

**SCHOOL BOARD OF ST. LUCIE COUNTY, FLORIDA
QUALIFIED SCHOOL CONSTRUCTION BONDS
CERTIFICATE RESOLUTION**

A RESOLUTION OF THE SCHOOL BOARD OF ST. LUCIE COUNTY, FLORIDA, APPROVING THE LEASE OF CERTAIN LAND OWNED BY THE BOARD TO THE ST. LUCIE SCHOOL BOARD LEASING CORPORATION IN ACCORDANCE WITH SECTIONS 1001.41(4), 1001.42(9) AND 1013.15(2), FLORIDA STATUTES, AS AMENDED, IN CONNECTION WITH THE LEASE-PURCHASE FINANCING OF CERTAIN EDUCATIONAL FACILITIES WITHIN THE DISTRICT; AUTHORIZING THE EXECUTION AND DELIVERY OF LEASE SCHEDULE NO. 2010C RELATING TO THE LEASE-PURCHASE OF SAID FACILITIES; APPROVING THE EXECUTION AND DELIVERY OF A SERIES 2010C SUPPLEMENTAL TRUST AGREEMENT BY AND AMONG THE BOARD, THE CORPORATION AND U.S. BANK NATIONAL ASSOCIATION, AS SUCCESSOR TRUSTEE, PURSUANT TO WHICH THE TRUSTEE WILL EXECUTE, AUTHENTICATE AND DELIVER NOT EXCEEDING \$12,913,080 AGGREGATE PRINCIPAL AMOUNT OF CERTIFICATES OF PARTICIPATION (SCHOOL BOARD OF ST. LUCIE COUNTY, FLORIDA MASTER LEASE PROGRAM, SERIES 2010C) (QUALIFIED SCHOOL CONSTRUCTION BONDS - FEDERALLY TAXABLE - ISSUER SUBSIDY) EVIDENCING AN UNDIVIDED PROPORTIONATE INTEREST OF OWNERS THEREOF IN BASIC RENT PAYMENTS TO BE MADE UNDER A MASTER LEASE-PURCHASE AGREEMENT BY THE SCHOOL BOARD OF ST. LUCIE COUNTY, FLORIDA; AUTHORIZING THE EXECUTION AND DELIVERY OF A GROUND LEASE AGREEMENT RELATING TO THE LEASE OF CERTAIN REAL PROPERTY ON WHICH CERTAIN FACILITIES WILL BE LOCATED; AUTHORIZING A NEGOTIATED PRIVATE PLACEMENT OF SUCH CERTIFICATES OF PARTICIPATION UPON MEETING CERTAIN CONDITIONS SPECIFIED HEREIN; DELEGATING TO THE CHAIRMAN OR VICE-CHAIRMAN AND SUPERINTENDENT AND THEIR

DESIGNEE(S) THE AUTHORITY TO APPROVE THE FINAL TERMS AND DETAILS OF THE CERTIFICATES ONLY UPON SATISFACTION OF THE CONDITIONS SET FORTH HEREIN; AUTHORIZING THE EXECUTION AND DELIVERY OF A PURCHASE AGREEMENT WITH RESPECT TO SUCH CERTIFICATES UPON MEETING CERTAIN CONDITIONS SPECIFIED HEREIN; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, the School Board of St. Lucie County, Florida (the "Board"), as governing body of the School District of St. Lucie County, Florida (the "District"), desires to lease-purchase certain educational facilities comprised of certain additions and renovations to Lincoln Park Academy and/or such other educational facilities as may be leased-purchased under applicable law, including, without limitation, the QSCB Act (defined below) (collectively, the "Series 2010C Project"); and

WHEREAS, the Board has heretofore determined that an appropriate way of financing its educational facilities such as the Series 2010C Project is the lease-purchase of such educational facilities utilizing the Board's master lease-purchase financing program (the "Financing Program") with the St. Lucie School Board Leasing Corporation (the "Corporation") pursuant to that certain Master Lease-Purchase Agreement, dated as of September 1, 1990, between the Board and the Corporation, as amended and supplemented, in particular as amended and supplemented by that certain Lease Schedule No. 2010C (collectively, the "Series 2010C Lease"); and

WHEREAS, as part of the Financing Program it is necessary that the Board lease to the Corporation the sites on which certain components of the Series 2010C Project will be located, which sites (the "Premises") shall be identified in Exhibit A attached to the Ground Lease Agreement, between the Board and the Corporation (the "Ground Lease"), the form of which Ground Lease is being presented to the Board prior to this meeting and is attached hereto as Exhibit A; and

WHEREAS, on February 17, 2009, the American Recovery and Reinvestment Act of 2009 ("ARRA") was enacted to provide a stimulus to the economy including provisions for alternative forms of financing public school facilities; and

WHEREAS, Section 1521 of ARRA (the "QSCB Act," codified in Section 54A and 54F of the Internal Revenue Code of 1986, as amended), subject to the limitations and conditions imposed therein, authorizes the Board to issue or cause to be issued on its behalf "qualified school construction bonds" ("QSCBs") for the construction, rehabilitation or repair of a public school facility, for the acquisition of land on which such a facility is to be constructed and for the cost of acquisition of equipment to be used in such facilities with the proceeds of such QSCBs; and

WHEREAS, pursuant to a letter dated June 28, 2010, as supplemented, the State Department of Education (the "DOE") has allocated the Board the authority to issue up to \$12,913,080 aggregate principal amount of QSCBs, which allocation must be utilized by September 30, 2010 (or such later date as may be authorized by the DOE); and

WHEREAS, on March 18, 2010, the Hiring Incentives to Restore Employment ("HIRE") Act was enacted; and

WHEREAS, pursuant to Section 301 of the HIRE Act (codified in Section 6431(f) of the Code), QSCBs may now be issued as "specified tax credit bonds" and "qualified bonds" under Section 6431 of the Internal Revenue Code of 1986, as amended ("Federal Subsidy Certificates") entitling the issuer thereof to Federal subsidy/credit payments ("Federal Subsidy Payments"), as more particularly set forth in the Code;

WHEREAS, based on the advice of the Financial Advisor, it hereby determined to be in the best interest of the Board to issue Federal Subsidy Certificates entitling the Board to Federal Subsidy Payments, and the Board hereby authorizes the Chairman and the Secretary to take any and all necessary action in order to issue Federal Subsidy Certificates and qualify for such Federal Subsidy Payments.

NOW, THEREFORE, BE IT RESOLVED BY THE SCHOOL BOARD OF ST. LUCIE COUNTY, FLORIDA, ACTING AS THE GOVERNING BODY OF THE SCHOOL DISTRICT OF ST. LUCIE COUNTY, FLORIDA:

SECTION 1. DEFINITIONS. The following capitalized terms shall have the following meanings herein, unless the text otherwise expressly requires. Words importing singular number shall include the plural number in each case and vice versa, and words importing persons shall include firms and corporations.

"Act" means Chapter 1001 et. seq., Florida Statutes, and other applicable provisions of law.

"Assistant Superintendent" means the Assistant Superintendent, Business Services/Chief Financial Officer of the District and, in his or her absence or unavailability, any other Assistant Superintendent of the District or such other person as may be authorized to act on his or her behalf.

"Basic Rent Payments" shall have the meaning ascribed to such term in the Trust Agreement.

"Board" means the School Board of St. Lucie County, Florida, acting as the governing body of the District.

"Chairman" means the Chairman of the Board and, in his or her absence or unavailability, the Vice-Chairman or such other person as may be duly authorized to act on his or her behalf.

"Code" means the Internal Revenue Code of 1986, as amended.

"Corporation" means the St. Lucie School Board Leasing Corporation, a Florida not-for-profit corporation and any successor thereto.

"District" means the School District of St. Lucie County, Florida, a public body corporate and politic, and any successor thereto.

"Financial Advisor" means Ford & Associates, Inc.

"Ground Lease" means the Ground Lease Agreement, between the Board and the Corporation, the form of which is attached hereto as Exhibit A.

"Lease Schedule No. 2010C" means Lease Schedule No. 2010C to the Master Lease between the Corporation and the Board, the form of which is attached hereto as Exhibit B.

"Master Lease" means the Master Lease-Purchase Agreement, dated as of September 1, 1990, between the Corporation and the Board, as heretofore amended and supplemented.

"Master Trust" means the Trust Agreement, dated as of September 1, 1990, by and among the Board, the Corporation and the Trustee, as heretofore amended and supplemented.

"Proposal" means the proposal of the Purchaser to purchase the Series 2010C Certificates, a copy of which is attached hereto as Exhibit E, as may be amended and supplemented.

"Purchaser" means Bank of America, N.A., its successors or assigns.

"Purchase Agreement" means the Purchase Agreement to be dated the date of sale of the Series 2010C Certificates, between the Board, the Corporation and the Purchaser, the form of which is attached hereto as Exhibit D (excluding any terms of the Series 2010C Certificates dependent upon pricing).

"Secretary" or **"Superintendent"** means the Superintendent of Schools of the District, who is the ex-officio Secretary of the Board and, in his absence or unavailability, any other person as may be duly authorized to act on his or her behalf.

"Series 2010C Certificates" means the Certificates of Participation (School Board of St. Lucie County, Florida Master Lease Program, Series 2010C) (Qualified School Construction Bonds - Federally Taxable - Issuer Subsidy) Evidencing an Undivided Proportionate Interest of Owners thereof in Basic Rent Payments to be made under a Master Lease-Purchase Agreement by the School Board of St. Lucie County, Florida, to be dated as of their date of issuance (or such other date as shall be set forth in

the Certificate Purchase Contract or Purchase Agreement, as the case may be, executed and delivered in connection with the issuance of the Series 2010C Certificates) and to be executed, authenticated and delivered by the Trustee under the Trust Agreement in accordance with the provisions of this Resolution and the Series 2010C Supplemental Trust Agreement.

"Series 2010C Lease" means the Master Lease, as amended and supplemented pursuant to Lease Schedule No. 2010C.

"Series 2010C Project" shall have the meaning as ascribed thereto in Lease Schedule No. 2010C, as the same may be amended or modified from time to time in accordance with the Series 2010C Lease.

"Series 2010C Supplemental Trust Agreement" means the Series 2010C Supplemental Trust Agreement relating to the Series 2010C Certificates, by and among the Board, the Corporation and the Trustee, the form of which is attached hereto as Exhibit C.

"Trust Agreement" means the Master Trust, as amended and supplemented pursuant to the Series 2010C Supplemental Trust Agreement.

"Trustee" means U.S. Bank National Association, or any successor thereto.

SECTION 2. AUTHORITY FOR THIS RESOLUTION. This Resolution is adopted pursuant to the provisions of the Act and other applicable provisions of law.

SECTION 3. FINDINGS. It is hereby found and determined that:

(A) The Board has heretofore established a master lease-purchase program for the lease-purchase financing of various educational facilities and sites in accordance with the terms of the Master Lease and the Master Trust.

(B) The Board is authorized and empowered by the Act to enter into transactions such as that contemplated by this Resolution, the Master Lease, Lease Schedule No. 2010C, the Master Trust, the Series 2010C Supplemental Trust Agreement and the Ground Lease and to fully perform its obligations hereunder and thereunder in order to lease-purchase the Series 2010C Project.

(C) The Board is authorized and empowered by the QSCB Act to issue up to \$12,913,080 aggregate principal amount of QSCBs as evidenced by the Series 2010C Certificates for the purpose of financing the costs of acquisition, construction, renovation, reconstruction and equipping of the Series 2010C Project, which allocation must be utilized by September 30, 2010.

(D) Each component of the Series 2010C Project constitutes a public school facility and it is the intent of the District to expend one hundred percent (100%) of the "available project proceeds" (as defined in Section 54A of the Code) of the Series 2010C Certificates for the construction, rehabilitation or repair of the Series 2010C Project within three (3) years of the date of issuance of the Series 2010C Certificates.

(E) The Purchaser has submitted the Proposal to purchase the Series 2010C Certificates.

(F) The Board has been advised by the Financial Advisor as to the market appropriateness of the Purchaser's Proposal in light of current market conditions and the changes enacted by the HIRE Act and as to the acceptance of the Purchase Agreement subject to the conditions provided herein.

(G) Based upon advice of the Financial Advisor, the Board hereby determines it is in the best interest of the Board to issue Federal Subsidy Certificates, and the Board hereby authorizes the Chairman, the Secretary and the Assistant Superintendent to take any and all necessary action in order to issue Federal Subsidy Certificates and qualify for such Federal Subsidy Payments.

(H) Due to the present volatility of the market for obligations such as the QSCBs and the complexity of the transactions relating to such QSCBs, it is in the best interest of the Board that the Series 2010C Certificates be sold to the Purchaser by a delegated, negotiated private placement, in accordance with the terms hereof, thereby allowing the District to obtain the best possible price and lowest possible interest cost for the Series 2010C Certificates.

(I) The Series 2010C Certificates shall be secured solely as provided in the Trust Agreement, the Series 2010C Lease and the Ground Lease, it being understood that neither the Series 2010C Certificates nor the interest represented thereby shall be or constitute a general obligation of the District, the Board, St. Lucie County, Florida or the State of Florida, or any political subdivision or agency thereof, a pledge of the faith and credit of the District, the Board, St. Lucie County, Florida or the State of Florida, or any political subdivision or agency thereof, or a lien upon any property of or located within the boundaries of the District.

SECTION 4. LEASE OF PREMISES. All or a portion of the land relating to the Series 2010C Project constituting the Premises identified (or to be identified) in Exhibit A attached to the Ground Lease and made a part hereof is thereby approved for leasing to the Corporation as part of the Financing Program in accordance with the terms and provisions of the Ground Lease.

SECTION 5. APPROVAL OF GROUND LEASE. Subject to satisfaction of all of the conditions set forth in Section 9 hereof, the Ground Lease, in the form attached hereto as Exhibit A, is hereby approved by the Board with such changes,

insertions, deletions and additions as may be approved by the Chairman and in any event, including those changes necessary or desirable in order to complete the documentation of the lease purchase financing of the Series 2010C Project in accordance with the terms thereof and the Board hereby authorizes and directs the Chairman to execute the Ground Lease, and the Secretary to attest the same under the seal of the Board and to deliver the Ground Lease to the Corporation for its execution, as appropriate, upon delivery of the Series 2010C Certificates. Execution by the Chairman of the Ground Lease shall be deemed to be conclusive evidence of approval of such changes. The School Board Attorney and the School Board's Special Counsel, Nabors, Giblin & Nickerson, P.A. ("Special Counsel"), are hereby authorized and directed to negotiate and complete the Ground Lease to accomplish the goals and intent of the Board expressed herein. At such time, if ever, as the Board acquires any remaining sites for the Series 2010C Project or needs to release any portion of the Premises or permit any new Permitted Encumbrances thereon, the Chairman is hereby authorized to execute and deliver such amendatory or supplemental documents as shall be necessary to subject such property to the terms of the Ground Lease.

SECTION 6. AUTHORIZATION OF LEASE-PURCHASE OF THE SERIES 2010C PROJECT. Subject to satisfaction of all of the conditions set forth in Section 9 hereof, the Board hereby authorizes the lease-purchase of the Series 2010C Project in accordance with the terms of the Series 2010C Lease.

SECTION 7. APPROVAL OF LEASE SCHEDULE NO. 2010C; DESIGNATION OF SERIES 2010C LEASE AS A QSCB; ELECTION TO RECEIVE FEDERAL SUBSIDY PAYMENTS. (A) Subject to satisfaction of all of the conditions set forth in Section 9 hereof, the Board hereby authorizes and directs the Chairman to execute Lease Schedule No. 2010C, and the Secretary to attest the same under the seal of the Board, and to deliver Lease Schedule 2010C to the Corporation for its execution. Lease Schedule No. 2010C shall be in the form attached hereto as Exhibit B, with such changes, amendments, modifications, deletions and additions as may be approved by the Chairman and in any event, including those changes necessary to reflect the terms and details of the Series 2010C Certificates determined in accordance with Section 9 hereof, including, without limitation, the schedule of Basic Rent Payments. Execution by the Chairman of the Lease Schedule No. 2010C shall be deemed to be conclusive evidence of approval of such changes. The School Board Attorney and Special Counsel are hereby authorized and directed to negotiate and complete the Series 2010C Lease to accomplish the goals and intent of the Board expressed herein.

(B) The Board hereby designates the Series 2010C Lease as a QSCB in accordance with the provisions of Section 54F(a)(3) of the Code. The Chairman is authorized to take any action necessary or desirable to evidence such designation.

(C) The Board hereby elects to designate the Series 2010C Lease as a "specified tax credit bond" and a "qualified bond" under Section 6431 of the Code. The

Chairman is authorized to take any action necessary or desirable to evidence such election.

SECTION 8. APPROVAL OF SERIES 2010C SUPPLEMENTAL TRUST AGREEMENT. Subject to satisfaction of all of the conditions set forth in Section 9 hereof, the Board hereby authorizes and directs the Chairman of the Board to execute the Series 2010C Supplemental Trust Agreement, and the Secretary to attest the same under the seal of the Board and to deliver the Series 2010C Supplemental Trust Agreement to the Corporation and the Trustee for their execution. The Series 2010C Supplemental Trust Agreement shall be in the form attached hereto as Exhibit C, with such changes, amendments, modifications, deletions and additions as may be approved by said Chairman including the final terms and provisions of the Series 2010C Certificates. Execution by the Chairman of the Series 2010C Supplemental Trust Agreement shall be deemed to be conclusive evidence of approval of such changes. The School Board Attorney and Special Counsel are hereby authorized and directed to negotiate and complete the Series 2010C Supplemental Trust Agreement to accomplish the goals and intent of the Board expressed herein.

SECTION 9. AUTHORIZATION OF NEGOTIATED PRIVATE PLACEMENT OF SALE OF THE SERIES 2010C CERTIFICATES AND DESCRIPTION OF THE SERIES 2010C CERTIFICATES. (A) Subject to the requirements which must be satisfied in accordance with the provisions of Section 9(B) below, prior to the issuance of the Series 2010C Certificates, the Board hereby authorizes the issuance of a Series of Certificates, to be known as the "Certificates of Participation (School Board of St. Lucie County, Florida Master Lease Program, Series 2010C) (Qualified School Construction Bonds - Federally Taxable - Issuer Subsidy)," as more particularly described in the Series 2010C Supplemental Trust Agreement, for the principal purpose of providing moneys for lease-purchasing the Series 2010C Project. The Series 2010C Certificates shall be issued only in accordance with the provisions of the Trust Agreement and all the provisions hereof and of the Trust Agreement shall be applicable thereto and shall represent undivided proportionate interests of the Owners thereof in Basic Rent Payments under the Series 2010C Lease (which has been designated a QSCB pursuant to Section 7 hereof). The Series 2010C Certificates shall be issued as Federal Subsidy Certificates.

(B) Subject to full satisfaction of the conditions set forth in this Section 9(B), the Board hereby authorizes a delegated negotiated sale of the Series 2010C Certificates to the Purchaser in accordance with the terms of a Purchase Agreement to be dated the date of sale and to be in the form attached hereto as Exhibit D, with such changes, amendments, modifications, deletions and additions thereto as shall be approved by the Chairman and the Superintendent in accordance with the provisions of this Section 9(B), the execution thereof being deemed conclusive evidence of the approval of such changes and the full and complete satisfaction of the conditions set forth in this Section 9. The Purchase Agreement for the Series 2010C Certificates shall not be executed by the

Chairman and Superintendent until such time as all of the following conditions have been satisfied:

(1) Receipt by the Chairman and the Superintendent of a written offer to purchase the Series 2010C Certificates by the Purchaser in the form of the Purchase Agreement, said offer to provide for, among other things, (i) the issuance of not exceeding \$12,913,080 aggregate principal amount of Series 2010C Certificates, (ii) a taxable interest rate of not more than 8.00% per annum (determined without regard to any Federal credit/subsidy payments), and (iii) the maturities of the Series 2010C Certificates with the final maturity no later than permitted by the QSCB Act (determined based on the date of delivery of the Series 2010C Certificates).

(2) Prepayment provisions and Term Certificates may be established with such Amortization Installments (or no Amortization Installments) as the Chairman and Superintendent or their designee(s) deem appropriate upon the advice of the Financial Advisor.

(3) Receipt by the Chairman and Superintendent of a disclosure statement and truth-in-bonding information from the Purchasers complying with Section 218.385, Florida Statutes.

(4) The issuance of the Series 2010C Certificates shall not exceed any debt limitation prescribed by law, and such Series 2010C Certificates, when issued, will be within the limits of all constitutional or statutory debt limitations.

SECTION 10. APPOINTMENT OF TRUSTEE. U.S. Bank National Association, Miami, Florida, is hereby designated as Trustee with respect to the Series 2010C Certificates.

SECTION 11. CONFORMING CHANGES TO CERTAIN DOCUMENTS RELATING TO THE SERIES 2010B CERTIFICATES. The School Board Attorney and Special Counsel to the School Board, Nabors, Giblin & Nickerson, P.A., are hereby authorized to prepare amendments to the legal documents executed in connection with the prior issuance of the Certificates of Participation (School Board of St. Lucie County, Florida Master Lease Program, Series 2010B) (Qualified School Construction Bonds - Federally Taxable - Issuer Subsidy) Evidencing an Undivided Proportionate Interest of Owners thereof in Basic Rent Payments to be made under a Master Lease-Purchase Agreement by the School Board of St. Lucie County, Florida, in order to conform such documents to the legal documents to be executed in connection with the Series 2010C Certificates. The Chairman of the Board is authorized and directed to execute such amendments, and the Secretary is authorized and directed to attest the same under the seal of the Board and to deliver such amendments to the other parties thereto for their execution.

SECTION 12. GENERAL AUTHORITY. Subject to satisfaction of all of the applicable requirements of Section 9 hereof, the members of the Board, the Superintendent, the Assistant Superintendent and the other officers, attorneys and other agents or employees of the District are hereby authorized to do all acts and things required of them by this Resolution, the Purchase Agreement or desirable or consistent with the requirements of this Resolution, the Series 2010C Lease, the Trust Agreement, the Series 2010C Supplemental Trust Agreement, the Ground Lease or the Purchase Agreement, for the full punctual and complete performance of all the terms, covenants and agreements contained herein or therein, and each member, employee, attorney and officer of the District and the Superintendent and his or her designee(s), each are hereby authorized and directed to execute and deliver any and all papers and instruments and to be and cause to be done any and all acts and things necessary or proper for carrying out the transactions contemplated hereunder. The foregoing officers are authorized to enter into any investment agreement, guaranteed investment contract or repurchase agreement in connection with the Series 2010C Certificates upon the advice of the Financial Advisor and Special Counsel. The foregoing officers are authorized to change the dated date of the documents authorized herein or to change the designation of the Series 2010C Certificates, if necessary or desirable, for accomplishing the acts herein authorized. In the event that the Chairman and Vice Chairman are unavailable to perform the actions authorized hereby, any other member of the Board shall be authorized to act on their behalf. In the event that the Superintendent is unavailable to perform the actions authorized hereby, the Assistant Superintendent shall be authorized to act on his behalf.

SECTION 13. SEVERABILITY AND INVALID PROVISIONS. If any one or more of the covenants, agreements or provisions herein contained 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, agreements or provisions shall be null and void and shall be deemed separable from the remaining covenants, agreements or provisions and shall in no way affect the validity of any of the other provisions hereof.

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SECTION 14. EFFECTIVE DATE. This Resolution shall become effective immediately upon its adoption.

ADOPTED at a Regular Meeting this 14th day of September, 2010.

**SCHOOL BOARD OF ST. LUCIE
COUNTY, FLORIDA, ACTING AS THE
GOVERNING BODY OF THE SCHOOL
DISTRICT OF ST. LUCIE COUNTY,
FLORIDA**

(SEAL)

By: _____
Chairman

ATTEST:

Superintendent/Secretary

APPROVED AS TO FORM AND
LEGAL SUFFICIENCY:

School Board Attorney

EXHIBIT A

FORM OF GROUND LEASE

EXHIBIT B

FORM OF LEASE SCHEDULE NO. 2010C

EXHIBIT C

FORM OF SERIES 2010C SUPPLEMENTAL TRUST AGREEMENT

EXHIBIT D

FORM OF PURCHASE AGREEMENT

EXHIBIT E

PROPOSAL OF BANK OF AMERICA, N.A.