

RESOLUTION NO. 122

A RESOLUTION AUTHORIZING THE NEGOTIATED SALE OF \$300,000 CITY OF PARKER, FLORIDA, SALES TAX REVENUE BONDS, SERIES 1990; AWARDING THE SALE THEREOF TO SUN COMMERCIAL BANK, A FLORIDA BANKING CORPORATION, INC. SUBJECT TO THE TERMS AND CONDITIONS OF A LETTER OF COMMITMENT; APPOINTING A REGISTRAR AND PAYING AGENT; DESIGNATING THE BONDS AS BANK QUALIFIED; PROVIDING FOR THE SMALL ISSUER EXCEPTION FROM REBATE; PROVIDING CERTAIN OTHER MATTERS IN CONNECTION THEREWITH; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, the City of Parker, Florida (the "Issuer"), has by resolution adopted on January 16, 1990 (the "Resolution"), authorized the issuance of its \$300,000 Sales Tax Revenue Bonds, Series 1990 (the "Bonds"), to finance a part of the cost of acquisition of land for development as a recreation facility as described in the Resolution; and

WHEREAS, due to the present instability in the market for revenue obligations the interest on which is excluded from federal gross income, the critical importance of the timing of the sale of the Bonds and due to the willingness of Sun Commercial Bank, a Florida banking corporation (the "Bank") purchase \$300,000 in aggregate principal amount of the Bonds, it is hereby determined that it is in the best interest of the public and the Issuer to sell the Bonds at a negotiated sale; and

WHEREAS, the Issuer has received an offer from the Bank to purchase the Bonds, subject to the terms and conditions set forth in the Letter of Commitment (the "Letter of

Commitment"), a copy of which is attached hereto as Exhibit "A"; and

WHEREAS, the Issuer now desires to sell its Bonds pursuant to the Letter of Commitment; and

WHEREAS, the Issuer has been provided all applicable disclosure information required by Section 218.385, Florida Statutes, a copy of which is attached hereto as Exhibit "B";

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF PARKER, FLORIDA, AS FOLLOWS:

SECTION 1. The negotiated sale of \$300,000 City of Parker, Florida, Sales Tax Revenue Bonds, Series 1990, is hereby authorized and approved.

SECTION 2. The Bonds are hereby sold to the Bank upon the terms and conditions set forth in the Letter of Commitment attached hereto as Exhibit "A" and incorporated by reference.

SECTION 3. The Bonds shall be dated as the date of delivery, shall bear interest at the rate, and be subject to certain other terms as set forth in the Letter of Commitment.

SECTION 4. The Bonds shall be issued under and secured by the Resolution and shall be executed and delivered by the Mayor of the Issuer and attested by the City Clerk in substantially the form set forth in the Resolution, with such additional changes and insertions therein as conform to the provisions of the Letter of Commitment, and such execution

and delivery shall be conclusive evidence of the approval thereof by such officers.

SECTION 5. The City Clerk is hereby appointed to serve as Registrar and Paying Agent for the Bonds.

SECTION 6. The Issuer designates the Bonds as "qualified tax-exempt obligations" within the meaning of Section 265(b)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The Issuer and any subordinate entities of the Issuer and any issuer of "tax-exempt" debt that issues "on behalf of" the Issuer do not reasonably expect during calendar year 1990 to issue more than \$10,000,000 of "tax-exempt" obligations, exclusive of any private activity bonds, as defined in Section 141(a) of the Code.

SECTION 7. In accordance with the Code, the Issuer represents and covenants that it is a governmental unit with general taxing powers; that the Bonds are not private activity bonds as defined in Section 141(a) of the Code; that 95% or more of the net proceeds of the Bonds (i.e., the face amount of the Bonds), are to be used for the local governmental activities of the Issuer and that the aggregate face amount of all obligations of the Issuer (including all subordinate entities of the Issuer and entities, if any, which issue bonds on behalf of the Issuer), the interest on which is not includable in federal gross income (other than private activity bonds as defined in Section 141(a) of the Code),

issued during the calendar year 1990 will not exceed \$5,000,000.

SECTION 8. The Mayor of the City Council of the Issuer and the City Clerk or other appropriate officers of the Issuer are hereby authorized and directed to execute any and all certifications or other instruments or documents required by the Resolution, the Letter of Commitment, this resolution or any other document referred to above as a prerequisite or precondition to the issuance of the Bonds and any such representation made therein shall be deemed to be made on behalf of the Issuer. All action taken to date by the officers of the Issuer in furtherance of the issuance of the Bonds is hereby approved, confirmed and ratified.

SECTION 9. All prior resolutions of the Issuer inconsistent with the provisions of this resolution are hereby modified, supplemented and amended to conform with the provisions herein contained and except as otherwise modified, supplemented and amended hereby shall remain in full force and effect.

SECTION 10. This resolution shall take effect immediately upon its adoption.

ADOPTED this 16th day of January, 1990.

CITY OF PARKER, FLORIDA

Carl Gilbert
Mayor

ATTEST:

[Signature]
City Clerk



Sun Commercial Bank
Springfield Office
P.O. Box 3507
Springfield, Florida 32401
904 763-8484

January 8, 1990

Honorable Earl Gilbert
Mayor, City of Parker
1001 West Park Street
Parker, Florida

HAND DELIVERY

RE: Letter of Commitment

Dear Mayor Gilbert:

In response to your request for a loan in the amount of Three Hundred Thousand Dollars (\$300,000), I am pleased to advise that the Bank will commit to such a loan on the following terms and conditions:

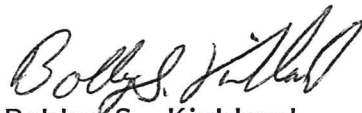
1. Principal Amount: \$300,000
2. Interest Rate: 85% of "Sun Bank, N.A., Prime"
3. Gross-Up Interest Rate (if taxable): 100% of "Sun Bank" N.A., Prime"
4. Principal Payments: Monthly, 1st business day, per schedule of principal payments to be drawn from standard, level 120 month amortization computed at initial interest rate.
5. Interest Payments: Monthly, 1st business day, in arrears; quarterly lock-in 1st day each quarter.
6. Pledge: One-half ($\frac{1}{2}$) cent State Sales Tax Revenue.

Honorable Earl Gilbert
January 8, 1990
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7. Issuance Costs: \$7,500.00
8. Reserve: None
9. Legal Matters: Loan subject to receipt of unqualified tax opinion of Bryant, Miller & Olive, standard approving opinion of city attorney, and all legal documents in a form and substance satisfactory to this bank and its counsel.
10. Closing: Within two weeks of the date of this letter. This Commitment will expire at the end of such two-week period.

We appreciate the opportunity to work with the City.

Yours very truly,



Bobby S. Kirkland
Executive Vice-President

BSK/mb

DISCLOSURE STATEMENT

(1) An itemized list of estimated expenses to be incurred by Sun Commercial Bank in connection with the issuance of the Bonds.

NONE

(2) The names, addresses, and estimated amounts of compensation of any person who enters into an understanding with either the Issuer or Sun Commercial Bank, or both, for any paid or promised compensation or valuable consideration, directly or indirectly, expressly or implied, to act solely as an intermediary between the Issuer and Sun Commercial Bank or who exercises or attempts to exercise any influence to affect any transaction in the purchase of the Bonds.

NONE

(3) The amount of underwriting spread expected to be realized.

NONE

(4) The amount of the management fee to be charged by Sun Commercial Bank.

NONE

(5) Any other fee, bonus, and other compensation estimated to be paid by Sun Commercial Bank in connection with the bond issue to any person not regularly employed or retained by Sun Commercial Bank.

NONE

(6) The name and address of Sun Commercial Bank.

Sun Commercial Bank
Caller Box 2180
Panama City, Florida 32402

Respectfully submitted,

SUN COMMERCIAL BANK

BY:

TITLE: Executive Vice President

