

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
April 22, 2014

This meeting is open to the public.

1. Approval of minutes of the meeting of March 6, 2014.

Attachment #1

2. Report of award on the following competitive bond sale:

\$108,840,000, State Board of Education Public Education Capital Outlay Refunding Bonds, 2014 Series A.

Bids were received at the office of the Division of Bond Finance on March 20, 2014. The bonds were awarded to the low bidder, Morgan Stanley & Co. LLC which submitted a bid at an annual true interest cost rate of 2.4197%. The bonds were delivered on April 1, 2014.

The bonds were issued to refund the callable Public Education Capital Outlay Refunding Bonds, 2004 Series B. The average interest rate on the bonds being refunded is 4.76% compared to the interest rate of 2.42% on the refunding bonds. The bond proceeds will be invested with the State Treasury until the refunded bonds are redeemed on June 1, 2014. The refunding is expected to generate gross debt service savings of approximately \$19.1 million and present value savings of approximately \$16.3 million, or 13.3% of the principal amount being refunded.

A report and tabulation of bids is attached.

Attachment #2

3. Adoption of resolutions authorizing the issuance and the competitive sale of \$450,000,000 Full Faith and Credit, State Board of Education Public Education Capital Outlay Refunding Bonds.

The bonds will be payable primarily from gross receipts taxes, and will be additionally secured by the full faith and credit of the State. The proceeds of the bonds will be used to refund certain outstanding Public Education Capital Outlay Bonds for debt service savings.

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

(Recommend)

4. Adoption of a resolution authorizing the issuance and the competitive sale of \$135,000,000 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 resolution may be obtained from the Division of Bond Finance upon request.

(Recommend)

5. Adoption of a resolution authorizing the redemption of the Florida Agricultural and Mechanical University Student Services Center Revenue Bonds, Series 1997.

The resolution authorizes the redemption of the bonds from moneys to be provided by Florida Agricultural and Mechanical University, as provided for in the documents relating to the bonds.

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

(Recommend)

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STATE OF FLORIDA

IN RE: MEETING OF THE GOVERNOR AND
CABINET

_____ /

CABINET MEMBERS: GOVERNOR RICK SCOTT
ATTORNEY GENERAL PAM BONDI
CHIEF FINANCIAL OFFICER JEFF
ATWATER
COMMISSIONER OF AGRICULTURE
ADAM PUTNAM

DATE: THURSDAY, MARCH 6, 2014

LOCATION: CABINET MEETING ROOM
LOWER LEVEL, THE CAPITOL
TALLAHASSEE, FLORIDA

REPORTED BY: NANCY S. METZKE, RPR, FPR
COURT REPORTER

C & N REPORTERS
POST OFFICE BOX 3093
TALLAHASSEE, FLORIDA 32315-3093
(850) 697-8314 / FAX (850) 697-8715
nancy@metzke.com
candnreporters.com

INDEX

PAGE NO.

Division of Bond Finance
 By Director Watkins 3

State Board of Administration
 By Director Williams 7

Department of Veterans Affairs
 By Director Prendergast 11

Board of Trustees
 By Deputy Secretary Fenton 18

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P R O C E E D I N G S

GOVERNOR SCOTT: Good morning. Welcome to the March 6th, 2014, Cabinet Meeting.

Now I'd like to recognize Director Ben Watkins, with the Division of Bond Finance, to present his agenda.

DIRECTOR WATKINS: Good morning, Governor and Cabinet members. Item Number 1 is approval of the minutes of the January 22nd meeting.

GOVERNOR SCOTT: Is there a motion to approve?

CFO ATWATER: So moved.

GOVERNOR SCOTT: Is there a second?

ATTORNEY GENERAL BONDI: Second.

GOVERNOR SCOTT: Moved and seconded. Show the minutes approved without objection.

DIRECTOR WATKINS: Item Number 2 are three different reports of award on bond sales. The first is a competitive sale of 267.4 million in turnpike revenue bonds. The bonds were awarded to the low bidder at a true interest cost of 3.79 percent. The sale included both a new money issue of 169.2 million for improvements to Florida's Turnpike, the widening of the HEFT in

1 Miami; First Coast Outer Beltway in Jacksonville;
2 and Veterans Memorial Parkway in Tampa.

3 The new money -- the refunding component was
4 \$98.2 million. It allowed us to reduce the
5 interest rate on outstanding bonds from 4.64% to
6 2.68%, generating gross debt service savings of
7 13.3 million, 11.1 million on a present value
8 basis, or 10.1% of the principal amount of the
9 refunding bonds.

10 The competitive -- second competitive sale is
11 \$138.1 million of DOT revenue bonds for investments
12 in infrastructure for Florida seaports. The bonds
13 were awarded to the low bidder at a true interest
14 cost of 4.13%.

15 And the third report of award is
16 \$186.2 million of lottery revenue refunding bonds.
17 The bonds were awarded to the low bidder at a true
18 interest cost of 2.16%, allowing us to reduce the
19 interest rate on outstanding bonds from 4.93% to
20 2.16%, generating gross debt service savings of
21 \$23.7 million; present value savings of
22 \$20.8 million, or 10.3% of the principal amount of
23 the bonds being refunded.

24 Item 3 are resolutions authorizing the
25 issuance and competitive sale of \$130 million in

1 PECO refunding bonds. The bonds are being issued
2 for debt service savings.

3 ATTORNEY GENERAL BONDI: Is there a motion to
4 approve the item?

5 CFO ATWATER: So moved.

6 ATTORNEY GENERAL BONDI: Is there a second?

7 COMMISSIONER PUTNAM: Second.

8 ATTORNEY GENERAL BONDI: Any comments or
9 objections?

10 (NO RESPONSE).

11 ATTORNEY GENERAL BONDI: Hearing none, the
12 motion carries.

13 DIRECTOR WATKINS: Thank you.

14 Item Number 4 are resolutions authorizing the
15 issuance and competitive sale of 39 million in FSU
16 dormitory revenue refunding bonds being issued for
17 debt service savings.

18 GOVERNOR SCOTT: Is there a motion to approve?

19 ATTORNEY GENERAL BONDI: So move.

20 GOVERNOR SCOTT: Is there a second?

21 CFO ATWATER: Second.

22 GOVERNOR SCOTT: Any comments or objections?

23 (NO RESPONSE).

24 GOVERNOR SCOTT: Hearing none, the motion
25 carries.

1 DIRECTOR WATKINS: And lastly, Item 5 are
2 resolutions authorizing \$48 million of university
3 system revenue refunding bonds for debt service
4 savings.

5 GOVERNOR SCOTT: Is there a motion to approve?

6 ATTORNEY GENERAL BONDI: So move.

7 GOVERNOR SCOTT: Is there a second?

8 CFO ATWATER: Second.

9 GOVERNOR SCOTT: Any comments or objections?

10 (NO RESPONSE).

11 GOVERNOR SCOTT: Hearing none, the motion
12 carries.

13 Thank you, Ben.

14 DIRECTOR WATKINS: Thank you, sir.

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CERTIFICATE

STATE OF FLORIDA)
COUNTY OF LEON)

I, NANCY S. METZKE, RPR, FPR, certify that I was authorized to and did stenographically report the foregoing proceedings and that the transcript is a true and complete record of my stenographic notes.

DATED this 15TH day of March, 2014.

NANCY S. METZKE, RPR, FPR
Court Reporter



STATE OF FLORIDA

DIVISION OF BOND FINANCE
OF THE STATE BOARD OF ADMINISTRATION

HERMITAGE CENTRE, SUITE 200
1801 HERMITAGE BOULEVARD
TALLAHASSEE, FLORIDA 32308

POST OFFICE BOX 13300
TALLAHASSEE, FLORIDA 32317-3300
(Address mail to P.O. Box; deliveries to street address)

TELEPHONE: (850) 488-4782
TELECOPIER: (850) 413-1315

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: April 22, 2014

SUBJECT: Award of \$108,840,000 State of Florida, Full Faith and Credit, State Board of Education, Public Education Capital Outlay Refunding Bonds, 2014 Series A

Pursuant to authorization by the Governor and Cabinet by a resolution adopted on March 6, 2014, 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, March 20, 2014.

Six bids were received with a tabulation of such bids included herein. The low bid was from Morgan Stanley & Co. LLC at an annual true interest cost rate of 2.4197%. The annual true interest cost rate using the applicable Thomson Municipal Market benchmark interest rate scale for the day of sale was 2.42%. 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 April 1, 2014.

The bonds are being issued to refund the callable 2004 Series B Bonds. The average interest rate on the bonds being refunded is 4.76% compared to the interest rate of 2.42% on the refunding bonds. The bond proceeds will be invested with the State Treasury until the refunded bonds are redeemed on June 1, 2014. The refunding is expected to generate gross debt service savings of approximately \$19.1 million and present value savings of approximately \$16.3 million, or 13.3% of the principal amount being refunded.

The bonds are dated April 1, 2014, with interest payable on June 1, 2014, and semiannually on each December 1 and June 1 thereafter. The bonds consist of serial bonds maturing on June 1 in the years 2015 through 2026.

Attachment #2

The bonds are payable from the gross receipts taxes and are additionally secured by a pledge of the full faith and credit of the State. The lien of the bonds on gross receipts taxes is on a parity with the outstanding Public Education Capital Outlay Bonds, 1999 Series D through 2013 Series C.

The bonds have been rated AAA, Aa1 and AAA 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>
Morgan Stanley & Co. LLC	2.4197%
Citigroup Global Markets Inc.	2.4321
Barclays Capital Inc.	2.5336
J.P. Morgan Securities LLC	2.5359
Bank of America Merrill Lynch	2.5421
RBC Capital Markets	2.5444

INTEREST RATES AND YIELDS TO MATURITY FROM WINNING BID

<u>Maturity Date</u>	<u>Principal</u>	<u>Coupon</u>	<u>Yield</u>
6/1/2015	\$6,715,000	5.00%	0.30%
6/1/2016	7,065,000	5.00	0.40
6/1/2017	7,445,000	5.00	0.72
6/1/2018	7,855,000	5.00	1.05
6/1/2019	8,280,000	5.00	1.37
6/1/2020	8,735,000	5.00	1.77
6/1/2021	9,210,000	5.00	2.12
6/1/2022	9,180,000	5.00	2.40
6/1/2023	10,220,000	5.00	2.54
6/1/2024	10,775,000	5.00	2.70
6/1/2025	11,370,000	5.00	2.97
6/1/2026	11,990,000	3.00	3.17

A RESOLUTION AUTHORIZING THE ISSUANCE OF NOT EXCEEDING \$450,000,000 STATE OF FLORIDA, FULL FAITH AND CREDIT, STATE BOARD OF EDUCATION, PUBLIC EDUCATION CAPITAL OUTLAY REFUNDING BONDS, 2014 SERIES (TO BE DETERMINED).

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:

Section 1. That this resolution is adopted pursuant to the provisions of Sections 215.61 and 215.68, Florida Statutes.

Section 2. That the Division of Bond Finance of the State Board of Administration of Florida (the "Division") is hereby authorized to issue not exceeding \$450,000,000 State of Florida, Full Faith and Credit, State Board of Education, Public Education Capital Outlay Refunding Bonds, 2014 Series (to be determined) (the "Bonds") in accordance with the terms, conditions and restrictions set forth in the Fifty-seventh Supplemental Authorizing Resolution adopted by the State Board of Education on April 10, 2014, with respect to the issuance of the Bonds for the purpose of refunding all or a portion of the outstanding Public Education Capital Outlay Bonds, 2002 Series E, 2003 Series D, 2004 Series C, and 2005 Series E, as set forth therein.

Section 3. That this resolution shall take effect immediately upon its adoption.

ADOPTED on April 22, 2014.

A RESOLUTION AUTHORIZING THE SALE OF NOT EXCEEDING \$450,000,000 STATE OF FLORIDA, FULL FAITH AND CREDIT, STATE BOARD OF EDUCATION, PUBLIC EDUCATION CAPITAL OUTLAY REFUNDING BONDS, 2014 SERIES (TO BE DETERMINED).

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:

Section 1. That this resolution is adopted pursuant to the provisions of Sections 215.61 and 215.68, Florida Statutes.

Section 2. That the Division of Bond Finance of the State Board of Administration (the "Division") is hereby authorized to sell by competitive sale, the not exceeding \$450,000,000 State of Florida, Full Faith and Credit, State Board of Education, Public Education Capital Outlay Refunding Bonds, 2014 Series (to be determined) (the "Bonds") in accordance with the terms, conditions and restrictions set forth in the Sale Resolution adopted by the State Board of Education on April 10, 2014, with respect to the sale of the Bonds for the purpose of refunding all or a portion of the outstanding Public Education Capital Outlay Bonds, 2002 Series E, 2003 Series D, 2004 Series C, and 2005 Series E. The Director of the Division may 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.

Section 3. That this resolution shall take effect immediately upon its adoption.

ADOPTED on April 22, 2014.

THIRTY-SEVENTH SUPPLEMENTAL TURNPIKE REVENUE BOND RESOLUTION

A RESOLUTION (THIRTY-SEVENTH 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 2014A; AUTHORIZING A NOTICE OF BOND SALE; IDENTIFYING THE 2014 TURNPIKE PROJECT ANTICIPATED TO BE FINANCED BY THE SERIES 2014A BONDS; PROVIDING FOR APPLICATION OF THE PROCEEDS OF THE SERIES 2014A 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 2014A 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 \$4,189,567,419.20 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, Series 2012A, and Series 2013C) leaving an unsold authorized amount of \$397,665,000; 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 2014 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 2014A (the “Series 2014A Bonds”); and

WHEREAS, the Governing Board wishes to authorize the publication of a Notice of Bond Sale for the public sale of the Series 2014A Bonds (the “Notice of Bond Sale”); and

WHEREAS, upon the adoption of this Thirty-seventh Supplemental Resolution and the completion of certain actions required hereunder and under the Authorizing Resolution, the execution and delivery of the Series 2014A Bonds will have been duly authorized and all things necessary to make the Series 2014A 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-seventh Supplemental Resolution, a valid and binding agreement with the Registered Owners of the Series 2014A 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-seventh Supplemental Resolution are used with the same meaning throughout this Thirty-seventh Supplemental Resolution unless the context clearly requires otherwise. All terms used in this Thirty-seventh 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:

“2014 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 Series 2014A Bonds will be used to finance the following projects (projects (a), (b), and (c) were partially financed through previously issued Turnpike Revenue Bonds; projects (d) and (e) are new projects)):

- (a) Veterans Expressway widening from Memorial to Gunn in Hillsborough County;
- (b) Homestead Extension widening from SW216th Street to south of Killian Parkway with express lanes in Miami-Dade County;
- (c) First Coast Expressway in Clay and Duval Counties;
- (d) Canal protection on the Mainline in Okeechobee County;

- (e) HEFT widening from Killian Parkway to State Road 826 with express lanes in Miami-Dade County;

all as approved by the Florida Legislature in the FY 2014-15 General Appropriations Act, when adopted, as required by subsection 338.2275(1), Florida Statutes.

SECTION 2. AUTHORITY FOR THIS THIRTY-SEVENTH SUPPLEMENTAL RESOLUTION. This Thirty-seventh 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 2014A Bonds by those who shall own the same from time to time, the Authorizing Resolution, as supplemented by this Thirty-seventh 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 2014A Bonds; and the security interest granted and the pledge made in the Authorizing Resolution, as supplemented by this Thirty-seventh 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-seventh Supplemental Resolution.

SECTION 4. AUTHORIZATION OF SALE OF THE SERIES 2014A 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 2014 Turnpike Project have been met, the Series 2014A Bonds are hereby authorized to be sold at public sale in an aggregate principal amount not exceeding \$135,000,000, 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 2014 Turnpike Project, including, without limitation, costs already incurred. All Series 2014A Bonds shall be designated "State of Florida, Department of Transportation Turnpike Revenue Bonds, Series 2014A"; 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 2014A 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 2014A Bonds shall not be later than 35 years from their date of issue. The Series 2014A Bonds shall be issued in fully registered form. Interest on the Series 2014A 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 2014A Bonds. The interest rates of the Series 2014A Bonds, not to exceed the maximum lawful rate on the date of sale of the Series 2014A Bonds, shall be determined in accordance with the Notice of Bond Sale, and the Series 2014A Bonds shall mature as determined by the Director in the Notice of Bond Sale. Principal of the Series 2014A 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 2014A 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 2014A 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 2014A 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 2014A Bonds.

(E) In the event that conditions preclude, or circumstances render unnecessary or undesirable, the sale of the maximum principal amount of the Series 2014A Bonds authorized to be sold by this Thirty-seventh 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 2014A 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 2014A 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 2014A 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 2014A 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 2014A Bonds in the form and manner set

forth in the Authorizing Resolution, to deliver the Series 2014A 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 2014A Bonds, and to distribute the proceeds of the Series 2014A 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 2014A 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 2014A Bonds.

SECTION 5. SECURITY FOR THE SERIES 2014A BONDS.

(A) The Bonds authorized by this Thirty-seventh 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 2014A Bonds authorized by this Thirty-seventh 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 2014A 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-seventh Supplemental Resolution to the same extent as if incorporated verbatim in this Thirty-seventh 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 2014A 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 2014A Bonds (i) a fund to be known as the “Turnpike 2014A Bond Construction Trust Fund” or “2014A Construction Fund” into which shall be deposited net proceeds of the Series 2014A Bonds for the acquisition or construction of the 2014 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 2014A Rebate Account”, and (iii) a sub-account in the Debt Service Reserve Account to be known as the “2014A Debt Service Reserve Sub-Account”. The 2014A 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 2014A Bonds deposited into the 2014A Construction Fund shall be used for costs of acquisition or construction of the 2014 Turnpike Project.

SECTION 7. RESERVE REQUIREMENT. The Series 2014A 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 2013C Bonds or by the 2014A Debt Service Reserve Subaccount in the Debt Service Reserve Account. The 2014A 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 2014A 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 2014A 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 2014A 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 2014A 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 2014A Bonds. Any prior printing and distribution of a Preliminary Official Statement is hereby ratified.

SECTION 10. FORM OF SERIES 2014A BONDS. (A) Notwithstanding anything to the contrary in the Authorizing Resolution, this Thirty-seventh Supplemental Resolution, or any other resolution relating to the Series 2014A Bonds (for the purposes of this section, collectively, the “Resolution”), the Series 2014A 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 Series 2014A 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 Series 2014A Bonds are issued in book-entry only form:

(1) The Series 2014A Bonds shall be issued in the name of the Securities Depository as the Registered Owner of the Series 2014A Bonds, and held in the custody of the Securities Depository or its designee.

(2) Transfers of beneficial ownership of the Series 2014A 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 Series 2014A Bonds. Beneficial ownership interests in the Series 2014A 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 Series 2014A 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 Series 2014A Bonds. Transfers of ownership interests in the Series 2014A 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 Series 2014A Bonds registered in its name for the purposes of

(a) payment of the principal of, premium, if any, and interest on the Series 2014A 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 Series 2014A Bonds; and

(ii) a certificate of any such Participant as to the identity of, and the respective principal amount of Series 2014A 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 Series 2014A 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 Series 2014A 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 Series 2014A 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 Series 2014A 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 Series 2014A Bonds to produce the same effect. Any provision hereof permitting or requiring delivery of the Series 2014A Bonds shall, while the Series 2014A 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 Series 2014A 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-seventh Supplemental Resolution and shall be deemed to benefit the Registered Owners of the Series 2014A Bonds.

Notwithstanding anything contained in the Authorizing Resolution to the contrary, to the extent that all or any portion of the Series 2014A Bonds are sold as tax-exempt bonds, it is the intent of the Governing Board that interest on such Series 2014A 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 2014A 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 2014A 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 2014A Bonds pursuant to the terms of the Authorizing Resolution and this Thirty-seventh 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-seventh Supplemental Resolution, the Authorizing Resolution is in all respects ratified and confirmed, and this Thirty-seventh 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-seventh 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 April 22, 2014.

**A RESOLUTION OF THE DIVISION OF BOND FINANCE
AUTHORIZING THE REDEMPTION OF CERTAIN STATE
OF FLORIDA BOARD OF REGENTS, FLORIDA
AGRICULTURAL AND MECHANICAL UNIVERSITY
STUDENT SERVICES CENTER REVENUE BONDS,
SERIES 1997; AUTHORIZING THE EXECUTION OF AN
ESCROW DEPOSIT AGREEMENT; PROVIDING FOR AN
EFFECTIVE DATE.**

WHEREAS, the Governing Board of the Division of Bond Finance has previously authorized and issued the State of Florida Board of Regents, Florida Agricultural and Mechanical University Student Services Center Revenue Bonds, Series 1997 (the “Bonds”);

WHEREAS, in accordance with the provisions of the documents authorizing the Bonds, the Bonds may be redeemed prior to maturity at the option of the Division of Bond Finance;

WHEREAS, the Florida Agricultural and Mechanical University (the “University”) wishes to make provision for the payment of all of the outstanding Bonds, currently outstanding in the aggregate principal amount of \$1,850,000, by depositing in an escrow fund held by the State Board of Administration monies and/or securities which will be sufficient to pay the principal of and interest and redemption premium, if any, on the Bonds as the same mature or are called for redemption at the discretion of the Director of the Division;

WHEREAS, the University’s Board of Trustees has adopted a resolution requesting the redemption of the Bonds.

NOW, THEREFORE, BE IT RESOLVED BY THE GOVERNING BOARD OF THE DIVISION OF BOND FINANCE OF THE STATE BOARD OF ADMINISTRATION, that, subject only to the deposit of sufficient monies and/or securities into the escrow fund, the Bonds may be called for redemption, on such date or dates as may be determined by the Director of the Division of Bond Finance, at the principal amount thereof, together with accrued interest thereon to the date of redemption plus any applicable redemption premium. U.S. Bank Trust National Association, Paying Agent for the Bonds, is hereby authorized and directed to pay, upon the surrender thereof, all Bonds, if any, which are called for redemption in accordance with the authorizing resolution. The Director and any Assistant Secretary of the Division of Bond Finance are hereby authorized, collectively or individually, to take all actions and steps, and to execute one or more Escrow Deposit Agreements and any other instruments, documents and contracts necessary or desirable in connection with the redemption of the Bonds.

This resolution shall become effective immediately upon adoption.

ADOPTED: April 22, 2014.