
20 activism and responsive elective leadership work
21 together for a stronger, more just, and safer
22 world. Thank you very much.

23 GOVERNOR SCOTT: Thank you, Brian.

24 MR. WATKINS: Next, Governor, is Mr. Stanley
25 Tate (phonetic) who we all know and President and

1 CEO of Tate Enterprises would like to say a few
2 words.

3 MR. TATE: Thank you. I'm here really
4 representing the Prime Minister of Israel who
5 called me and asked me to tell you how thankful
6 Israel is for this act that you passed today. I
7 cannot tell you how important these sanctions are
8 and if there's ever going to be a prevention of a
9 terrible holocaust bombings and a terrible war it
10 can be done through the sanctions, at least sort of
11 trying.

12 So, Israel is really indebted to all of you.
13 I'm honored to be here as a representative of the
14 State of Israel to tell you how thankful we are
15 because Florida is the first state to put this into
16 effect. I cannot begin to tell you how meaningful
17 that is because we anticipate at least thirty-four
18 other states will follow. That is a meaningful kind
19 of a sanction that we've been trying to get and
20 through Florida it's now going to be effective.

21 So, we thank you and I'm here in that role on
22 behalf of the Counsel General who is relatively new
23 to Florida and is representing Florida and Puerto
24 Rico, Jiam Satchun (phonetic) who couldn't be here,
25 the Prime Minister asked me to represent the State

1 of Israel. So, I just really wanted you to know how
2 thankful I am.

3 Governor, I want to thank you so much for the
4 mention of the Florida Prepaid College Program
5 because you all know it's the Stanley Tate Florida
6 Program. I wrote it in 1988 and we have one
7 million, five hundred and sixty thousand Floridian
8 children in that program today. One million, one
9 hundred thousand of which are still in high school.

10 The program is the largest financial insurance
11 company with assets in the country. We have
12 fourteen billion, three hundred and forty-three
13 million worth of government bonds as our assets
14 backing the program and it's also guaranteed by the
15 -- credit of the State of Florida.

16 So, on behalf of Israel and behalf of all of
17 the kids that are going to get a college education
18 because of that program I want to really thank you,
19 the members of the Cabinet, and Bondi who is a
20 dear, dear friend of mine and of course Adam and
21 Jeff and yourself. I know you back from Hospital
22 Corporation of America days way back. I lived all
23 my life in Florida.

24 When I attended the University of Florida it
25 had two thousand students, all boys. There were two

1 colleges, Florida State College for women in
2 Tallahassee, which today is FSU and University of
3 Florida. So, I go back a long way.

4 I opened -- at the University of Florida.
5 There were nine Jewish students at the University
6 of Florida when I attended. Today there's nine
7 thousand, three hundred, the largest population of
8 Jewish students of any university in the United
9 States.

10 So, Florida has really got so much to be proud
11 of but nothing more so than the representatives
12 that represent the citizens of the State. This
13 Cabinet, you Mr. Governor, Pam Bondi, the Attorney
14 General. So, on behalf of Israel, Florida Prepaid
15 College Program, but more importantly the citizens
16 of the State of Florida because you recognize
17 that's who your voices really are and I am here to
18 thank you on behalf of all of them.

19 So, thank you so much.

20 ATTORNEY GENERAL BONDI: Mr. Tate, Brian, I've
21 been on a diplomatic mission with my fellow
22 Attorney General and I know the Governor has been
23 on a separate mission to Israel and I can tell you
24 Israel, they are one of our greatest allies if not
25 the greatest in the world. We appreciate everything

1 Israel has done. We will be there to protect Israel
2 because it is one of the greatest places in the
3 world.

4 I will be meeting once again with my fellow
5 Attorney General. There are fifty-six of us and we
6 speak with a very loud voice and I can tell you
7 what we're doing here in Florida will be discussed
8 with them but I feel that they believe the same way
9 that we do about Israel and what we need to do to
10 protect Israel. Thank you both Brian and Stanley.

11 GOVERNOR SCOTT: I had the opportunity to go
12 to Israel about a year and a half ago and it was a
13 wonderful trip. Since 2007, Florida has been a
14 leader among all states in supporting sanctions
15 against Iran. Every three months the Cabinet
16 reviews a list of companies doing business in Iran.
17 In order to insure that Florida's pension plan is
18 completely divested form those businesses.

19 This is a moral issue. We do not Floridian's
20 tax dollars being used to support business who
21 invest in Iran or Sudan. Thank you very much for
22 bringing this important rule to us today. Thank you
23 Stanley and Brian for being with us to share your
24 views.

25 Is there a motion to approve the item?

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ATTORNEY BONDI: So moved.

GOVERNOR SCOTT: Is there a second?

CFO ATWATER: Second.

GOVERNOR SCOTT: Any comments or objections?

Hearing none, the motion carries.

Thank you, Ben.

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CERTIFICATE OF COURT REPORTER

THE STATE OF FLORIDA:

:ss.

COUNTY OF MIAMI-DADE:

I, DAISY AMADOR, a Court Reporter in and for the State of Florida at Large, do hereby certify that I was authorized to and did report the proceedings in the above-styled cause at the time and place set forth; that the foregoing pages, numbered from 1 through 79, inclusive, constitute a true and complete record of my notes.

I further certify that I am not an attorney or counsel of any of the parties, nor related to any of the parties, nor financially interested in the action.

Dated this 4th day of September, 2013

Daisy Amador

Court Reporter



STATE OF FLORIDA

DIVISION OF BOND FINANCE
OF THE STATE BOARD OF ADMINISTRATION

HERMITAGE CENTRE, SUITE 200
1801 HERMITAGE BOULEVARD
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RICK SCOTT
GOVERNOR
AS CHAIRMAN

PAM BONDI
ATTORNEY GENERAL
AS SECRETARY


JEFF ATWATER
CHIEF FINANCIAL OFFICER
AS TREASURER

ADAM H. PUTNAM
COMMISSIONER OF AGRICULTURE

J. BEN WATKINS III
DIRECTOR

MEMORANDUM

TO: Governor and Cabinet, as the Governing Board of the Division of Bond Finance

FROM: J. Ben Watkins III 

DATE: September 24, 2013

SUBJECT: Award of \$41,540,000 State of Florida, Board of Governors, University of Florida Student Activity Revenue Bonds, Series 2013

Pursuant to authorization by the Governor and Cabinet by resolutions adopted on June 26, 2012, bids were received for the above referenced bond issue at the office of the Division of Bond Finance at 11:30 a.m. on Tuesday, August 13, 2013.

Nine bids were received with a tabulation of such bids included herein. The low bid was from Raymond James & Associates, Inc., at an annual true interest cost rate of 3.9273%. The annual true interest cost rate using the Bloomberg benchmark interest rate scale for the day of the sale was 3.9039%. The bids were reviewed by representatives of the Division of Bond Finance and the bonds were awarded to the low bidder as authorized. The bonds were delivered on September 10, 2013.

The bonds were issued to finance the expansion of the student union on the main campus of the University.

The bonds are dated September 10, 2013, with interest payable January 1, 2014, and semiannually on each July 1 and January 1 thereafter. The bonds consist of serial bonds maturing on July 1 in the years 2014 through 2033.

The bonds are payable from a first lien on revenues of the Activity & Service Fees charged on a per credit hour basis to students at the University of Florida. The bonds are not secured by the full faith and credit of the State of Florida.

Attachment #2

The bonds have been rated AA, Aa2, and AA by Fitch Ratings, Moody's Investors Service and Standard & Poor's Ratings Services, respectively.

BID TABULATION

<u>Bidder</u>	<u>Annual True Interest Cost Rate</u>
Raymond James & Associates, Inc.	3.9273%
Piper Jaffray	3.9687%
Wells Fargo Bank, National Association	3.9900%
Citigroup Global Markets Inc.	4.0109%
Hutchinson, Shockey, Erley & Co.	4.0489%
J.P. Morgan Securities LLC	4.0698%
Janney Montgomery Scott, LLC	4.0792%
Guggenheim Securities, LLC	4.1884%
Bank of America Merrill Lynch	4.2454%

INTEREST RATES AND YIELDS TO MATURITY FROM WINNING BID

<u>Maturity Date</u>	<u>Principal</u>	<u>Coupon</u>	<u>Yield</u>
7/1/14	\$1,045,000	5.000%	0.300%
7/1/15	1,340,000	5.000	0.560
7/1/16	1,410,000	5.000	0.870
7/1/17	1,480,000	5.000	1.190
7/1/18	1,555,000	5.000	1.530
7/1/19	1,630,000	5.000	1.870
7/1/20	1,715,000	5.000	2.290
7/1/21	1,800,000	5.000	2.620
7/1/22	1,890,000	5.000	2.910
7/1/23	1,985,000	5.000	3.100
7/1/24	2,085,000	5.000	3.442
7/1/25	2,185,000	5.000	3.698
7/1/26	2,295,000	5.000	3.921
7/1/27	2,410,000	4.000	4.020
7/1/28	2,505,000	4.000	4.190
7/1/29	2,605,000	4.250	4.340
7/1/30	2,720,000	4.375	4.430
7/1/31	2,835,000	4.375	4.510
7/1/32	2,960,000	4.500	4.570
7/1/33	3,090,000	4.500	4.620

STATE OF FLORIDA

DIVISION OF BOND FINANCE
OF THE STATE BOARD OF ADMINISTRATION

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COMMISSIONER OF AGRICULTURE



J. BEN WATKINS III
DIRECTOR

MEMORANDUM

TO: Governor and Cabinet, as the Governing Board of the Division of Bond Finance

FROM: J. Ben Watkins III 

DATE: September 24, 2013

SUBJECT: Award of \$48,365,000 State of Florida, Board of Governors, Florida International University Parking Facility Revenue Bonds, Series 2013A

Pursuant to authorization by the Governor and Cabinet by resolutions adopted on April 23, 2013, bids were received for the above referenced bond issue at the office of the Division of Bond Finance at 11:00 a.m. on Thursday, August 22, 2013.

Five bids were received with a tabulation of such bids included herein. The low bid was from Wells Fargo Bank, National Association at an annual true interest cost rate of 4.6999%. The annual true interest cost rate using an interpolated Bloomberg interest rate scale for the day of the sale was 4.6854%. The bids were reviewed by representatives of the Division of Bond Finance and the bonds were awarded to the low bidder as authorized. The bonds will be delivered on September 26, 2013.

Of the \$48,365,000 bonds sold, \$33,500,000 (69%) are being used to finance the construction of a parking garage on the main campus of the University and \$14,865,000 (31%) are being used to refund the callable maturities of the Series 1999 and 2002 bonds. The interest rate on the new money bonds is 4.98%. The average interest rate on the bonds being refunded is 4.53% compared to the interest rate of 2.98% on the refunding bonds. The refunding resulted in gross debt service savings of approximately \$1.1 million and present value savings of approximately \$1.0 million, or 6.3% of the principal amount being refunded.

The bonds are dated September 26, 2013, with interest payable January 1, 2014, and semiannually on each July 1 and January 1 thereafter. The bonds consist of serial bonds maturing on July 1 in the years 2014 through 2031 and term bonds maturing on July 1 in the years 2033, 2035, 2038, and 2043.

The bonds are payable from a first lien pledge of net parking system revenues of the University and are secured on parity with the outstanding parking system bonds. The bonds are not secured by the full faith and credit of the State of Florida or the University.

The bonds have been rated A+, Aa3 and AA- by Fitch Ratings, Moody's Investors Service and Standard & Poor's Ratings Services, respectively.

BID TABULATION

<u>Bidder</u>	<u>Annual True Interest Cost Rate</u>
Wells Fargo Bank, National Association	4.6999%
Bank of America Merrill Lynch	4.7199%
UBS Financial Services Inc.	4.7551%
Citigroup Global Markets Inc.	4.8470%
Hutchinson, Shockey, Erley & Co.	5.2202%

INTEREST RATES AND YIELDS TO MATURITY FROM WINNING BID

<u>Maturity Date</u>	<u>Principal</u>	<u>Coupon</u>	<u>Yield</u>
07/1/14	\$1,950,000	5.000%	0.500%
07/1/15	2,155,000	5.000	0.850
07/1/16	2,265,000	5.000	1.250
07/1/17	2,375,000	5.000	1.650
07/1/18	2,500,000	5.000	2.150
07/1/19	2,620,000	5.000	2.550
07/1/20	2,170,000	5.000	2.900
07/1/21	2,275,000	3.000	3.210
07/1/22	2,350,000	5.000	3.450
07/1/23	820,000	3.500	3.600
07/1/24	850,000	4.000	3.861
07/1/25	880,000	4.000	4.090
07/1/26	915,000	4.000	4.260
07/1/27	955,000	4.250	4.430
07/1/28	995,000	4.375	4.550
07/1/29	1,035,000	4.500	4.670
07/1/30	1,085,000	5.250	4.909
07/1/31	1,140,000	5.250	4.973

\$2,460,000 4.750% Term Bond maturing July 1, 2033 (at a yield of 4.950%)
 \$2,705,000 5.000% Term Bond maturing July 1, 2035 (at a yield of 5.060%)
 \$4,575,000 5.000% Term Bond maturing July 1, 2038 (at a yield of 5.150%)
 \$9,290,000 5.000% Term Bond maturing July 1, 2043 (at a yield of 5.199%)

THIRTY-SIXTH SUPPLEMENTAL TURNPIKE REVENUE BOND RESOLUTION

A RESOLUTION (THIRTY-SIXTH SUPPLEMENTAL RESOLUTION) OF THE GOVERNING BOARD OF THE DIVISION OF BOND FINANCE OF THE STATE BOARD OF ADMINISTRATION OF FLORIDA SUPPLEMENTING THE TURNPIKE REVENUE BOND AUTHORIZING RESOLUTION, AS SUPPLEMENTED AND AMENDED; AUTHORIZING THE COMPETITIVE SALE AND ISSUANCE OF STATE OF FLORIDA, DEPARTMENT OF TRANSPORTATION TURNPIKE REVENUE BONDS, SERIES 2013 (TO BE DETERMINED); AUTHORIZING A NOTICE OF BOND SALE; IDENTIFYING THE 2013 TURNPIKE PROJECT ANTICIPATED TO BE FINANCED BY THE SERIES 2013 (TO BE DETERMINED) BONDS; PROVIDING FOR APPLICATION OF THE PROCEEDS OF THE SERIES 2013 (TO BE DETERMINED) BONDS; AUTHORIZING A PRELIMINARY AND A FINAL OFFICIAL STATEMENT; PROVIDING FOR OTHER TERMS AND AUTHORIZATIONS IN CONNECTION WITH THE SALE AND ISSUANCE OF THE SERIES 2013 (TO BE DETERMINED) BONDS; AND PROVIDING FOR AN EFFECTIVE DATE.

WHEREAS, acting on behalf of the State of Florida Department of Transportation (the “Department”), the Governor and Cabinet sitting as the governing board (the “Governing Board”) of the Division of Bond Finance of the State Board of Administration of Florida (formerly the Division of Bond Finance of the State of Florida Department of General Services) (the “Division”) adopted a resolution on October 25, 1988 authorizing the issuance of State of Florida Department of Transportation Turnpike Revenue Bonds, which resolution, as restated on May 17, 2005 (the “Authorizing Resolution”), was adopted to secure the issuance by the Division from time to time of one or more series of Turnpike Revenue Bonds, subject to the terms and conditions of the Authorizing Resolution; and

WHEREAS, the Division has previously sold \$4,020,347,419.20 aggregate principal amount of new money Turnpike Revenue Bonds (Series 1989A, Series 1991A, Series 1992A, Series 1995A, Series 1998A, Series 1998B, Series 1999A, Series 2000A, Series 2000B, Series 2003C, Series 2004A, Series 2006A, Series 2007A, Series 2008A, Series 2009A&B, Series 2011A, and Series 2012A) leaving an unsold authorized amount of \$566,885,000; and

WHEREAS, the Department has adopted a resolution requesting the Division to proceed with the sale of State of Florida, Department of Transportation Turnpike Revenue Bonds to finance all or a portion of the costs of the 2013 (to be determined) Turnpike Project; and

WHEREAS, the State Legislature has approved the Department of Transportation’s tentative work plan pursuant to provisions of Sections 338.22-338.241, Florida Statutes (the “Florida Turnpike Enterprise Law”); and

WHEREAS, the Governing Board has determined to sell this installment of Bonds, on behalf of the Department, under and pursuant to the Authorizing Resolution and pursuant to the request of the Department of Transportation, which installment is to be known as the STATE OF FLORIDA, DEPARTMENT OF TRANSPORTATION TURNPIKE REVENUE BONDS, SERIES 2013 (TO BE DETERMINED) (the “Series 2013 (to be determined) Bonds”); and

WHEREAS, the Governing Board wishes to authorize the publication of a Notice of Bond Sale for the public sale of the Series 2013 (to be determined) Bonds (the “Notice of Bond Sale”); and

WHEREAS, upon the adoption of this Thirty-sixth Supplemental Resolution and the completion of certain actions required hereunder and under the Authorizing Resolution, the execution and delivery of the Series 2013 (to be determined) Bonds will have been duly authorized and all things necessary to make the Series 2013 (to be determined) Bonds, when executed and authenticated in the manner set forth in the Authorizing Resolution, valid and binding legal obligations of the State of Florida and the Department and to make the Authorizing Resolution, as supplemented by this Thirty-sixth Supplemental Resolution, a valid and binding agreement with the Registered Owners of the Series 2013 (to be determined) Bonds, will have been done;

NOW, THEREFORE, BE IT RESOLVED by the Governor and Cabinet of the State of Florida sitting as the Governing Board of the Division of Bond Finance of the State Board of Administration of Florida, on behalf of the State of Florida Department of Transportation, as follows:

SECTION 1. DEFINITIONS. All terms used in this Thirty-sixth Supplemental Resolution are used with the same meaning throughout this Thirty-sixth Supplemental Resolution unless the context clearly requires otherwise. All terms used in this Thirty-sixth Supplemental Resolution that are defined in the Authorizing Resolution have the same meaning as in the Authorizing Resolution unless the context clearly requires otherwise.

The following term shall have the following meaning herein:

“2013 (to be determined) Turnpike Project” shall mean any project in the Department's tentative work plan, provided such plan has received Legislative approval in accordance with section 338.2275(1), Florida Statutes, and provided that the Department has determined that the project is economically feasible, as required by section 338.2275(3), Florida Statutes.

It is anticipated that the proceeds of the 2013 (to be determined) Bonds will be used to finance the following projects (project (a) was partially financed through previously issued Turnpike Revenue Bonds; projects (b), (c) and (d) are new projects):

- (a) Veterans Expressway in Hillsborough County;
- (b) Canal Protection in Sumter County;
- (c) Homestead Extension of Florida’s Turnpike in Miami-Dade County;

(d) First Coast Outer Beltway in Clay and Duval Counties;

all as approved by the Florida Legislature pursuant to subsection 338.2275(1), Florida Statutes, and Section 5 of Senate Bill 1500, the FY 2013-14 General Appropriations Act.

SECTION 2. AUTHORITY FOR THIS THIRTY-SIXTH SUPPLEMENTAL RESOLUTION. This Thirty-sixth Supplemental Resolution is adopted pursuant to the provisions of the Act and constitutes a resolution authorizing bonds pursuant to the Act.

SECTION 3. RESOLUTION TO CONSTITUTE CONTRACT. In consideration of the purchase and acceptance of any and all of the Series 2013 (to be determined) Bonds by those who shall own the same from time to time, the Authorizing Resolution, as supplemented by this Thirty-sixth Supplemental Resolution, shall be deemed to be and shall constitute a contract between the Department and the Registered Owners from time to time of the Series 2013 (to be determined) Bonds; and the security interest granted and the pledge made in the Authorizing Resolution, as supplemented by this Thirty-sixth Supplemental Resolution, and the covenants and agreements therein set forth to be performed on behalf of the Department shall be for the equal benefit, protection and security of the Registered Owners of any and all of the Bonds, all of which, regardless of the time or times of their authentication and delivery or maturity, shall be of equal rank without preference, priority or distinction of any of the Bonds over any other thereof except as expressly provided in or permitted by the Authorizing Resolution, as supplemented by this Thirty-sixth Supplemental Resolution.

SECTION 4. AUTHORIZATION OF SALE OF THE SERIES 2013 (TO BE DETERMINED) BONDS. (A) Provided that the Division has received (as provided for in the Department's requesting resolution) one or more certificates from the Department evidencing that the pertinent conditions precedent, if any, of legislative approval of the 2013 (to be determined) Turnpike Project have been met, the Series 2013 (to be determined) Bonds are hereby authorized to be sold at public sale in an aggregate principal amount not exceeding \$190,000,000, on a date and at a time to be determined by the Director of the Division (the "Director"), for the purpose of financing all or a portion of the costs of acquisition and/or construction of the 2013 (to be determined) Turnpike Project, including, without limitation, costs already incurred. All Series 2013 (to be determined) Bonds shall be designated "State of Florida, Department of Transportation Turnpike Revenue Bonds, Series 2013 (to be determined)"; provided, however, that such bonds may be sold and issued in one or more series, and in combination with other Turnpike Revenue Bonds; and provided further that the actual designation of any series of such bonds, whether sold in one or more than one series (including a change of year designation, if desirable), and whether such bonds or any portion thereof are to be taxable or tax-exempt, shall be determined by the Director. The Series 2013 (to be determined) Bonds shall be dated and bear interest from such date, and be payable in each year, as indicated or provided for in the Notice of Bond Sale. The final maturity date of the Series 2013 (to be determined) Bonds shall not be later than 35 years from their date of issue. The Series 2013 (to be determined) Bonds shall be issued in fully registered form. Interest on the Series 2013 (to be determined) Bonds will be paid by check or draft mailed, or made by wire transfer, at the election of a Bondholder, in the manner and under the terms provided for in the State's agreement with the Bond Registrar/Paying Agent (provided that such Bondholder advances to the Bond Registrar/Paying Agent the amount, if any, necessary to pay the wire charges or authorizes the Bond Registrar/Paying Agent to deduct the amount of such payment), to the Registered Owner thereof as of 5:00 p.m. Eastern Time on the Record

Date at the address shown on the registration books maintained by the Bond Registrar/Paying Agent for the Series 2013 (to be determined) Bonds. The interest rates of the Series 2013 (to be determined) Bonds, not to exceed the maximum lawful rate on the date of sale of the Series 2013 (to be determined) Bonds, shall be determined in accordance with the Notice of Bond Sale, and the Series 2013 (to be determined) Bonds shall mature as determined by the Director in the Notice of Bond Sale. Principal of the Series 2013 (to be determined) Bonds will be payable to the Registered Owners thereof upon their presentation and surrender when due at the corporate trust office of the Bond Registrar/Paying Agent.

(B) The Director or the Secretary or an Assistant Secretary of the Governing Board is authorized to determine the most advantageous date and time of a public sale and to provide notice pursuant to applicable law of such sale, at a time and in such manner as determined by the Director to be appropriate to provide adequate notice to potential bidders. Bids for the purchase of the Series 2013 (to be determined) Bonds will be received at the offices of the Division in Tallahassee, Florida, or at another location designated in the Notice of Bond Sale, until the time and date of sale determined by the Director.

(C) The Director is hereby authorized to distribute a Notice of Bond Sale and a form of proposal for the sale of the Series 2013 (to be determined) Bonds. The Notice of Bond Sale shall be in such form as shall be determined by the Director, with the advice of bond counsel, and shall contain such information as required by applicable law. Any prior distribution of a Notice of Bond Sale and form of proposal is hereby ratified.

(D) The Director or the Secretary or an Assistant Secretary of the Governing Board is authorized to award the sale of the Series 2013 (to be determined) Bonds and to pay the costs, fees and expenses associated therewith. Such award by the Director or Secretary or an Assistant Secretary shall be based on his or her determination of the best bid submitted in accordance with the terms of the Notice of Bond Sale and such award shall be final. The sale shall be reported to the Governing Board after award of the Series 2013 (to be determined) Bonds.

(E) In the event that conditions preclude, or circumstances render unnecessary or undesirable, the sale of the maximum principal amount of the Series 2013 (to be determined) Bonds authorized to be sold by this Thirty-sixth Supplemental Resolution, then in such event the Director or the Secretary or an Assistant Secretary of the Governing Board is hereby authorized to offer for sale a lesser principal amount than that set forth in the Notice of Bond Sale and to adjust the maturity schedule and redemption provisions for the Series 2013 (to be determined) Bonds, if necessary, to reflect the issuance of such lesser amount, and to modify the Notice of Bond Sale as may be required.

(F) The Series 2013 (to be determined) Bonds shall be subject to redemption as provided in the Notice of Bond Sale.

(G) The Director or the Secretary or an Assistant Secretary of the Governing Board is authorized to provide in the Notice of Bond Sale that the purchase price for the Series 2013 (to be determined) Bonds may include a discount to par not to exceed the statutory amount.

(H) The Chairman, Secretary or an Assistant Secretary of the Governing Board or their duly authorized alternative officers are hereby authorized on behalf of the Division to execute the Series 2013

(to be determined) Bonds (including any temporary bond or bonds) as provided in the Authorizing Resolution and any of such officers is hereby authorized, upon the execution of the Series 2013 (to be determined) Bonds in the form and manner set forth in the Authorizing Resolution, to deliver the Series 2013 (to be determined) Bonds in the amounts authorized to be issued hereunder to the Bond Registrar/Paying Agent for authentication and, upon receipt of payment of the purchase price (together with accrued interest), for delivery to or upon the order of the original purchaser of the Series 2013 (to be determined) Bonds, and to distribute the proceeds of the Series 2013(to be determined) Bonds as provided herein and in the Authorizing Resolution.

(I) The Chairman, Secretary or any Assistant Secretary of the Governing Board, the Director, and such other officers and employees of the Division as may be designated as agents of the Division in connection with the issuance and delivery of the Series 2013 (to be determined) Bonds, are authorized and empowered, collectively or individually, to take all actions and steps, to execute all instruments, documents, and contracts, and to take all other action on behalf of the Division, in each case as they may deem necessary or desirable, in connection with the sale, execution and delivery of the Series 2013 (to be determined) Bonds.

SECTION 5. SECURITY FOR THE SERIES 2013(TO BE DETERMINED) BONDS.

(A) The Bonds authorized by this Thirty-sixth Supplemental Resolution shall be payable on a parity and rank equally as to lien on and source and security for payment from the Net Revenues of the Turnpike System and in all other respects with the Outstanding Bonds.

(B) The Series 2013 (to be determined) Bonds authorized by this Thirty-sixth Supplemental Resolution shall be deemed to have been issued pursuant to the Authorizing Resolution as fully and to the same extent as the Outstanding Bonds and all of the covenants and agreements contained in the Authorizing Resolution shall be deemed to have been made for the benefit of the Registered Owners of the Series 2013(to be determined) Bonds as fully and to the same extent as the Registered Owners of the Outstanding Bonds.

All of the covenants, agreements, and provisions of the Authorizing Resolution, except to the extent inconsistent herewith, shall be deemed to be part of this Thirty-sixth Supplemental Resolution to the same extent as if incorporated verbatim in this Thirty-sixth Supplemental Resolution, and shall be fully enforceable in the manner provided in the Authorizing Resolution by any of the Registered Owners of the Bonds.

SECTION 6. APPLICATION OF PROCEEDS. The proceeds of the Series 2013 (to be determined) Bonds shall be applied in accordance with this section and Article III of the Authorizing Resolution and in the manner and to the extent required by law, including for the cost of environmental mitigation of Turnpike construction.

There are hereby established with respect to the Series 2013(to be determined) Bonds (i) a fund to be known as the “Turnpike 2013 (to be determined) Bond Construction Trust Fund” or “2013 (to be determined) Construction Fund” into which shall be deposited net proceeds of the Series 2013(to be determined) Bonds for the acquisition or construction of the 2013 (to be determined) Turnpike Project

described in the definition thereof found in Section 1 hereof, (ii) an account in the Rebate Fund to be known as the “Series 2013 (to be determined) Rebate Account”, and (iii) a sub-account in the Debt Service Reserve Account to be known as the “2013 (to be determined) Debt Service Reserve Sub-Account”. The 2013 (to be determined) Construction Fund may be separate from the Turnpike Plan Construction Fund for state accounting purposes, but shall be considered as an account within the Turnpike Plan Construction Fund for purposes of the Authorizing Resolution. The proceeds of the Series 2013 (to be determined) Bonds deposited into the 2013 (to be determined) Construction Fund shall be used for costs of acquisition or construction of the 2013 (to be determined) Turnpike Project.

SECTION 7. RESERVE REQUIREMENT. The 2013 (to be determined) Bonds shall be secured, together with the Outstanding Turnpike Revenue and Revenue Refunding Bonds, and any other Series of Turnpike Bonds designated to be secured thereby, by the Subaccount that secures the 2004A through 2013B Bonds or by the 2013 (to be determined) Debt Service Reserve Subaccount in the Debt Service Reserve Account. The 2013 (to be determined) Debt Service Reserve Subaccount may also secure future series of Additional Bonds.

SECTION 8. BOND REGISTRAR/PAYING AGENT. U.S. Bank Trust National Association, New York, New York, is hereby designated as the Bond Registrar/Paying Agent for the Series 2013 (to be determined) Bonds on the terms and conditions set forth in the Registrar, Paying Agent and Transfer Agreement between the State of Florida and U.S. Bank Trust National Association.

SECTION 9. AUTHORIZATION OF OFFICIAL STATEMENT. The Division is hereby authorized to prepare and distribute preliminary and final Official Statements in connection with the Series 2013(to be determined) Bonds, on behalf of the Department, pursuant to the State Bond Act. The Chairman, Secretary or an Assistant Secretary of the Governing Board and the Director are hereby authorized to execute the final Official Statement in connection with the Series 2013 (to be determined) Bonds, and the execution thereof shall be conclusive evidence that the Governing Board has approved the form and content of the Final Official Statement. The Division is further authorized to have up to 3,000 copies of the Preliminary Official Statement and 3,000 copies of the Final Official Statement relating to the Series 2013 (to be determined) Bonds printed and distributed; to contract with national rating services; to make a determination that the Preliminary Official Statement is “deemed final” for purposes of SEC Rule 15c2-12(b)(1); to conduct information meetings; and to take such other actions as may be deemed appropriate for the dissemination of information relating to the sale of the Series 2013 (to be determined) Bonds. Any prior printing and distribution of a Preliminary Official Statement is hereby ratified.

SECTION 10. FORM OF SERIES 2013(TO BE DETERMINED) BONDS. (A) Notwithstanding anything to the contrary in the Authorizing Resolution, this Thirty-sixth Supplemental Resolution, or any other resolution relating to the 2013 (to be determined) Bonds (for the purposes of this section, collectively, the “Resolution”), the 2013 (to be determined) Bonds may be issued in book-entry only form utilizing the services of a Securities Depository (as used herein, “Securities Depository” means The Depository Trust Company, New York, New York, or its nominees, successors and assigns).

So long as a book-entry only system of evidence of transfer of ownership of all the 2013(to be determined) Bonds is maintained in accordance herewith, any provision of the Resolution relating to the

delivery of physical bond certificates shall be inapplicable, and the Resolution shall be deemed to give full effect to such book-entry system.

If the 2013(to be determined) Bonds are issued in book-entry only form:

(1) The 2013 (to be determined) Bonds shall be issued in the name of the Securities Depository as the Registered Owner of the 2013 (to be determined) Bonds, and held in the custody of the Securities Depository or its designee.

(2) Transfers of beneficial ownership of the 2013 (to be determined) Bonds will be effected on the records of the Securities Depository and its Participants pursuant to rules and procedures established by the Securities Depository (“Participants” include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations, as well other organizations that clear through or maintain a custodial relationship with such organizations, either directly or indirectly).

(3) Each Participant shall be credited in the records of the Securities Depository with the amount of such Participant's interest in the 2013 (to be determined) Bonds. Beneficial ownership interests in the 2013(to be determined) Bonds may be purchased by or through Participants. The holders of these beneficial ownership interests are hereinafter referred to as the “Beneficial Owners.” The Beneficial Owners shall not receive 2013 (to be determined) Bonds representing their beneficial ownership interests. The ownership interests of each Beneficial Owner shall be recorded through the records of the Participant from which such Beneficial Owner purchased its 2013 (to be determined) Bonds. Transfers of ownership interests in the 2013 (to be determined) Bonds shall be accomplished by book entries made by the Securities Depository and, in turn, by Participants acting on behalf of Beneficial Owners.

(4) Unless otherwise provided herein, the Department, the Division of Bond Finance, the Board of Administration and the Bond Registrar/Paying Agent (as used in this section, the “State and its agents”) shall treat the Securities Depository as the sole and exclusive owner of the 2013 (to be determined) Bonds registered in its name for the purposes of

(a) payment of the principal of, premium, if any, and interest on the 2013 (to be determined) Bonds or portion thereof to be redeemed or purchased. Payments made to the Securities Depository of principal, premium, and interest shall be valid and effective to fully satisfy and discharge the Department's obligations to the extent of the sums so paid;

(b) giving any notice permitted or required to be given to Registered Owners under the Resolution; and

(c) the giving of any direction or consent or the making of any request by the Registered Owners hereunder. The State and its agents may rely conclusively upon

(i) a certificate of the Securities Depository as to the identity of the Participants with respect to the 2013 (to be determined) Bonds; and

(ii) a certificate of any such Participant as to the identity of, and the respective principal amount of 2013 (to be determined) Bonds beneficially owned by, the Beneficial Owners.

(5) The State and its agents shall have no responsibility or obligations to the Securities Depository, any Participant, any Beneficial Owner or any other person which is not shown on the 2013 (to be determined) Bond Register, with respect to

(a) the accuracy of any records maintained by the Securities Depository or any Participant;

(b) the payment by the Securities Depository or by any Participant of any amount due to any Beneficial Owner in respect of the principal amount or redemption or purchase price of, or interest on, any 2013 (to be determined) Bond;

(c) the delivery of any notice by the Securities Depository or any Participant;

(d) the selection of the Participants or the Beneficial Owners to receive payment in the event of any partial redemption of the 2013 (to be determined) Bonds; or

(e) any consent given or any other action taken by the Securities Depository or any Participant.

(6) The requirements in the Resolution of holding, delivering or transferring 2013 (to be determined) Bonds shall be deemed modified to require the appropriate person to meet the requirements of the Securities Depository as to registering or transferring the book-entry 2013 (to be determined) Bonds to produce the same effect. Any provision hereof permitting or requiring delivery of the 2013 (to be determined) Bonds shall, while the 2013 (to be determined) Bonds are in book-entry only form, be satisfied by the notation thereof on the books of the Securities Depository in accordance with applicable state law.

(B) The Division of Bond Finance may discontinue the book-entry system with the then-current securities depository, subject to the terms of its agreement with such securities depository. In this event, the Division of Bond Finance shall either

(1) identify another qualified securities depository or

(2) prepare and deliver replacement 2013 (to be determined) Bonds in the form of fully registered bonds to each Beneficial Owner.

SECTION 11. FEDERAL TAX MATTERS. Upon the execution of a “Federal tax certificate,” “non-arbitrage certificate” or other certificate relating to compliance by the Department or the Division with Federal tax law requirements, the representations, terms and covenants in each such certificate shall be deemed to be incorporated in this Thirty-sixth Supplemental Resolution and shall be deemed to benefit the Registered Owners of the Series 2013 (to be determined) Bonds.

Notwithstanding anything contained in the Authorizing Resolution to the contrary, to the extent that all or any portion of the Series 2013 (to be determined) Bonds are sold as tax-exempt bonds, it is the intent of the Governing Board that interest on such Series 2013 (to be determined) Bonds be and remain excluded from gross income for federal income tax purposes and therefore to comply with all requirements of federal tax law applicable to such Series 2013 (to be determined) Bonds, or any series thereof, whether such requirements are now in effect, pending or subsequently enacted. The officers, employees and agents of the Division of Bond Finance are hereby authorized and directed to take all actions necessary with respect to such Series 2013 (to be determined) Bonds and each series thereof to comply with such requirements of federal tax law.

SECTION 12. CONTINUING DISCLOSURE.

(A) In order to comply with Rule 15c2-12 of the Securities and Exchange Commission, the Department hereby agrees to provide or cause to be provided such information as may be required, from time to time, under such rule.

(B) The Secretary of the Department, in conjunction with the appropriate officers of the Division, is authorized and directed to execute and deliver any documents or agreements which are necessary to comply with the requirements of Rule 15c2-12 and the Securities and Exchange Commission.

SECTION 13. INCIDENTAL ACTION. The members and officers of the Governing Board and the staff of the Division are hereby authorized and directed to execute and deliver such other documents, and to take such other actions as may be necessary or appropriate in order to accomplish the sale, issuance and securing of the Series 2013 (to be determined) Bonds pursuant to the terms of the Authorizing Resolution and this Thirty-sixth Supplemental Resolution, and the performance of the obligations of the Division under the Authorizing Resolution.

SECTION 14. CONFIRMATION OF AUTHORIZING RESOLUTION/PRIOR RESOLUTIONS. As supplemented by this Thirty-sixth Supplemental Resolution, the Authorizing Resolution is in all respects ratified and confirmed, and this Thirty-sixth Supplemental Resolution shall be read, taken and construed as a part of the Authorizing Resolution. All prior or concurrent resolutions or parts of resolutions inconsistent with this Resolution are hereby amended by this Resolution, including the Notice of Bond Sale, but only to the extent of any such inconsistency.

SECTION 15. EFFECTIVE DATE. This Thirty-sixth Supplemental Resolution shall take effect on the date of its adoption by the Governing Board.

Adopted by the Governor and Cabinet of the State of Florida sitting as the Governing Board of the Division of Bond Finance of the State Board of Administration of Florida, on behalf of the Department of Transportation, on September 24, 2013.

A RESOLUTION AUTHORIZING THE ISSUANCE OF STATE OF FLORIDA, DEPARTMENT OF TRANSPORTATION, SEAPORT INVESTMENT PROGRAM REVENUE BONDS, SERIES 2013, TO FINANCE PROJECTS AT VARIOUS FLORIDA SEAPORTS; PROVIDING FOR CERTAIN COVENANTS IN CONNECTION THEREWITH; AND PROVIDING FOR AN EFFECTIVE DATE.

BE IT RESOLVED BY THE GOVERNOR AND CABINET OF THE STATE OF FLORIDA AS THE GOVERNING BOARD OF THE DIVISION OF BOND FINANCE OF THE STATE BOARD OF ADMINISTRATION, ON BEHALF OF THE STATE OF FLORIDA DEPARTMENT OF TRANSPORTATION:

ARTICLE I

GENERAL

SECTION 1.01. AUTHORITY FOR THIS RESOLUTION. This Resolution is adopted pursuant to the provisions of Article VII, Section 11(d) of the Florida Constitution; Sections 215.57-215.83, Florida Statutes (the “State Bond Act”); Section 339.0801(1), Florida Statutes; and other applicable provisions of law.

SECTION 1.02. RESOLUTION TO CONSTITUTE CONTRACT. In consideration of the acceptance of the Bonds by those who shall be Registered Owners of the same from time to time, this Resolution shall be deemed to be and shall constitute a contract among the Division, the Department, and such Registered Owners. The covenants and agreements to be performed by the Department shall be for the equal benefit, protection, and security of the Registered Owners of any and all of the Bonds, as defined herein, all of which shall be of equal rank and without preference, priority, or distinction as to any of such Bonds over any other thereof, except as expressly provided therein and herein.

SECTION 1.03. DEFINITIONS. When used in this Resolution, the following terms shall have the following meanings, unless the context clearly otherwise requires:

“2013 Bonds” means the State of Florida, Department of Transportation, Seaport Investment Program Revenue Bonds, Series 2013 (or such other designation as may be determined by the Director of the Division).

"Accreted Value" means, as of any date of computation with respect to any Capital Appreciation Bonds, an amount equal to the principal amount of such Capital Appreciation Bond at its initial offering plus the accrued interest on such Capital Appreciation Bond from the date of delivery to the original purchasers thereof to the Interest Payment Date next preceding the date of computation or to the date of computation if such date is an Interest Payment Date, such interest to accrue at a rate per annum determined pursuant to a subsequent resolution of the Division (not to exceed the maximum rate permitted by law), compounded periodically, plus, with respect to matters related to the payment upon redemption of the Capital Appreciation Bond, if such date of computation shall not be an Interest Payment Date, the ratable portion of the difference between the Accreted Value as of the immediately preceding Interest Payment Date (or the date of delivery of the Bonds to the original purchasers thereof if the date of computation is prior to the first Interest Payment Date succeeding the date of delivery) and the Accreted Value as of the immediately succeeding Interest Payment Date, calculated based on the assumption that Accreted Value accrues during any period in equal daily amounts on the basis of a year of twelve 30-day months.

"Additional Bonds" means any obligations issued pursuant to the terms and conditions of this Resolution and payable from the Pledged Revenues on a parity with any Bonds previously issued hereunder. Such Additional Bonds shall be deemed to have been issued pursuant to this Resolution

the same as the Bonds previously authorized and issued pursuant to this Resolution, and all of the applicable covenants and other provisions of this Resolution (except as to details of such Additional Bonds inconsistent herewith), shall be for the equal benefit, protection and security of the Registered Owners of the Bonds previously authorized and issued pursuant to this Resolution, and the Registered Owners of any Additional Bonds evidencing additional obligations subsequently issued within the limitations of and in compliance with this Resolution. All of such Additional Bonds, regardless of the time or times of their issuance, shall rank equally with other Bonds with respect to their lien on and source and security for payment from the Pledged Revenues without preference or priority of any Bonds over any other.

“Administrative Expenses” means, with respect to the Bonds or the administration of any funds under this Resolution, to the extent applicable: (i) fees or charges, or both, of the Board of Administration and the Division; and (ii) such other fees or charges, or both, as may be approved by the Board of Administration or the Division, including but not limited to those relating to tax law compliance, disclosure of information, paying agents, rating agencies and providers of credit enhancement; all as may be determined from time to time as necessary.

"Amortization Installment" means an amount so designated which is established for the Term Bonds of each Series; provided that each such Amortization Installment shall be deemed due upon the date determined pursuant to a subsequent resolution adopted by the Division and the aggregate of such Amortization Installments for each Series shall equal the aggregate principal of the Term Bonds of such Series.

"Annual Debt Service Requirement" means, for any Fiscal Year, the remaining amount (with respect to the particular Series of Bonds, or all Bonds, as the case may be) required to be

deposited in such Fiscal Year into the Sinking Fund to pay the interest, principal and Amortization Installment in such Fiscal Year, provided that any interest, principal, or Amortization Installment payable on July 1 of any Fiscal Year shall be deemed payable in the prior Fiscal Year.

“Assistant Secretary” means an Assistant Secretary of the Division.

“Board” or “Board of Administration” means the State Board of Administration, as created pursuant to the provisions of Article IV, Section 4, Florida Constitution and Chapter 215, Florida Statutes.

“Bond Insurance Policy” means an insurance policy issued for the benefit of the Registered Owners of any Bond, pursuant to which the issuer of such insurance policy shall be obligated to pay when due the principal of and interest on such Bond to the extent of any deficiency in the amounts in the funds and accounts held under this Resolution, in the manner and in accordance with the terms provided in such Bond Insurance Policy.

“Bond Registrar/Paying Agent” means U.S. Bank Trust National Association, New York, New York, or its successor, unless a different Bond Registrar/Paying Agent is provided for by subsequent resolution of the Division.

“Bond Year” means, with respect to a particular Series of Bonds issued hereunder, the annual period relevant to the application of Section 148(f) of the Code to the Series of Bonds, except that the first and last Bond Years may be less than 12 months long. The last day of a Bond Year shall be the close of business on the day preceding the anniversary of the date of issuance of the Series unless the Division selects another date on which to end a Bond Year in the manner permitted by the Code.

"Bonds" means the 2013 Bonds, together with any Additional Bonds issued pursuant to this Resolution.

"Capital Appreciation Bonds" means those Bonds as to which interest is compounded periodically on each of the applicable periodic dates designated for compounding and is payable in an amount equal to the then current Accreted Value at the maturity, earlier redemption or other payment date thereof, and which may be either Serial Bonds or Term Bonds, all as determined pursuant to a subsequent resolution of the Division.

"Code" means the Internal Revenue Code of 1986, as amended, and temporary, proposed or permanent implementing regulations promulgated thereunder.

"Collection Account" means the Seaport Investment Program Collection Account created pursuant to Section 4.02 of this Resolution.

"Defeasance Obligations" means, to the extent permitted by law, direct obligations of, or obligations the principal of and interest on which are unconditionally guaranteed by, the United States of America, including obligations issued or held in book entry form on the books of the Department of the Treasury of the United States and including advance refunded tax-exempt bonds fully secured by non-callable direct obligations of the United States of America, non-callable obligations guaranteed by the United States of America, or "stripped" interest payment obligations of debt obligations of the Resolution Funding Corporation.

"Department" means the State of Florida Department of Transportation.

"Director" means the Director of the Division and shall include any Assistant Secretary to whom the Director delegates authority.

“Division” or **“Division of Bond Finance”** means the Division of Bond Finance of the State Board of Administration of Florida.

"Fiscal Year" means the period commencing on July 1 of each year and continuing through the next succeeding June 30, or such other period as may be prescribed by law.

"Governing Board" means Governor and Cabinet of the State of Florida as the Governing Board of the Division.

"Interest Payment Date" means, for each Series of Bonds, the dates of each Fiscal Year on which interest on the Outstanding Bonds of such Series is payable, as provided for pursuant to a subsequent resolution of the Division.

“Maximum Annual Debt Service” means, at any time, the maximum remaining amount (with respect to the particular Series of Bonds, or all Bonds, as the case may be), required to be deposited into the Sinking Fund during the then current or any succeeding Fiscal Year. For the purpose of calculating the deposits to be made into a subaccount in the Reserve Account, the Maximum Annual Debt Service means, at any time, the maximum remaining amount, if any, required to be deposited in the then current or any succeeding Fiscal Year into the Sinking Fund with respect to the Bonds for which such subaccount has been established. In the calculation of Maximum Annual Debt Service, any interest, principal, or Amortization Installment payable on July 1 of any Fiscal Year shall be deemed payable in the prior Fiscal Year.

“Outstanding” means, as of any date of determination, all Bonds theretofore authenticated and delivered except:

- (i) Bonds theretofore cancelled by the Bond Registrar/Paying Agent or delivered to the Bond Registrar/Paying Agent for cancellation;

(ii) Bonds which are deemed paid and defeased and no longer Outstanding as provided herein;

(iii) Bonds in lieu of which other Bonds have been issued pursuant to the provisions hereof relating to Bonds destroyed, stolen or lost, unless evidence satisfactory to the Bond Registrar/Paying Agent has been received that any such Bond is held by a bona fide purchaser;

(iv) For purposes of any consent or other action to be taken hereunder by the Registered Owners of a specified percentage of principal amount of Bonds, Bonds held by or for the account of the Division or the Department; and

(v) Bonds with respect to which debt service has been paid pursuant to a Bond Insurance Policy, to the extent that the amount of such payment has been reimbursed to the issuer of such Bond Insurance Policy (or monies have been deposited to defease such payment).

“Pledged Revenues” means the monies allocated to the Seaport Investment Program pursuant to Section 339.0801(1), Florida Statutes, which are derived from certain fees charged for motor vehicle title certificates pursuant to Section 319.32, Florida Statutes.

“Principal Payment Date” means, for each Series of Bonds, the dates during each Fiscal Year on which principal of the Outstanding Bonds of such Series is payable, as provided for pursuant to a subsequent resolution of the Division.

“Rating Agency” means a nationally recognized bond rating agency.

“Rebate Amount” means the excess of the amount earned on all nonpurpose investments (as defined in Section 148(f)(6) of the Code) over the amount which would have been earned if such

nonpurpose investments were invested at a rate equal to the yield on the Bonds, plus any income attributable to such excess.

"Rebate Fund" means the Rebate Fund established pursuant to Section 6.03(B) hereof.

"Record Date" means with respect to each Series of Bonds, the 15th day of the calendar month next preceding the month of an Interest Payment Date or Principal Payment Date. With respect to redemption of Bonds prior to maturity, the Record Date shall be the date 45 days prior to the date fixed for redemption.

"Registered Owner" means the owner of any Bond or Bonds as shown on the registration books kept by the Bond Registrar/Paying Agent.

"Reserve Account" means the account within the Sinking Fund created pursuant to Section 4.02 of this Resolution and shall include any subaccounts established for one or more Series of Bonds.

"Reserve Account Credit Facility" means a Reserve Account Insurance Policy, Reserve Account Letter of Credit or other comparable insurance or financial product, if any, deposited in a debt service reserve subaccount, if any, in lieu of or in partial substitution for cash or securities otherwise required to be on deposit therein. Such Reserve Account Credit Facility shall be issued by a provider whose credit facility results in a rating of municipal securities secured thereby in one of the two highest full rating categories of a Rating Agency.

"Reserve Account Insurance Policy" means the insurance policy, surety bond or other acceptable evidence of insurance, if any, deposited in a debt service reserve subaccount, if any, in lieu of or in partial substitution for cash or securities otherwise required to be on deposit therein.

“Reserve Account Letter of Credit” means the irrevocable, transferable letter of credit, if any, deposited in a debt service reserve subaccount, if any, in lieu of or in partial substitution for cash or securities otherwise required to be on deposit therein.

“Reserve Requirement” means, as of any date of calculation for a particular debt service reserve subaccount, an amount determined pursuant to resolution of the Governing Board, which amount shall not exceed the lesser of (1) the Maximum Annual Debt Service on the Bonds secured by such subaccount, (2) 125% of the average annual debt service of the Bonds secured by such subaccount for the then current and succeeding Fiscal Years, (3) 10% of the original principal amount of the Bonds secured by such subaccount, or (4) the maximum debt service reserve permitted with respect to tax-exempt obligations and applicable to the Bonds secured by such subaccount under the Code.

“Resolution” means this resolution adopted by the Governor and Cabinet as the Governing Board of the Division, as amended and supplemented from time to time.

“Seaport Investment Program” means the program created by Section 339.0801(1), Florida Statutes, which provides for the use of the Pledged Revenues for the purpose of funding any seaport project identified in the adopted work program of the Department, as amended from time to time.

“Seaport Investment Program Revenue Bond Proceeds Account” means the Seaport Investment Program Revenue Bond Proceeds Account created in Section 3.02 hereof.

“Securities Depository” means The Depository Trust Company, New York, New York, or its nominees, successors and assigns.

"Serial Bonds" means the Bonds of a Series which shall be stated to mature in periodic installments.

"Series" or **"Series of Bonds"** means all of the Bonds authenticated and delivered on original issuance pursuant to this Resolution or any supplemental resolution authorizing such Bonds as a separate Series of Bonds, or any Bonds thereafter authenticated and delivered in lieu of or in substitution for such Bonds pursuant to Article II hereof, regardless of variations in maturity, interest rate or other provisions.

"Sinking Fund" means the Seaport Investment Program Sinking Fund created and established pursuant to Section 4.02 of this Resolution.

"State" means the State of Florida.

"STTF" means the State Transportation Trust Fund created pursuant to Section 206.46, Florida Statutes.

"Term Bonds" means the Bonds of a Series which shall be stated to mature on one date and for the amortization of which payments are required to be made into the Sinking Fund, hereinafter created, as may be determined pursuant to a subsequent resolution of the Division.

Where the context so requires, words importing singular number shall include the plural number in each case and vice versa, words importing persons shall include firms and corporations, and the masculine includes the feminine and vice versa.

SECTION 1.04. FINDINGS. It is hereby ascertained, determined and declared that:

(A) Section 339.0801(1), Florida Statutes, provides for a \$10 million annual allocation, for Fiscal Year 2013-14 and annually for 30 years thereafter, from certain fees charged for motor vehicle title certificates and transferred to the STTF under Section 319.32(5), Florida Statutes, to the Seaport Investment Program and permits the issuance of bonds secured by the Pledged Revenues.

(B) The bonds to be issued pursuant to Section 339.0801(1), Florida Statutes, are to be secured by a pledge of and shall be payable from the Pledged Revenues, as defined herein.

(C) The Pledged Revenues are not pledged, encumbered or committed in any manner and are available for pledge and application in the manner provided herein.

(D) The estimated Pledged Revenues will be sufficient to pay the principal of and interest on the Bonds to be issued pursuant to this Resolution, as the same become due, and all other payments provided for in this Resolution.

(E) The Bonds shall not be or constitute an indebtedness of the State, or any political subdivision thereof or any instrumentality thereof, but shall be payable solely from the Pledged Revenues, as provided herein. No Registered Owner or Registered Owners of the Bonds shall ever have the right to compel the exercise of the taxing power of the State, or any political subdivision thereof, to pay such Bonds or the interest thereon, or be entitled to payment of such principal and interest from any other funds except such payments consisting of the Pledged Revenues, in the manner provided herein.

ARTICLE II

**AUTHORIZATION, TERMS, EXECUTION,
REGISTRATION, TRANSFER AND ISSUANCE OF BONDS**

SECTION 2.01. AUTHORIZATION OF 2013 BONDS. Subject and pursuant to the provisions of this Resolution, fully registered revenue bonds designated as “State of Florida, Department of Transportation, Seaport Investment Program Revenue Bonds, Series 2013” (or such other designation as may be determined by the Director), are hereby authorized to be issued by the Division in an aggregate principal amount not exceeding \$150,000,000 for the purpose of financing various seaport projects which shall be identified in the adopted work program of the Department, as amended. The limitation on the amount of Bonds which may be issued does not apply to refunding Bonds or to Additional Bonds authorized by subsequent resolution of the Governing Board. Such Bonds may be sold and issued in one or more series, and in combination with other Seaport Investment Program Revenue Bonds; provided that the actual designation of any series of such Bonds, whether sold in one or more than one series (including a change of year designation, if desirable), and whether such bonds or any portion thereof are to be taxable or tax-exempt, shall be determined by the Director.

SECTION 2.02. DESCRIPTION OF BONDS. The Bonds shall be issued in fully registered form without coupons; shall be dated as determined pursuant to a subsequent resolution of the Division; shall be numbered consecutively from one upward within each Series and shall be in the denomination of \$1,000 each or any integral multiples thereof; shall bear interest at not exceeding the maximum rate permitted by law, payable on each Interest Payment Date, except for Capital Appreciation Bonds which shall bear interest as described under the defined term Accreted Value, payable only upon redemption or maturity thereof; and shall mature on such dates in such years and amounts as shall be determined pursuant to a subsequent resolution adopted by the Division on or prior to the sale of the Bonds.

The Bonds may be sold at one time or in Series from time to time as the Division may determine pursuant to resolution. If issued in Series, each Series shall be dated and have an identifying number or letter. All of such Bonds, when issued, will rank equally as to source and security for payment.

The principal amount of the Bonds shall be paid to the Registered Owner on the maturity date of the Bonds, unless redeemed prior thereto as determined pursuant to a subsequent resolution of the Division, upon presentation and surrender of the Bonds at the corporate trust office of the Bond Registrar/Paying Agent.

Interest shall be paid on the Interest Payment Dates to the Registered Owner whose name appears on the books of the Bond Registrar/Paying Agent (the “Registered Owner”) as of 5:00 p.m. (local time, New York, New York) on the Record Date next preceding such Interest Payment Date; provided, however, that if the Record Date is a Saturday, Sunday or holiday, then to the Registered Owner and at the address shown on the registration books at the close of business on the day next preceding such Record Date which is not a Saturday, Sunday or holiday. Interest on the Bonds shall be paid by check or draft mailed (or transferred by a mode at least equally as rapid as mailing) on each Interest Payment Date from the Bond Registrar/Paying Agent to the Registered Owner, or in certain cases shall be paid by wire transfer as provided pursuant to subsequent resolution of the Division, except for Capital Appreciation Bonds which shall bear interest as described under the defined term Accreted Value, payable only upon redemption or maturity thereof.

SECTION 2.03. BONDS MAY BE ISSUED AS SERIAL BONDS, TERM BONDS, ETC. The Bonds may be issued as, or as a combination of, Serial Bonds, Term Bonds, Capital

Appreciation Bonds, or such other type of bonds as shall be determined pursuant to a subsequent resolution of the Division.

SECTION 2.04. PRIOR REDEMPTION OF THE BONDS. The Bonds of each Series may be made redeemable in such manner and upon such terms and conditions as determined pursuant to subsequent resolution adopted by the Governing Board prior to the sale of such Series of Bonds.

Unless waived by any Registered Owner of Bonds to be redeemed, a notice of the redemption prior to maturity of any of the Bonds shall be mailed to each Registered Owner of record as of the Record Date, of Bonds to be redeemed, by first class mail (postage prepaid), or other method at least as fast as first class mail, at least thirty days prior to the date of redemption. In lieu of mailing the notice of redemption, the Bond Registrar/Paying Agent may elect to provide such notice by electronic means to any Registered Owner who has consented to such method of receiving notices. Such notice of redemption shall specify any conditions to such redemption, the CUSIP number and the serial or other distinctive numbers or letters of the Bonds to be redeemed, if less than all, the date fixed for redemption, the redemption price thereof, and, in the case of Bonds to be redeemed in part only, the principal amount thereof to be redeemed. Failure to give any such notice by mailing (or other approved method) to any Registered Owner of Bonds, or any defect therein, shall not affect the validity of the proceedings for the redemption of any Bond or portion thereof with respect to which no such failure has occurred. Any notice mailed as provided above shall be conclusively presumed to have been given, whether or not the Registered Owner of such Bond receives such notice.

The Bond Registrar/Paying Agent shall not be required to issue, transfer or exchange any Bonds selected for redemption during a period beginning at the opening of business on the Record

Date applicable to such redemption and ending on the date fixed for redemption.

Notice having been given in the manner and under the conditions hereinabove provided, the Bonds or portions of Bonds so called for redemption shall, on the redemption date designated in such notice, be due and payable at the redemption price provided for redemption of such Bonds or portions of Bonds on such date. On the date so designated for redemption, notice having been given and moneys for payment of the redemption price being held in separate accounts by an escrow agent, the Board of Administration, or the Bond Registrar/Paying Agent, in trust for the Registered Owners of the Bonds or portions thereof to be redeemed, all as provided in this Resolution, interest on the Bonds or portions of Bonds so called for redemption shall cease to accrue, such Bonds and portions of Bonds shall cease to be Outstanding under the provisions of this Resolution and shall not be entitled to any lien, benefit or security under this Resolution, and the Registered Owners of such Bonds or portions of Bonds shall have no rights in respect thereof except to receive payment of the redemption price thereof from the moneys held in trust for such purpose and, to the extent provided herein to receive Bonds for any unredeemed portion of the Bonds. Bonds redeemed prior to maturity shall be duly canceled by the Bond Registrar/Paying Agent and shall not be reissued.

Upon the payment of the redemption price of Bonds being redeemed, each check or other transfer of funds issued for such purpose shall bear the CUSIP number identifying the Bonds redeemed with the proceeds of such check or other transfer.

In case part but not all of an Outstanding Bond shall be selected for redemption, the Registered Owner thereof shall present and surrender such Bond to the Bond Registrar/Paying Agent for payment of the principal amount thereof so called for redemption, and the Bond Registrar/Paying Agent shall execute and deliver to or upon the order of such Registered Owner, without charge

therefor, for the unredeemed balance of the principal amount of the Bond so surrendered, a Bond or Bonds fully registered as to principal and interest.

SECTION 2.05. EXECUTION OF BONDS. The Bonds shall be executed by the Governor, as Chairman of the Division, and attested to by the Secretary or an Assistant Secretary of the Governing Board, or such other officers as may be designated by subsequent resolution of the Division, and the corporate seal of the Division shall be affixed thereon or reproduced thereon. The Bond Registrar/Paying Agent's certificate of authentication shall appear on the Bonds, signed by an authorized signatory of said Bond Registrar/Paying Agent. Any of the above signatures may be a facsimile signature imprinted or reproduced on the Bonds, provided that at least one signature required shall be manually subscribed. In case any one or more of the officers who shall have signed or sealed any of the Bonds shall cease to be such officer of the Division before the Bonds so signed and sealed shall have been actually sold and delivered, the Bonds may nevertheless be sold and delivered as herein provided and may be issued as if the person who signed or sealed such Bonds had not ceased to hold such office. Any Bond may be signed and sealed on behalf of the Division by such person as to the actual time of the execution of such Bond shall hold the proper office, although at the date of such Bond, such person may not have held such office or may not have been so authorized.

A certificate as to the approval of the issuance of the Bonds pursuant to the provisions of the State Bond Act, shall be executed by a signature or facsimile signature of the Secretary or an Assistant Secretary of the Governing Board.

SECTION 2.06. NEGOTIABILITY. The Bonds shall have all the qualities and incidents of a negotiable instrument under the Uniform Commercial Code - Investment Securities

Law of the State of Florida. The original Registered Owner and each successive Registered Owner of any of the Bonds shall be conclusively deemed by the acceptance thereof to have agreed that the Bonds shall be and have all the qualities and incidents of a negotiable instrument under the Uniform Commercial Code - Investment Securities Law of the State of Florida.

SECTION 2.07. REGISTRATION AND TRANSFER. The Bonds shall be issued only as fully registered bonds without coupons. The Bond Registrar/Paying Agent shall be responsible for maintaining the books for the registration of and for the transfer of the Bonds in compliance with its agreement with the State.

Upon surrender to the Bond Registrar/Paying Agent for transfer or exchange of any Bond, duly endorsed for transfer or accompanied by an assignment duly executed by the Registered Owner or his attorney duly authorized in writing, the Bond Registrar/Paying Agent shall deliver in the name of the transferee or transferees a fully registered Bond or Bonds of authorized denomination of the same maturity for the aggregate principal amount which the Registered Owner is entitled to receive. The Bond Registrar/Paying Agent shall not be required to issue, transfer or exchange any Bonds on a Record Date.

All Bonds presented for transfer, exchange, redemption or payment shall be accompanied (if so required by the Division or the Bond Registrar/Paying Agent) by a written instrument or instruments of transfer or authorization for exchange, in form and with guaranty of signature satisfactory to the Division and the Bond Registrar/Paying Agent, duly executed by the Registered Owner or by his duly authorized attorney.

Neither the Division nor the Bond Registrar/Paying Agent may charge the Registered Owner or his transferee for any expenses incurred in making any exchange or transfer of the Bonds.

However, the Division and the Bond Registrar/Paying Agent may require payment from the Registered Owner of a sum sufficient to cover any tax, fee, or other governmental charge that may be imposed in relation thereto. Such governmental charges and expenses shall be paid before any such new Bond shall be delivered.

New Bonds delivered upon any transfer or exchange shall be valid obligations of the Department of Transportation evidencing the same debt as the Bonds surrendered, shall be secured by this Resolution, and shall be entitled to all of the security and benefits hereof to the same extent as the Bonds surrendered.

The Division and the Bond Registrar/Paying Agent may treat the Registered Owner of any Bond as the absolute owner thereof for all purposes, whether or not such Bond shall be overdue, and shall not be bound by any notice to the contrary.

Notwithstanding the foregoing provisions of this section, the Division reserves the right, on or prior to the delivery of the Bonds, to amend or modify the foregoing provisions relating to registration of the Bonds in order to comply with all applicable laws, rules, and regulations of the United States and the State of Florida relating thereto.

SECTION 2.08. AUTHENTICATION. Unless otherwise provided by subsequent resolution, no Bond shall be valid or obligatory for any purpose or be entitled to any security or benefit under this Resolution unless and until a certificate of authentication on such Bond substantially in the form herein set forth shall have been duly executed by the manual signature of the Bond Registrar/Paying Agent, and such executed certificate of the Bond Registrar/Paying Agent upon any such Bond shall be conclusive evidence that such Bond has been authenticated and delivered under this Resolution. The Bond Registrar/Paying Agent's certificate of authentication

on any Bond shall be deemed to have been executed by it if signed by an authorized officer or signatory of the Bond Registrar/Paying Agent, but it shall not be necessary that the same officer or signatory sign the certificate of authentication on all of the Bonds issued hereinafter.

SECTION 2.09. DISPOSITION OF BONDS PAID OR EXCHANGED. Whenever any Bond shall be delivered to the Bond Registrar/Paying Agent for cancellation, upon payment of the principal amount thereof or for replacement or transfer or exchange, such Bonds shall either be cancelled and retained by the Bond Registrar/Paying Agent for a period of time specified in writing by the Division or the Board of Administration, or, at the option of the Division or the Board of Administration, shall be cancelled and destroyed by the Bond Registrar/Paying Agent and counterparts of a certificate of destruction evidencing such destruction shall be furnished to the Division or the Board of Administration.

SECTION 2.10. BONDS MUTILATED, DESTROYED, STOLEN OR LOST. In case any Bond shall become mutilated, or be destroyed, stolen or lost, the Division may in its discretion issue and deliver a new Bond of like tenor as the Bond so mutilated, destroyed, stolen, or lost, in exchange and substitution for such mutilated Bond, upon surrender and cancellation of such mutilated Bond or in lieu of and substitution for the Bond destroyed, stolen or lost, and upon the Registered Owner furnishing the Division proof of ownership thereof and satisfactory indemnity and complying with such other reasonable regulations and conditions as the Division may prescribe and paying such expense as the Division may incur. All Bonds so surrendered shall be cancelled by the Bond Registrar/Paying Agent. If any such Bond shall have matured or be about to mature, instead of issuing a substitute Bond, the Division may pay the same, upon being indemnified as aforesaid, and if such Bond be lost, stolen or destroyed, without surrender thereof.

Any such duplicate Bond issued pursuant to this section shall constitute original, additional, contractual obligations on the part of the Division, whether or not the lost, stolen or destroyed Bond be at any time found by anyone and such duplicate Bond shall be entitled to equal and proportionate benefits and rights as to lien, source and security for payment, pursuant to this Resolution from the Pledged Revenues.

SECTION 2.11. FORM OF BONDS. (A) Notwithstanding anything to the contrary in this Resolution, the Bonds may be issued in book-entry only form utilizing the services of a Securities Depository.

So long as a book-entry only system of evidence of transfer of ownership of all the Bonds is maintained in accordance herewith, any provision of this Resolution relating to the delivery of physical bond certificates shall be inapplicable, and this Resolution shall be deemed to give full effect to such book-entry system.

If the Bonds are issued in book-entry only form:

(1) The Bonds shall be issued in the name designated by the Securities Depository as Registered Owner of the Bonds, and held in the custody of the Securities Depository or its designee.

(2) Transfers of beneficial ownership of the Bonds will be effected on the records of the Securities Depository and its Participants pursuant to rules and procedures established by the Securities Depository (“Participants” include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations, as well other organizations that clear through or maintain a custodial relationship with such organizations, either directly or indirectly).

(3) Each Participant shall be credited in the records of the Securities Depository with the

amount of such Participant's interest in the Bonds. Beneficial ownership interests in the Bonds may be purchased by or through Participants. The holders of these beneficial ownership interests are hereinafter referred to as the "Beneficial Owners." The Beneficial Owners shall not receive Bonds representing their beneficial ownership interests. The ownership interests of each Beneficial Owner shall be recorded through the records of the Participant from which such Beneficial Owner purchased its Bonds. Transfers of ownership interests in the Bonds shall be accomplished by book entries made by the Securities Depository and, in turn, by Participants acting on behalf of Beneficial Owners.

(4) Unless otherwise provided herein, the Division, the Department of Transportation, the Board of Administration and the Bond Registrar/Paying Agent (as used in this section, the "State and its agents") shall treat the Securities Depository as the sole and exclusive owner of the Bonds registered in its name for the purposes of

(a) payment of the principal of, premium, if any, and interest on the Bonds or portion thereof to be redeemed or purchased. Payments made to the Securities Depository of principal, premium, and interest shall be valid and effective to fully satisfy and discharge the Department's obligations to the extent of the sums so paid;

(b) giving any notice permitted or required to be given to Registered Owners under this Resolution; and

(c) the giving of any direction or consent or the making of any request by the Registered Owners hereunder. The State and its agents may rely conclusively upon

(i) a certificate of the Securities Depository as to the identity of the Participants with respect to the Bonds; and

(ii) a certificate of any such Participant as to the identity of, and the

respective principal amount of Bonds beneficially owned by, the Beneficial Owners.

(3) The State and its agents shall have no responsibility or obligations to the Securities Depository, any Participant, any Beneficial Owner or any other person which is not shown on the Bond Register, with respect to

(a) the accuracy of any records maintained by the Securities Depository or any Participant;

(b) the payment by the Securities Depository or by any Participant of any amount due to any Beneficial Owner in respect of the principal amount or redemption or purchase price of, or interest on, any Bond;

(c) the delivery of any notice by the Securities Depository or any Participant;

(d) the selection of the Participants or the Beneficial Owners to receive payment in the event of any partial redemption of the Bonds; or

(e) any consent given or any other action taken by the Securities Depository or any Participant.

(6) The requirements in this Resolution of holding, delivering or transferring Bonds shall be deemed modified to require the appropriate person to meet the requirements of the Securities Depository as to registering or transferring the book-entry Bonds to produce the same effect. Any provision hereof permitting or requiring delivery of the Bonds shall, while the Bonds are in book-entry only form, be satisfied by the notation thereof on the books of the Securities Depository in accordance with applicable state law.

(B) The Division may discontinue the book-entry system with the then-current Securities Depository, subject to the terms of its agreement with such Securities Depository. In this event, the

Division shall either

(1) identify another qualified Securities Depository or

(2) prepare and deliver replacement Bonds in the form of fully registered bonds to each

Beneficial Owner.

ARTICLE III

APPLICATION OF BOND PROCEEDS

SECTION 3.01. APPLICATION OF BOND PROCEEDS. Upon receipt of the proceeds of the sale of the Bonds, the Division shall transfer and apply such proceeds as follows:

(A) The amount necessary to pay all costs and expenses of the Division (to the extent permitted by the Code) in connection with the preparation, issuance, and sale of the Bonds, including a reasonable charge for the services of the Division for its fiscal services and for arbitrage rebate compliance program set-up, shall be transferred to the Division.

(B) Any accrued interest and capitalized interest on the Bonds shall be transferred to the Board of Administration and deposited in the Sinking Fund, and used for the payment of interest on the Bonds.

(C) An amount which, together with other moneys which may be available therefor and on deposit in the Reserve Account, is necessary to fund the Reserve Requirement, if any, shall be transferred to the Board of Administration and deposited in the applicable subaccount in the Reserve Account within the Sinking Fund. Alternatively, the Division, as provided in Section 4.04 of this Resolution, may elect at any time to provide in lieu of all or a portion of such funds a Reserve Account Credit Facility in an amount equal to the difference between the Reserve Requirement and the sums then on deposit in the applicable subaccount in the Reserve Account.

(D) After making the transfers provided for in (A) through (C) above, the balance of the proceeds of the Bonds shall be transferred to and deposited into the Seaport Investment Program Revenue Bond Proceeds Account, as created in Section 3.02, and used for the purposes of said fund.

(E) In the case of refunding bonds issued pursuant to Section 5.02, an amount which, together with any other available funds, is sufficient for purposes of such refunding including the payment of the amount of fees and expenses estimated to be due in connection with such refunding, is to be deposited into a separate trust fund created pursuant to an escrow deposit agreement.

SECTION 3.02. SEAPORT INVESTMENT PROGRAM REVENUE BOND PROCEEDS ACCOUNT. There is hereby created in the State Treasury an account to be known as the Seaport Investment Program Revenue Bond Proceeds Account. The Seaport Investment Program Revenue Bond Proceeds Account shall be administered by the Department and shall be used only for the distribution of bond proceeds for purposes authorized pursuant to Section 339.0801(1), Florida Statutes. If the Bonds are issued in Series, separate sub-accounts within the Seaport Investment Program Revenue Bond Proceeds Account may be established from the proceeds of the sale of each Series of Bonds.

If any unexpended balance of funds shall remain in any sub-account of the Seaport Investment Program Revenue Bond Proceeds Account after the completion of the purposes for which a Series of Bonds were issued, such unexpended balance shall be deposited into the Sinking Fund to be used to pay debt service or to purchase or redeem Bonds, unless otherwise requested by the Department, provided that such application will not adversely affect the exemption from federal income taxation of interest on any of the Bonds.

SECTION 3.03. INVESTMENT OF SEAPORT INVESTMENT PROGRAM REVENUE BOND PROCEEDS ACCOUNT. Any moneys in the Seaport Investment Program Revenue Bond Proceeds Account not immediately needed for the purposes of said account may be temporarily invested and reinvested, as provided in Section 17.57, Florida Statutes. Any and all income and interest received upon any investment or reinvestment of moneys in the Seaport Investment Program Revenue Bond Proceeds Account shall be deposited in said account and all investments shall be liquidated whenever necessary to provide moneys needed for the purposes of said account.

SECTION 3.04. LIEN OF REGISTERED OWNERS ON SEAPORT INVESTMENT PROGRAM REVENUE BOND PROCEEDS ACCOUNT MONEYS. The Registered Owners of each Series of Bonds shall have a lien on all the proceeds of such Series of Bonds deposited in the Seaport Investment Program Revenue Bond Proceeds Account, and interest earnings thereon, until such moneys are expended as provided herein, except to the extent such moneys are required for the payment of any Rebate Amount. The Registered Owners shall not acquire a lien upon any property acquired or constructed with bond proceeds and shall not have any authority over, or responsibility for, the application or use of any of the proceeds derived from the sale of Bonds.

ARTICLE IV

SECURITY FOR THE BONDS; APPLICATION AND ADMINISTRATION OF PLEDGED REVENUES

SECTION 4.01. BONDS SECURED BY PLEDGED REVENUES. (A) The payment of principal of and interest on the Bonds shall be secured forthwith equally and ratably by a valid and enforceable first lien upon the Pledged Revenues to be received under this Resolution as provided for in Section 6.01 of this Resolution, and such Pledged Revenues, except as may be required for payment of Rebate Amounts, are hereby irrevocably pledged to the payment of the principal and interest on the Bonds, as the same become due.

(B) The Bonds shall not be or constitute an indebtedness of the State, or any political subdivision thereof or any instrumentality thereof, but shall be payable solely from the Pledged Revenues, as provided herein. No Registered Owner or Registered Owners of the Bonds shall ever have the right to compel the exercise of the taxing power of the State, or any political subdivision thereof, to pay such Bonds or the interest thereon, or be entitled to payment of such principal and interest from any other funds except such payments consisting of the Pledged Revenues, in the manner provided herein.

SECTION 4.02. CREATION OF FUNDS AND ACCOUNTS. The following funds and accounts are hereby created and established:

The "Seaport Investment Program Collection Account" (the "Collection Account").

The "Sinking Fund." There are hereby created separate accounts within the Sinking Fund to be known as the "Debt Service Account," and the "Reserve Account."

The funds and accounts created and established by this Article IV constitute trust funds for the purposes provided in this Resolution, and shall be used only for the purposes and in the manner provided in this Resolution. All of such funds shall be continuously secured in the same manner as deposits of State funds are required to be secured by the laws of the State.

SECTION 4.03. COLLECTION OF PLEDGED REVENUES. The Department shall at least once each month deposit the Pledged Revenues into the Collection Account in an amount equal to a proportionate amount of debt service due on the next Interest Payment Date and the next Principal Payment Date for all Outstanding Bonds, and additional amounts necessary to provide for other payments due from the Collection Account, adjusted for amounts already on deposit in the Collection Account which are available for such purpose.

SECTION 4.04. APPLICATION OF PLEDGED REVENUES. (A) All revenues on deposit at any time in the Collection Account shall be applied only in the following manner and order of priority:

(1) first, a sufficient amount of moneys shall be transferred, no later than fifteen days before an Interest Payment Date and/or a Principal Payment Date, to the Board of Administration to be used as follows:

- (a) for payment of the Administrative Expenses;
- (b) for deposit into the Debt Service Account, an amount sufficient to pay the next installment of principal and/or interest to become due, including Amortization Installments;
- (c) for the maintenance and establishment of the Reserve Account, or subaccounts therein, in an amount which, together with other moneys available for such purposes, equals the Reserve Requirement.

The moneys in a subaccount in the Reserve Account shall be used for the payments provided for in (a) above when the other moneys in the Sinking Fund are insufficient therefor. Any withdrawals from a subaccount in the Reserve Account shall be restored from the first moneys available therefor. Any unused portion of the moneys in a subaccount in the Reserve Account may be used by the Department to reduce the final installments of the Annual Debt Service Requirement becoming due on Bonds secured by such subaccount.

Notwithstanding the foregoing provisions, in lieu of the required deposits into the Reserve Account, the Department may at any time cause to be deposited into one or more subaccounts in the Reserve Account, one or more Reserve Account Credit Facilities for the benefit of the Registered Owners for which each subaccount has been established, in an amount which, together with sums on deposit, equals the Reserve Requirement. In no event shall the use of such Reserve Account Credit Facilities be permitted if such use would cause, at the time of acquisition of such Reserve Account Credit Facility, an impairment in any existing rating on the Bonds or any Series of Bonds. The Reserve Account Credit Facilities shall be payable or available to be drawn upon, as the case may be, on or before any Interest Payment Date or Principal Payment Date on which a deficiency exists which cannot be cured by funds in any other account held for such Bonds pursuant to this Resolution and available for such purpose. If more than one Reserve Account Credit Facility is deposited into a subaccount in the Reserve Account, each Reserve Account Credit Facility shall be drawn upon in a proportion equal to its relative share of the amounts in such subaccount in the Reserve Account. If a disbursement is made under the Reserve Account Credit Facility, the Department shall be obligated, from the first Pledged Revenues available, to either reinstate such Reserve Account Credit Facility immediately following such disbursement to the amount required

to be maintained in the applicable subaccount in the Reserve Account or to deposit into the applicable subaccount in the Reserve Account from the Pledged Revenues, as herein provided, funds in the amount of the disbursement made under such Reserve Account Credit Facility plus any amounts required to reimburse the Reserve Account Credit Facility provider for previous disbursements made pursuant to such Reserve Account Credit Facility, or a combination of such alternatives as shall equal the amount required to be maintained. To the extent that the Department reinstates a Reserve Account Credit Facility or reimburses a Reserve Account Credit Facility provider, such reinstatement or reimbursement shall be in proportion to the amounts drawn from the various Reserve Account Credit Facilities.

The Division of Bond Finance shall cause to be established and the Board of Administration shall establish one or more specific subaccounts in the Reserve Account. Each subaccount may be established for one or more Series of Bonds. Each subaccount shall be available only to cure deficiencies in the accounts in the Sinking Fund with respect to the Series of Bonds for which such subaccount has been established, and no amounts in the other subaccounts in the Reserve Account shall be available for such purpose. Such separate subaccount shall be established and designated in the resolution authorizing such Series of Bonds. Such resolution may also specify the method of valuation of the amounts held in such separate subaccount.

Any moneys in a subaccount in the Reserve Account in excess of the amount required to be maintained therein shall, to the extent permitted by the Code, first be used to cure any deficiency in any other subaccount in the Reserve Account and then for the purposes and in the priority established by this section; and

(d) for deposit to the Rebate Fund created by Section 6.03(B) of this Resolution, an amount sufficient to pay the Rebate Amount;

(2) second, the balance of any money not needed for the payments provided in (1) above may be used for funding seaport projects as provided in Section 339.0801(1), Florida Statutes, or may be applied for any lawful purpose.

(B) If on any payment date the Pledged Revenues are insufficient to place the required amounts in any of the funds, accounts, or subaccounts as above provided, the deficiency shall be made up in subsequent payments in addition to the payments which would otherwise be required to be made into such funds, accounts, or subaccounts on the subsequent payment dates.

(C) Except insofar as such funds may be needed for any payment required to be made by the terms of this Resolution or the Bonds, and except as otherwise provided herein, moneys in any of the funds authorized or required by this Resolution may be invested and reinvested at any time as provided by Section 17.57 or 215.47, Florida Statutes, where applicable. When so invested or reinvested, the proceeds derived from the investment or reinvestment of such obligations shall be held for and credited to the fund, account, or subaccount for which said obligations were purchased except as otherwise provided in this Resolution; provided, however, that any such obligations purchased as investments for moneys in the Sinking Fund shall mature not later than the dates upon which such moneys will be needed for the payment of maturing principal and interest to be paid from said Sinking Fund.

ARTICLE V
ADDITIONAL BONDS; REFUNDING BONDS AND ISSUANCE OF
OTHER OBLIGATIONS

SECTION 5.01. ISSUANCE OF ADDITIONAL BONDS. The Division is authorized to issue Additional Bonds, but only upon the following terms, restrictions and conditions:

(A) The proceeds from such Additional Bonds shall be used to finance the Seaport Investment Program or to refund Outstanding Bonds.

(B) The Department shall request the issuance of such Additional Bonds.

(C) The Board of Administration shall approve the fiscal sufficiency of such Additional Bonds.

(D) The Board of Administration, or other appropriate State official, shall certify that the Department is current in all deposits into the various funds and accounts and all payments theretofore required to have been deposited or made under the provisions of this Resolution, and the Department is currently in compliance with the covenants and provisions of this Resolution and any supplemental resolution hereafter adopted for the issuance of Additional Bonds, or upon the issuance of such Additional Bonds the Department will be brought into compliance with all such financial requirements, covenants and provisions.

(E) A certificate shall be filed with the Board and the Division signed by an authorized officer of the Department or other appropriate State official setting forth (1) the total amount of fees collected pursuant to Section 319.32(5), Florida Statutes, after deducting any service charges imposed by Section 215.20, Florida Statutes, during the immediately preceding Fiscal Year or any 12 consecutive months selected by the Department out of the 24 months immediately preceding the date of the issuance of such Additional Bonds; and (2) the Annual Debt Service Requirement and

the Maximum Annual Debt Service on the Bonds and on the Additional Bonds proposed to be issued.

(F) The Division must determine that (1) the Annual Debt Service Requirement for all Outstanding Bonds and the Additional Bonds proposed to be issued does not exceed in any Fiscal Year the maximum amounts permitted to be transferred in each respective Fiscal Year to the Seaport Investment Program pursuant to Section 339.0801(1), Florida Statutes; and (2) the total amount of fees collected pursuant to Section 319.32(5), Florida Statutes, after deducting any charges imposed by Section 215.20, Florida Statutes, as set forth in the certificate described in subsection (E), equals or exceeds 150% of the aggregate Maximum Annual Debt Service for all Bonds then Outstanding and the Additional Bonds proposed to be issued. In making the determination of this subsection (F), the debt service on Bonds to be refunded or defeased from the proceeds of the Additional Bonds proposed to be issued will not be counted in addition to the debt service requirement of the Additional Bonds issued to refund such Bonds.

SECTION 5.02. REFUNDING BONDS. The Bonds originally issued pursuant to this Resolution then Outstanding, together with all Additional Bonds issued and then Outstanding, may be refunded as a whole or in part. If the Annual Debt Service Requirement of the refunding Bonds in each Fiscal Year is equal to or less than the corresponding Annual Debt Service Requirement of the refunded Bonds, then the provisions of subsections 5.01 (D), (E), and (F) of this Resolution shall not apply to the issuance of such refunding Bonds.

SECTION 5.03. ISSUANCE OF OTHER OBLIGATIONS OR CREATION OF ENCUMBRANCES. The Division and the Department covenant that they will not issue any other obligations, except Additional Bonds provided for in Section 5.01 hereof, and refunding Bonds

provided for in Section 5.02 hereof, payable from the Pledged Revenues nor voluntarily create or cause to be created any other debt, lien, pledge, assignment, encumbrance or other charge, having priority to or being on a parity with the lien of the Bonds, upon the Pledged Revenues securing the Bonds provided for in this Resolution. Any such other obligations hereafter issued by the Department, other than the Bonds and the Additional Bonds and parity refunding Bonds provided for in Sections 5.01 and 5.02 hereof, shall contain an express statement that such obligations are junior and subordinate to the Bonds, as to lien on and source and security for payment from such Pledged Revenues.

SECTION 5.04. NO ACCELERATION. The Bonds shall not be accelerated on account of any default on any payments required under the Resolution.

ARTICLE VI COVENANTS

SECTION 6.01. PLEDGE OF PLEDGED REVENUES; PLEDGED REVENUES COLLECTION, DEPOSIT AND TRANSFER. (A) The Department hereby covenants and agrees with the Registered Owners of Bonds that, so long as any of the Bonds, or interest thereon, are Outstanding and unpaid, all of the Pledged Revenues provided for in this Resolution shall be pledged to the payment of the principal of and interest on the Bonds and the payment of such other amounts as are provided for in this Resolution, in the manner provided in this Resolution, and the Registered Owners of the Bonds shall have a valid and enforceable first lien on such Pledged Revenues in the manner provided herein.

(B) The Department covenants that it will punctually apply the Pledged Revenues in the manner and at the times provided in this Resolution, that the Pledged Revenues will be applied in

a manner that assures the availability of sufficient moneys for the full and timely payment of debt service on the Bonds and that it will duly and punctually perform and carry out all the covenants of the Department made herein and the duties imposed upon the Department by this Resolution.

SECTION 6.02. PROTECTION OF RIGHTS OF REGISTERED OWNERS. The State has covenanted in Section 339.0801(1)(d), Florida Statutes, that it will not repeal the section of the law that establishes the revenues committed to repayment of the Bonds, nor take any other action, including amending such section of the law, that will materially and adversely affect the rights of Registered Owners of Bonds so long as the Bonds are still outstanding.

SECTION 6.03. COMPLIANCE WITH TAX REQUIREMENTS. (A) In addition to any other requirement contained in this Resolution, the Division, the Department, and the Board hereby covenant and agree, for the benefit of the Registered Owners from time to time of the Bonds issued subject to the provisions of the Code, that each will comply with the applicable requirements contained in Section 103 and Part IV of Subchapter B of Chapter 1 of the Code as shall be set forth in the non-arbitrage certificate of the Department dated and delivered on the date of delivery of each such Series of Bonds. Specifically, without intending to limit in any way the generality of the foregoing, the Division and the Department covenant and agree:

(1) to pay or cause to be paid to the United States of America from the Pledged Revenues and any other legally available funds, at the times required pursuant to Section 148(f) of the Code, the Rebate Amount;

(2) to maintain and retain or cause to be maintained and retained all records pertaining to and to be responsible for making or causing to be made all determinations and

calculations of the Rebate Amount and required payments of the Rebate Amount as shall be necessary to comply with the Code;

(3) to refrain from using proceeds from the Bonds in a manner that might cause any of the Bonds to be classified as private activity bonds under Section 141(a) of the Code; and

(4) to refrain from taking any action that would cause any of the Bonds to become arbitrage bonds under Section 148 of the Code.

The Department, the Division and the Board understand that the foregoing covenants impose continuing obligations that will exist throughout the term of the issue to comply with the requirements of the Code.

(B) The Division and Department covenant and agree that they shall maintain and retain or cause to be maintained and retained all records pertaining to and they shall be responsible for making and having made all determinations and calculations of the Rebate Amount for each Series of Bonds issued hereunder for each Bond Year within 60 days after the end of such Bond Year and within 60 days after the final maturity of each such Series of Bonds. On or before the expiration of each such 60 day period, the Department shall deposit or direct the Board to deposit into the Rebate Fund which is hereby created and established in the accounts of the Board, from investment earnings or moneys deposited into the other funds and accounts created hereunder, or from any other legally available funds of the Department, an amount equal to the Rebate Amount for such Bond Year. The Board shall use such moneys deposited in the Rebate Fund only for the payment of the Rebate Amount to the United States as required by subsection (A) of this section, and as directed by the Department, which payments shall be made in installments, commencing not more than 60 days after

the end of the fifth Bond Year and with subsequent payments to be made not later than five years after the preceding payment was due except that the final payment shall be made within 60 days after the final maturity of the last obligation of the Series of Bonds issued hereunder. In complying with the foregoing, the Division and the Department may rely upon any instructions or opinions from a nationally recognized bond/tax counsel.

Notwithstanding anything in this Resolution to the contrary, to the extent moneys on deposit in the Rebate Fund are insufficient for the purpose of paying the Rebate Amount and other funds of the Department are not available to pay the Rebate Amount, then the Board shall pay the Rebate Amount first from Pledged Revenues and, to the extent the Pledged Revenues be insufficient to pay the Rebate Amount, then from moneys on deposit in any of the funds and accounts created hereunder.

If at any time the Division or the Department determines that the amount of money on deposit in the Rebate Fund is in excess of the Rebate Amount, the Division or the Department may direct the Board to transfer the amount of money in excess of the Rebate Amount to the Department, for deposit into (i) the fund(s) or account(s) created hereunder to which such amount of money is attributable, or (ii) the Collection Account.

If any amount shall remain in the Rebate Fund after payment in full of all Bonds issued hereunder and after payment in full to the United States of any Rebate Amount in accordance with the terms hereof, such amounts shall be paid over to the Department and may be used for other purposes authorized by law.

The Rebate Fund shall be held separate and apart from all other funds and accounts of the Department and shall be subject to a lien in favor of the Registered Owners, but only to secure

payment of the Rebate Amount, and the moneys in the Rebate Fund shall be available for use only as herein provided.

The Division, the Board, and the Department shall not be required to continue to comply with the requirements of this section in the event that the Division and the Board receive an opinion of nationally recognized bond/tax counsel that (1) such compliance is no longer required in order to maintain the exclusion from gross income for federal income tax purposes of interest on the Bonds or (2) compliance with some other requirement will comply with the provisions of the Code in respect of arbitrage rebate, or in the event that any other agency is subsequently designated by proper authority to comply with the requirements of this section.

SECTION 6.04. CONTINUING DISCLOSURE. (A) In order to comply with Rule 15c2-12 of the Securities and Exchange Commission, the Department shall be required to provide such information as may be required, from time to time, under such rule.

(B) The Department, or its duly appointed representative, in conjunction with the appropriate officer of the Division, is authorized and directed to execute and deliver any documents or agreements which are necessary to comply with the requirements of Rule 15c2-12 of the Securities and Exchange Commission or any applicable successor rule.

ARTICLE VII REMEDIES

SECTION 7.01. ENFORCEABILITY BY REGISTERED OWNERS. (A) This Resolution, including the pledge of the Pledged Revenues, shall be deemed to have been made for the benefit of the Registered Owners from time to time of the Bonds. Such pledge and all the provisions of this Resolution shall be enforceable in any court of competent jurisdiction by any

Registered Owner or Registered Owners of such Bonds, against either the Department or the Board or any other agency of the State, or instrumentality thereof, having any duties concerning collection, administration and disposition of the Pledged Revenues. The Department does hereby consent to the bringing of any proceedings in any court of competent jurisdiction by any Registered Owner or Registered Owners of the Bonds for the enforcement of all provisions of this Resolution and does hereby waive, to the extent permitted by law, any privilege or immunity from suit which it may now or hereafter have as an agency of the State. However, no covenant or agreement contained in this Resolution or any Bond issued pursuant hereto shall be deemed to be the covenant or agreement of any officer or employee of the State in such person's individual capacity, and neither the officers nor employees of the State nor any official executing any of the Bonds shall be liable personally on the Bonds or be subject to any personal liability or accountability by reason of the issuance thereof.

(B) Any Registered Owner of the Bonds, or any trustee acting for the Registered Owner of such Bonds, may by civil action in any court of competent jurisdiction, protect and enforce any and all rights, including the right to the appointment of a receiver, existing under the laws of the State, or granted and contained in this Resolution, and may enforce and compel the performance of all duties required by this Resolution, and by any applicable Statutes, to be performed by the Division, the Department, or the Board, or by any officer thereof, including the payment of the Pledged Revenues payable under this Resolution. Other than as specifically provided herein, nothing herein shall be construed to grant to any Registered Owner of the Bonds any lien on any facility or funds of the Department or the Division.

(C) For purposes of exercising remedies pursuant to this section, the issuer of a Bond Insurance Policy shall be deemed the sole Registered Owner of Bonds it has insured, provided that

the issuer of such Bond Insurance Policy has not failed to comply with its payment obligations under the Bond Insurance Policy and the ratings on the insured Bonds, based on the Bond Insurance Policy, are no lower than the “A” category by each Rating Agency which has rated such Bonds, including any rating modifiers.

**ARTICLE VIII
MISCELLANEOUS**

SECTION 8.01. MODIFICATION OR AMENDMENT. Except as otherwise provided in the second and third paragraphs of this section, no material modification or amendment of this Resolution, or of any resolution amendatory thereof or supplemental thereto, may be made without the consent in writing of (i) the Registered Owners of more than fifty percent in principal amount of the Bonds then Outstanding or (ii) in case less than all of the several Series of Bonds then Outstanding are affected by the modification or amendment, the Registered Owners of more than fifty percent in principal amount of the Bonds so affected and Outstanding at the time such consent is given; provided, however, that no modification or amendment shall permit a change in the maturity of such Bonds or a reduction in the rate of interest thereon, or affecting the promise to pay the interest on and principal of the Bonds, as the same mature or become due, or reduce the percentage of Registered Owners of Bonds required above for such modification or amendments, without the consent of the Registered Owners of all the Bonds.

For purposes of this section, except where the consent of all Registered Owners of a Series of Bonds is required, to the extent any Series of Bonds is insured by a Bond Insurance Policy and such Series of Bonds is then rated in as high a rating category as the rating category in which such Series of Bonds was rated at the time of initial delivery thereof by a Rating Agency, then the consent of the issuer of the Bond Insurance Policy shall constitute the consent of the Registered Owners of such Series.

The Division may amend, change, modify and alter this Resolution without the consent of the Registered Owners of Bonds, (i) to cure any defect, omission, conflict, or ambiguity in this

Resolution or between the terms and provisions hereof and any other document executed or delivered herewith, (ii) to provide other changes including such changes as may be necessary in order to adjust the terms hereof so as to facilitate the issuance of various types of Bonds including, but not limited to, Capital Appreciation Bonds, and any other Bonds which may be issued hereunder, which will not materially adversely affect the interest of such Registered Owner of Bonds, (iii) to provide for the issuance of Bonds in coupon form if, in the opinion of a nationally recognized bond/tax counsel, such issuance will not affect the exemption from federal income taxation of interest on the Bonds, (iv) to obtain credit enhancements or a higher rating in one of the three highest full rating categories of a Rating Agency, (v) to add to the covenants and agreements of the Division, the Board or the Department in this Resolution, other covenants and agreements to be observed by the Division, the Board, or the Department which are not contrary to or inconsistent with this Resolution as theretofore in effect, (vi) to add to the limitations and restrictions in this Resolution, other limitations and restrictions to be observed by the Division, the Board or the Department which are not contrary to or inconsistent with this Resolution as theretofore in effect, (vii) to permit the qualification hereof and thereof under the Trust Indenture Act of 1939, as amended, or any similar federal statute hereafter in effect or to permit the qualifications of the Bonds for sale under the securities laws of any of the states of the United States of America, (viii) to enable the Division, the Board and the Department to comply with their covenants, agreements and obligations under Section 6.03 of this Resolution, (ix) to specify and determine any matters and things relative to the Bonds which are not contrary to or inconsistent with this Resolution and which shall not materially adversely affect the interests of the Registered Owners, and (x) to amend or modify any provisions of this Resolution so

long as such amendment or modification does not materially adversely affect the interests of the Registered Owners.

SECTION 8.02. NONPRESENTMENT OF BONDS: FUNDS HELD FOR BONDS AFTER DUE DATE OF BONDS. In the event any Bond shall not be presented for payment when the principal thereof becomes due, either at maturity, or otherwise, if funds sufficient to pay such Bond shall have been made available to the Board for the benefit of the Registered Owner thereof, all liability of the Department to the Registered Owner thereof for the payment of such Bond shall forthwith cease, terminate, and be completely discharged, and thereupon it shall be the duty of the Board to hold such funds, without liability for interest thereon, for the benefit of the Registered Owner of such Bonds, who shall thereafter be restricted exclusively to such funds, for any claim of whatever nature on his part under this Resolution or on, or with respect to, said Bond. Any such funds held by the Board for the Registered Owners of such Bonds for seven years after the principal or Accreted Value of the respective Bonds for which such funds have been so set aside has become due and payable and remaining (whether at maturity or upon redemption or otherwise) shall be subject to the laws of the State of Florida relating to disposition of unclaimed property, and unless demand for the payment of such Bonds shall have been made, the obligation thereon shall be extinguished.

SECTION 8.03. DEFEASANCE. The covenants, liens and pledges entered into, created or imposed pursuant to this Resolution may be fully discharged and satisfied with respect to any of the Bonds in any one or more of the following ways:

(A) By paying the principal of and interest on such Bonds when the same shall become due and payable; or

(B) By depositing with the Board, certain moneys which are irrevocably pledged to the payment of such Bonds and which, together with other moneys lawfully available therefor, shall be sufficient at the time of such deposit to pay when due the principal of, redemption premium, if any, and interest due and to become due on such Bonds on or prior to the redemption date or maturity date thereof; or

(C) By depositing with the Board, moneys which are irrevocably pledged to the payment of such Bonds and which, together with other moneys lawfully available therefor when invested in Defeasance Obligations, will provide moneys (principal and interest thereof at maturity) which shall be sufficient to pay the principal of, redemption premium, if any, and interest due and to become due on such Bonds on or prior to a date fixed for redemption or the maturity date thereof.

Upon such payment or deposit in the amount and manner provided in this section, the Bonds with respect to which payments on deposit have been made shall be deemed to be paid and shall no longer be deemed to be Outstanding for the purposes of this Resolution and all liability of the Department and Division with respect to such Bonds shall cease, terminate and be completely discharged and extinguished, and the Registered Owners thereof shall be entitled to payment solely out of the moneys or securities so deposited.

(D) Notwithstanding the foregoing, all references to the discharge and satisfaction of Bonds shall include the discharge and satisfaction of any Series of Bonds, any portion of any Series of Bonds, any maturity or maturities of any Series of Bonds, any portion of a maturity of any Series of Bonds or any combination thereof.

(E) If any portion of the moneys deposited for the payment of the principal of and redemption premium, if any, and interest on any portion of Bonds is not required for such purpose,

the Department or the Board may use the amount of such excess which is not otherwise obligated under this Resolution, for any lawful purpose, free and clear of any trust, lien, security interest, pledge or assignment securing said Bonds or otherwise existing under this Resolution.

(F) Nothing herein shall be deemed to require the Department or Division to call any of the Bonds for redemption prior to maturity pursuant to any applicable optional redemption provisions, or to impair the discretion of the Department or the Division in determining whether to exercise any such option for early redemption.

(G) Notwithstanding the foregoing, the covenants, liens and pledges entered into, created or imposed pursuant to this Resolution shall not be discharged and satisfied with respect to any of the Bonds with respect to which debt service has been paid pursuant to a Bond Insurance Policy, to the extent that the amount so paid has not been reimbursed to the issuer of such Bond Insurance Policy (or monies have not been deposited as set forth above to provide for payment of such amounts). The bond insurer shall be subrogated to the rights of the Registered Owners of Bonds with respect to which it has made payments pursuant to a Bond Insurance Policy.

SECTION 8.04. SURVIVAL OF CERTAIN PROVISIONS. Notwithstanding the foregoing, any provisions of this Resolution which relate to the maturity of Bonds, interest payments and dates thereof, optional and mandatory redemption provisions, credit against mandatory redemption requirements, exchange, transfer and registration of Bonds, replacement of mutilated, destroyed, lost or stolen Bonds, the safekeeping and cancellation of Bonds, non-presentment of Bonds, the holding of moneys in trust, the calculation of the Rebate Amount and the paying of the Rebate Amount to the United States, shall remain in effect and be binding upon the Division, the Department, the Bond Registrar/Paying Agent and the Registered Owners notwithstanding the

release and discharge of the lien and pledge of this Resolution or any subsequent resolution. The provisions of this section shall survive the release, discharge and satisfaction of this Resolution or any subsequent resolution.

SECTION 8.05. CAPITAL APPRECIATION BONDS. For the purposes of (i) receiving payment of the redemption price if a Capital Appreciation Bond is redeemed prior to maturity, (ii) computing the amount of the Maximum Annual Debt Service, and (iii) determining the principal amount of Bonds held by the Registered Owner of a Capital Appreciation Bond for giving any notice, consent, request or demand pursuant to this Resolution for any purpose whatsoever, the principal amount of a Capital Appreciation Bond shall be deemed to be its Accreted Value.

SECTION 8.06. TRUST FUNDS. (A) The funds and accounts established by this Resolution and all moneys on deposit therein shall constitute trust funds for their respective purposes as provided herein. The Sinking Fund shall be held and administered by the Board of Administration, and such funds shall be fully and continuously secured in the manner provided by the laws of the State for the securing of deposits of State funds. The Registered Owners shall have a lien on moneys in the Sinking Fund, except the moneys in the Rebate Fund, until such moneys are used or applied as provided herein.

(B) The designation and establishment of the various funds and accounts in and by this Resolution shall not be construed to require the establishment of any completely independent, self-balancing funds as such term is commonly defined and used in governmental accounting, but rather is intended solely to constitute an earmarking of certain revenues for certain purposes and to establish certain priorities for application of such revenues as herein provided. Cash and investments required to be accounted for in each of the funds and accounts established by or pursuant to this

Resolution may be deposited in a single bank account, provided that accounting records are maintained to reflect the moneys and investments therein and the receipts of and disbursements from such funds and accounts and the investment income earned therefrom.

SECTION 8.07. SUBSTITUTE FOR MAILING. If, because of the temporary or permanent suspension of postal service, any person shall be unable to mail any notice required to be given by the provisions of this Resolution, such person shall give notice in such other manner as in its judgment shall most effectively approximate such mailing; and the giving of such notice in such manner shall for all purposes of this Resolution be deemed to be in compliance with the requirement for the mailing thereof.

SECTION 8.08. INSTRUMENTS OF REGISTERED OWNERS. Any writing, including without limitation, any consent, request, direction, approval, objection or other instrument or document, required under this Resolution to be executed by any Registered Owner may be in any number of concurrent writings of similar tenor and may be executed by that Registered Owner in person or by an attorney-in-fact appointed in writing. Proof of (i) the execution of any writing, including without limitation, any consent, request, direction, approval, objection or other instrument or document, (ii) the execution of any writing appointing any attorney-in-fact, and (iii) the ownership of Bonds, shall be sufficient for any of the purposes of this Resolution, if made in the following manner, and if so made, shall be conclusive in favor of the Division, the Department, and the Board, with regard to any action taken thereunder, namely:

(a) the fact and date of the execution by any person of any writing may be proved by the certificate of any officer in any jurisdiction, who has the power by law to take acknowledgments

within that jurisdiction, that the person signing the writing acknowledged that execution before that officer, or by affidavit of any witness to that execution; and

(b) the fact of ownership of Bonds of any Series shall be proved by the Bond Registrar/Paying Agent for such Series.

SECTION 8.09. VALIDATION AUTHORIZED. The attorneys for the Division are hereby authorized to institute proceedings to validate the Bonds, pursuant to Chapter 75, Florida Statutes.

SECTION 8.10. GOVERNING LAW. The laws of the State shall govern the construction of this Resolution and of all Bonds issued hereunder.

SECTION 8.11. SEVERABILITY OF INVALID PROVISIONS. If any one or more of the covenants or provisions of this Resolution 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 or provisions shall be null and void and shall be deemed separable from the remaining covenants or provisions of this Resolution or of the Bonds and shall in no way affect the validity or enforceability of any other covenants, agreements or provisions of this Resolution or of the Bonds issued hereunder.

SECTION 8.12. REPEAL OF INCONSISTENT RESOLUTIONS. All resolutions and parts of resolutions heretofore adopted pertaining to the subject matter of this Resolution, to the extent that they are inconsistent with this Resolution, are hereby repealed, revoked, and rescinded, but only to the extent of any such inconsistencies.

SECTION 8.13. EFFECTIVE DATE. This Resolution shall take effect immediately upon its adoption.

ADOPTED September 24, 2013.

A RESOLUTION OF THE DIVISION OF BOND FINANCE OF THE STATE BOARD OF ADMINISTRATION OF FLORIDA AUTHORIZING THE COMPETITIVE SALE OF STATE OF FLORIDA, DEPARTMENT OF TRANSPORTATION SEAPORT INVESTMENT PROGRAM REVENUE BONDS, SERIES 2013; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS on July 29, 2013, the Department of Transportation (the “Department”) requested the issuance of bonds to finance the Seaport Investment program;

WHEREAS, on September 24, 2013, the Governing Board of the Division of Bond Finance (the “Governing Board”) adopted a resolution (the “Authorizing Resolution”) authorizing the issuance of State of Florida, Department of Transportation Seaport Investment Program Revenue Bonds, Series 2013 (the “2013 Bonds”); and

WHEREAS, the Division of Bond Finance desires to issue the 2013 Bonds and provide for various terms of the sale thereof by resolution;

NOW THEREFORE, BE IT RESOLVED BY THE GOVERNOR AND CABINET OF THE STATE OF FLORIDA, AS THE GOVERNING BOARD OF THE DIVISION OF BOND FINANCE OF THE STATE BOARD OF ADMINISTRATION OF FLORIDA:

Section 1. Any capitalized terms not defined in this resolution shall have the same meaning as in the Authorizing Resolution, as amended and supplemented through and including the date of this resolution (the “Resolution”).

Section 2. The State of Florida, Department of Transportation Seaport Investment Program Revenue Bonds, Series 2013, or such other designation(s) as may be determined by the Director of the Division of Bond Finance (hereinafter referred to as the “Director”), authorized by the Resolution, are hereby authorized to be sold in an amount not exceeding \$150,000,000 at competitive sale on the date and at the time to be determined by the Director.

Section 3. The Director is hereby authorized to determine the most advantageous date and time of sale and to provide notice pursuant to applicable law of such sale, at a time and in such manner as determined by the Director to be appropriate to provide adequate notice to potential bidders; provided, that if no bids are received, or if all bids received are rejected, such 2013 Bonds may again be offered for sale upon reasonable notice, the timing and manner of which shall be determined by the Director. Bids for the purchase of the 2013 Bonds will be received at the office of the Division of Bond Finance or at another location designated in the Notice of Bond Sale, until the time and date of sale determined by the Director.

Section 4. The Director is hereby authorized to publish and distribute a Notice of Bond Sale and a proposal for the sale of the 2013 Bonds. The Notice of Bond Sale shall be in such form as shall be determined by the Director and shall contain such information as is consistent with the terms of the Resolution which the Director determines is in the best financial interest of the State. Any prior publication or distribution of a Notice of Bond Sale, or abbreviated version thereof, and proposal for sale is hereby ratified.

Section 5. The Director is hereby authorized to prepare and distribute preliminary and final official statements in connection with the offering of the 2013 Bonds. The Director is further authorized and directed to amend, supplement or complete the information contained in the preliminary official statement, as may be needed, and to furnish such certification as to the completeness and finality of the preliminary official statement as is necessary to permit the successful bidder to fulfill its obligations under any applicable securities laws. The Chairman and Secretary of the Governing Board and the Director are hereby authorized to execute the final official statement in connection with the offering of the 2013 Bonds, and the execution thereof by any of the authorized individuals shall be conclusive evidence that the Governing Board has approved the form

and content of the final official statement and that the final official statement is complete as of its date.

Section 6. The Director is hereby authorized to have up to 1,500 copies of the preliminary official statement and 3,500 copies (plus such additional copies as may be requested by the successful bidder at the expense of the successful bidder) of the final official statement relating to the offering of the 2013 Bonds printed and distributed; to contract with national rating services and providers of municipal bond insurance and Reserve Account Credit Facilities; to retain bond counsel; to make a determination that the preliminary official statement is “deemed final” for purposes of SEC Rule 15c2-12(b)(1); to conduct information meetings; and to take such other actions as may be deemed appropriate for the dissemination of information relating to the sale of the 2013 Bonds. Any prior printing and distribution of a preliminary official statement is hereby ratified.

Section 7. The Secretary or any Assistant Secretary of the Governing Board is hereby authorized and empowered to award said 2013 Bonds when offered, on his or her determination of the best proposal, as defined in the Notice of Bond Sale, submitted in accordance with the terms of the Notice of Bond Sale provided for herein, and such award shall be final. The Director or any Assistant Secretary of the Governing Board shall report such sale to this Governing Board after award of the 2013 Bonds. The Secretary or any Assistant Secretary of the Governing Board is authorized to deliver such 2013 Bonds to the purchasers thereof upon payment of the purchase price, together with any accrued interest to the date of delivery, and to distribute the proceeds of the 2013 Bonds as provided by the Resolution and other proceedings authorizing the issuance of the 2013 Bonds.

Section 8. The 2013 Bonds shall be executed in the name of the Department of Transportation by its Secretary or by such other authorized person. Any of the signatures required

hereinabove may be a facsimile signature imprinted or reproduced on the 2013 Bonds. In case any one or more of the officers who shall have signed any of the 2013 Bonds shall cease to be such officer before the 2013 Bonds so signed and sealed shall have been actually sold and delivered, the 2013 Bonds may nevertheless be sold and delivered as herein provided and may be issued as if the person who signed or sealed such 2013 Bonds had not ceased to hold office.

A certificate as to the approval of the issuance of the 2013 Bonds, shall be executed by the facsimile signature of the Secretary of the Governing Board, an Assistant Secretary, or as otherwise provided by law.

Section 9. U.S. Bank Trust National Association, or its successor, is hereby designated as Bond Registrar/Paying Agent for the 2013 Bonds on the terms and conditions set forth in the Registrar, Paying Agent and Transfer Agreement by and between the State Board of Administration of Florida and U.S. Bank Trust National Association, or its successor.

Section 10. The Interest Payment Dates and the Principal Payment Dates for the 2013 Bonds shall be as set forth in the Notice of Bond Sale. Interest on the 2013 Bonds shall be paid by check or draft mailed on the Interest Payment Date (or, in certain cases, may be paid by wire transfer at the election of a Registered Owner other than a securities depository), in the manner and under the terms provided for in the State's agreement with the Bond Registrar/Paying Agent, provided that such Registered Owner advances to the Bond Registrar/Paying Agent the amount, if any, necessary to pay the wire charges or authorizes the paying agent to deduct the amount of such payment) to the Registered Owner thereof as of 5:00 p.m. New York time on the Record Date shown on the registration books maintained by the Bond Registrar/Paying Agent for the 2013 Bonds.

Section 11. The 2013 Bonds shall be dated, shall mature in such years and amounts and shall bear interest commencing on such date as set forth in the Notice of Bond Sale, a copy of which, as

published, shall be retained in the files of the Division with this resolution. The 2013 Bonds shall be issued in denominations of \$1,000 or any integral multiple thereof unless otherwise provided in the Notice of Bond Sale. The 2013 Bonds shall be payable at the corporate trust office of U.S. Bank Trust National Association, New York, New York, or its successors.

Section 12. The 2013 Bonds shall be subject to redemption as provided in the Notice of Bond Sale. The Notice of Bond Sale shall contain such redemption provisions as shall be determined by the Director to be in the best financial interest of the State. Upon election by the successful bidder as provided in the Notice of Bond Sale, a portion of the 2013 Bonds identified in such election may be designated as Term Bonds. Additionally, in lieu of mailing the notice of redemption, the Bond Registrar/Paying Agent may elect to provide such notice by electronic means to any Registered Owner who has consented to such method of receiving notices.

Section 13. The Reserve Requirement for the 2013 Bonds shall be an amount determined by the Director prior to the issuance of the 2013 Bonds (which amount may be zero) which shall not exceed the maximum amount permitted pursuant to the Authorizing Resolution. The Reserve Requirement for the 2013 Bonds shall be funded with proceeds of the 2013 Bonds, a Reserve Account Credit Facility, or some combination thereof, as determined by the Director. The Reserve Requirement for the 2013 Bonds shall be deposited, as determined by the Director, in either a subaccount in the Reserve Account established for any Bonds or in a subaccount in such Reserve Account which is hereby established for the 2013 Bonds. Amounts on deposit in any subaccount in the Reserve Account may be commingled with the amounts deposited for Bonds of additional Series which are secured thereby, shall be held for the benefit of the Registered Owners of only such Bonds as may be specifically secured by the respective subaccount, and shall be applied in the manner provided in the Resolution.

Section 14. Any portion of the 2013 Bonds may be issued as a separate series, provided that the bonds of each series shall be numbered consecutively from one upward. The 2013 Bonds referred to herein may be sold separately or combined with any other Seaport Investment Program bond issues authorized by the Governing Board to be sold.

Section 15. The Director is hereby authorized to offer for sale a lesser principal amount of 2013 Bonds than that set forth in this resolution and to adjust the maturity schedule and redemption provisions for the 2013 Bonds, if necessary, to reflect the issuance of such lesser amount, and to modify the Notice of Bond Sale as may be required. Any portion of the 2013 Bonds not offered shall remain authorized to be offered at a later date.

Section 16. The Director is authorized to provide in the Notice of Bond Sale of the 2013 Bonds that the purchase price for the 2013 Bonds may include a discount of not to exceed 3% excluding original issue discount, if any, of the aggregate principal amount of such 2013 Bonds offered for sale.

Section 17. The Chairman, Secretary and any Assistant Secretary of the Governing Board, the Director, and such other officers and employees of the Division as may be designated by this Governing Board as agents of the Division in connection with the issuance and delivery of the 2013 Bonds, are authorized and empowered, collectively or individually, to take all actions and steps, to execute all instruments, documents, and contracts, and to take all other action on behalf of the Division, in each case as they may deem necessary or desirable, in connection with the execution and delivery of the 2013 Bonds.

Section 18. Notwithstanding anything contained in the Resolution to the contrary, it is the intent of the Governing Board that interest on any 2013 Bonds which are issued as tax-exempt Bonds be and remain excluded from gross income for federal income tax purposes and therefore to comply

with all requirements of federal tax law applicable to such tax-exempt 2013 Bonds, whether such requirements are now in effect, pending or subsequently enacted. The Division is hereby authorized and directed to take all actions necessary with respect to the 2013 Bonds to comply with such requirements of federal tax law.

Section 19. In order to comply with Rule 15c2-12 of the Securities and Exchange Commission, the Department will agree to provide or cause to be provided such information as may be required, from time to time, under such rule.

The Director, in conjunction with the appropriate officer of the Department, is authorized and directed to execute and deliver any documents or agreements which are necessary to comply with the requirements of Rule 15c2-12 of the Securities and Exchange Commission.

Section 20. All prior or concurrent resolutions or parts of resolutions inconsistent with this resolution are hereby amended by this resolution, but only to the extent of any such inconsistency.

Section 21. Any references in the Resolution to offices, bodies, or agencies which have been or are superceded, replaced or abolished by law shall be deemed to refer to the successors of such offices, bodies, and agencies. Any action required or authorized to be taken by an official whose office, body, or agency has been or is so superceded, replaced, or abolished shall be taken by the successor to such official.

Section 22. The Authorizing Resolution is in all respects ratified and confirmed.

Section 23. This resolution shall take effect immediately.

ADOPTED on September 24, 2013.