

RESOLUTION No. 21-108

A RESOLUTION OF THE MAYOR AND THE CITY COUNCIL OF THE CITY OF DORAL, FLORIDA, AUTHORIZING THE ISSUANCE OF NOT TO EXCEED \$104,900,000.00 IN AGGREGATE PRINCIPAL AMOUNT OF GENERAL OBLIGATION BONDS, SERIES 2021 (PARKS AND RECREATION PROJECTS), TO PAY FOR THE COST OF DEVELOPMENT, DESIGN, ACQUISITION, CONSTRUCTION, EQUIPPING, INSTALLATION, IMPROVEMENT AND FINANCING OF CERTAIN PARKS AND RECREATION PROJECTS WITHIN THE CITY; PROVIDING THAT SUCH BONDS SHALL CONSTITUTE GENERAL OBLIGATIONS OF THE CITY AND THAT THE FULL FAITH, CREDIT AND TAXING POWER OF THE CITY SHALL BE IRREVOCABLY PLEDGED FOR THE PAYMENT OF THE PRINCIPAL OF AND THE INTEREST ON SUCH BONDS; MAKING CERTAIN COVENANTS AND AGREEMENTS IN CONNECTION THEREWITH; DELEGATING TO THE CITY MANAGER THE DETERMINATION OF CERTAIN MATTERS AND DETAILS CONCERNING SUCH BONDS WITHIN THE PARAMETERS SET FORTH HEREIN; AUTHORIZING THE PUBLIC SALE BY COMPETITIVE BID OF SUCH BONDS AND AUTHORIZING THE CITY MANAGER TO PUBLISH A SUMMARY NOTICE OF BOND SALE; APPROVING THE FORMS OF THE OFFICIAL NOTICE OF BOND SALE AND OFFICIAL BID FORM; AUTHORIZING THE CITY MANAGER TO AWARD SUCH BONDS WITHIN THE PARAMETERS SET FORTH HEREIN; APPOINTING A PAYING AGENT AND A BOND REGISTRAR; PROVIDING FOR THE PRINTING AND USE OF A PRELIMINARY OFFICIAL STATEMENT AND AN OFFICIAL STATEMENT; AUTHORIZING THE EXECUTION AND DELIVERY OF AN OFFICIAL STATEMENT; COVENANTING TO PROVIDE CONTINUING DISCLOSURE IN CONNECTION WITH SUCH BONDS IN ACCORDANCE WITH SECURITIES AND EXCHANGE COMMISSION RULE 15c2-12, AUTHORIZING THE EXECUTION AND DELIVERY OF A DISCLOSURE DISSEMINATION AGENT AGREEMENT WITH RESPECT THERETO AND APPOINTING DIGITAL ASSURANCE CERTIFICATION L.L.C. AS THE INITIAL DISSEMINATION AGENT; AUTHORIZING A BOOK-ENTRY REGISTRATION SYSTEM FOR THE BONDS THROUGH THE DEPOSITORY TRUST COMPANY OF NEW YORK; AUTHORIZING CERTAIN OFFICIALS OF THE CITY TO TAKE ALL ACTIONS REQUIRED IN CONNECTION WITH THE ISSUANCE OF SUCH BONDS; PROVIDING FOR SEVERABILITY; PROVIDING FOR REPEAL OF INCONSISTENT INSTRUMENTS; AND PROVIDING FOR AN EFFECTIVE DATE

WHEREAS, the City of Doral, Florida (the “City”) has previously determined that it is necessary and desirable for the promotion of various municipal purposes and for the health, safety and welfare of the residents of the City and the protection of natural areas that the City undertake one or more parks and recreation facilities with safety features, including, but not limited to, green spaces, community centers, cultural amenities, aquatic facility, playgrounds, sports fields and approximately five miles of walking/cycling trails (collectively, the “Parks and Recreation Projects” and, individually, a “Project”) and finance the cost thereof, in whole or in part, with proceeds of general obligation bonds to be issued by the City;

WHEREAS, pursuant to Resolution No. 18-112, adopted by the City Council of the City (the “City Council”) on June 13, 2018 (the “Referendum Resolution”), the City authorized the holding of a bond referendum election in conjunction with the general election to be held on November 6, 2018, for the purpose of determining whether a majority of the qualified electors of the City voting in the election would approve the issuance of the City’s general obligation bonds to finance the cost of the Parks and Recreation Projects;

WHEREAS, at a municipal election duly held in the City on November 6, 2018, after being properly and duly noticed, a majority of the voters casting ballots in such election approved the issuance by the City of its general obligation bonds in a principal amount not exceeding \$150,000,000, in one or more series (collectively, the “General Obligation Bonds”), maturing not later than thirty (30) years from their issuance dates, bearing interest not exceeding the maximum legal interest rate, payable from ad valorem taxes levied by the City to pay the principal of and interest on such bonds, to finance the building of and/or improvements to the City’s parks and recreation facilities;

WHEREAS, the Miami-Dade County Canvassing Board certified, among other things, the results of such bond referendum approving the issuance of the General Obligation Bonds and, on December 19, 2018, the City Council adopted Resolution No. 18-208 accepting the certification by the Miami-Dade County Canvassing Board of the results of such bond referendum;

WHEREAS, on January 9, 2019, the City Council adopted Resolution No. 19-06 (the “Reimbursement Resolution”), declaring its official intent to reimburse itself from the proceeds of the General Obligation Bonds for expenditures advanced by it from its own internal funds to pay costs of the Parks and Recreation Projects;

WHEREAS, on April 10, 2019, the City Council enacted Ordinance No. 2019-07 (the “Authorizing Ordinance”), pursuant to the provisions of Article VIII, Section 2 of the Florida Constitution, Chapter 166, Parts I and II, Florida Statutes, as amended, Article IV, Section 4.03(6) of the Charter of the City, and other applicable provisions of law, in order to authorize the issuance by the City of its General Obligation Bonds, in an amount not to exceed One Hundred Fifty Million Dollars (\$150,000,000), from time to time, in one or more series, to provide for the financing of the Parks and Recreation Projects;

WHEREAS, the Authorizing Ordinance provides that the terms and conditions of the General Obligation Bonds are to be set forth or provided for in one or more series resolutions to be adopted by the City Council prior to the issuance of a series of the General Obligation Bonds;

WHEREAS, on May 14, 2019, the City issued its \$45,100,000 aggregate principal amount of General Obligation Bonds, Series 2019 (Parks and Recreation Projects) as the first series of the General Obligation Bonds approved and authorized by the Referendum Resolution and the Authorizing Ordinance;

WHEREAS, the City Council now desires to adopt this Resolution in order to set forth the terms and conditions for the issuance of its General Obligation Bonds, Series 2021 (Parks and Recreation Projects), in the aggregate principal amount of not exceeding \$104,900,000, as the second series of General Obligation Bonds approved and authorized by the Referendum Resolution and the Authorizing Ordinance; and

WHEREAS, the General Obligation Bonds shall constitute direct obligations of the City secured by a pledge of the full faith and credit of the City and shall be payable from ad valorem taxes levied by the City within its geographical boundaries without limit as to rate or amount on all taxable property within the City.

NOW, THEREFORE, BE IT RESOLVED BY THE MAYOR AND CITY COUNCIL OF THE CITY OF DORAL, FLORIDA:

Section 1. Authority for this Resolution; Incorporation of Recitals. This Resolution is adopted pursuant to the Act. The City Council hereby finds, determines and does hereby incorporate as part of this Resolution all of the matters set forth in the “Whereas” clauses hereof.

Section 2. Definitions. As used herein, unless the context otherwise requires:

“Act” means the Constitution and other applicable laws of the State of Florida, including, but not limited to, Article VII, Section 12 of the Constitution, Chapter 166, Florida Statutes, the Charter of the City and the Authorizing Ordinance.

“Authorized Depository” means any bank, trust company, national banking association or other banking association selected by the City as a depository, which is authorized under Florida law to be a depository of municipal funds and which has complied with all applicable state and federal requirements concerning the receipt of City funds.

“Authorizing Ordinance” means Ordinance No. 2019-07 duly enacted by the City Council on April 10, 2019, authorizing the City’s issuance from time to time of its general obligations bonds, in one or more series, in the aggregate principal amount not exceeding One Hundred Fifty Million Dollars (\$150,000,000), to finance the costs of the Parks and Recreation Projects and pay the costs of issuance of such general obligation bonds.

“Blanket Issuer Letter of Representations” means the Blanket Issuer Letter of Representations dated April 15, 2019, executed and delivered by the City to DTC, providing for a system of book-entry, uncertificated registration with respect to debt obligations issued by the City.

“Bond” or “Bonds” means any one or more of the Series 2021 Bonds.

“Bond Counsel” means counsel selected by the City Attorney and approved by the City Council, which counsel is nationally recognized on the subject of and qualified to render approving legal opinions on the issuance of municipal bonds. Bond Counsel for the Series 2021 Bonds shall be the law firm of Greenberg Traurig, P.A.

“Bond Registrar” means, The Bank of New York Mellon Trust Company, N.A., and any other agent designated from time to time by the City, by resolution, to maintain the registration books for the Series 2021 Bonds issued hereunder or to perform other duties with respect to registering the transfer of the Series 2021 Bonds.

“Bond Resolution” means, with respect to the Series 2021 Bonds, which are being issued as the second series of General Obligation Bonds authorized pursuant to the Authorizing Ordinance, this Resolution.

“Bondholder” or “registered owner” means the person in whose name any Series 2021 Bond is registered on the registration books maintained by the Bond Registrar.

“City” means the City of Doral, Florida.

“City Attorney” means the City Attorney of the City or any Assistant City Attorney designated by the City Attorney to act on the City Attorney’s behalf or any person succeeding to the principal functions of that office.

“City Clerk” means the City Clerk of the City or any Assistant City Clerk designated by the City Clerk to act on the City Clerk’s behalf, or any person succeeding to the principal functions of that office.

“City Council” means the City Council of the City.

“City Manager” means the City Manager of the City or any Assistant City Manager designated by the City Manager to act on the City Manager’s behalf, or the officer or officers succeeding to the principal functions of that office.

“Code” means the Internal Revenue Code of 1986, as amended from time to time, and all temporary, proposed or permanent implementing regulations promulgated or applicable thereunder.

“Details Certificate of the City Manager” means the certificate to be executed by the City Manager at the time of issuance of the Series 2021 Bonds, which certificate shall specify the details and terms of the Series 2021 Bonds.

“Disclosure Counsel” means counsel selected by the City Attorney and approved by the City Council, which counsel is recognized on the subject of and qualified to render legal opinions on disclosure matters relating to municipal bonds. Disclosure Counsel for the Series 2021 Bonds shall be the law firm of Bryant Miller Olive, P.A.

“Disclosure Dissemination Agent Agreement” means the agreement entered into between the City and the Dissemination Agent, in substantially the form attached to this Resolution as Exhibit “E,” to assist the City in complying with its continuing disclosure obligations under the Rule.

“Dissemination Agent” means Digital Assurance Certification L.L.C., or such other entity, if any, designated by the City to serve as its disclosure dissemination agent under the Disclosure Dissemination Agent Agreement for purpose of SEC Rule 15c2-12.

“DTC” means The Depository Trust Company of New York.

“Finance Director” means the Finance Director of the City or any person designated by the City Manager to act on her/his behalf, or the officer or officers succeeding to her/his principal functions.

“Financial Advisor” means PFM Financial Advisors LLC, in its capacity as financial advisor to the City in connection with the issuance of the Series 2021 Bonds.

“Fiscal Year” means the period commencing on October 1 of each year and ending on the succeeding September 30, or such other consecutive 12-month period as may hereafter be designated as the fiscal year of the City.

“General Obligation Bonds” means the City of Doral, Florida General Obligation Bonds (Parks and Recreation Projects), to be issued from time to time, in one or more series, in a total aggregate principal amount not to exceed One Hundred Fifty Million Dollars (\$150,000,000), authorized by the Authorizing Ordinance to finance the Parks and Recreation Projects and pay costs of issuance of such bonds.

“Government Obligations” means:

(a) Direct obligations of, or obligations guaranteed as to timely payment by, the United States of America;

(b) Any bonds or other obligations of any state of the United States of America or of any agency, instrumentality or local governmental unit of any such state (i) which are not callable prior to maturity or as to which irrevocable instructions have been given to the trustee of such bonds or other obligations by the obligor to give due notice of redemption and to call such bonds for redemption on the date or dates specified in such instructions, (ii) which are secured as to principal and interest and redemption premium, if any, by a fund consisting only of cash or bonds or other obligations of the character described in clause (a) hereof which fund may be applied only to the payment of such principal of and interest and redemption premium, if any, on such bonds or other obligations on the maturity

date or dates thereof or the redemption date or dates specified in the irrevocable instructions referred to in subclause (i) of this clause (b), as appropriate, and (iii) as to which the principal of and interest on the bonds and obligations of the character described in clause (a) hereof which have been deposited in such fund along with any cash on deposit in such fund are sufficient to pay principal of and interest and redemption premium, if any, on the bonds or other obligations described in this clause (b) on the maturity date or dates thereof or on the redemption date or dates specified in the irrevocable instructions referred to in subclause (i) of this clause (b), as appropriate;

(c) Evidences of indebtedness issued by the Federal National Mortgage Association, Federal Home Loan Banks, Federal Home Loan Mortgage Corporation, Federal Farm Credit System or any other agency or instrumentality of the United States of America created by an act of Congress provided that the obligations of such agency or instrumentality are unconditionally guaranteed as to timely payment of principal and interest by the United States of America or any other agency or instrumentality of the United States of America or of any corporation wholly-owned by the United States of America; and

(d) Evidences of ownership of proportionate interests in future interest and principal payments on obligations described in (a) above held by a bank or trust company as custodian.

“Mayor” means the Mayor of the City or in his absence or inability to perform, the Vice Mayor of the City or any person succeeding to the principal functions of the office of Mayor.

“Official Bid Form” means the Official Bid Form to be submitted on the Bid Comp/Parity competitive bidding website or other similar internet bidding site selected by the City for the purchase of the Series 2021 Bonds by bidders. The Official Bid Form is part of the Official Notice of Bond Sale attached to this Resolution as Exhibit “B.”

“Official Notice of Bond Sale” means the Official Notice of Bond Sale to be published by the City in connection with the public sale of the Series 2021 Bonds in substantially the form attached to this Resolution as Exhibit “B.”

“Official Statement” means that certain Official Statement with respect to the issuance of the Series 2021 Bonds as such Official Statement shall be approved by the Mayor and the City Manager in accordance with the provisions of this Resolution.

“Outstanding” or “Bonds Outstanding” means all Series 2021 Bonds which have been issued pursuant to this Resolution except:

(a) Series 2021 Bonds cancelled after purchase in the open market or because of payment at or redemption prior to maturity;

(b) Series 2021 Bonds, the payment or redemption for which cash funds or Government Obligations or any combination thereof shall have been theretofore

irrevocably set aside in a special account with the Paying Agent or another escrow agent, whether upon or prior to the maturity or redemption date of any such Bond, in an amount which, together with earnings on such Government Obligations, will be sufficient to pay the principal of and interest on such Series 2021 Bonds at maturity or upon their earlier redemption; provided that, if such Series 2021 Bonds are to be redeemed before the maturity thereof, notice of such redemption shall have been given according to the requirements of this Resolution or irrevocable instructions directing the timely publication of such notice and directing the payment of the principal of and interest on all Series 2021 Bonds to be redeemed on such redemption dates shall have been given to the Paying Agent;

(c) Series 2021 Bonds which are deemed paid pursuant to Section 6.H. hereof; and

(d) Series 2021 Bonds in exchange for or in lieu of which other Bonds have been authenticated and delivered pursuant to this Resolution.

“Parks and Recreation Projects” means the development, design, acquisition, construction, equipping, installation, improvement and financing of one or more parks and recreational facilities with safety features, including but not limited to, green spaces, community centers, cultural amenities, aquatic facility, playgrounds, sports fields and approximately five miles of walking/cycling trails within the City to be financed, in whole or in part, with the proceeds of the General Obligation Bonds, as more specifically described in the Referendum Resolution, the Authorizing Ordinance and this Resolution, as such projects may be amended and revised from time to time by the City; provided that, any new project added or substituted must be a park or recreation project. The initial list of projects comprising the Parks and Recreation Projects is set forth in the booklet used by the City to inform its residents about the parks and recreation projects to be financed with the General Obligation Bonds, entitled “2018 City of Doral Parks Bond – Doral Parks for Tomorrow,” which information also appears at www.DoralParksBond.org. The City Council may add to or substitute projects on the initial list of Parks and Recreation Projects by adopting one or more resolutions describing such new or substitute Parks and Recreation Project(s). Any such resolution shall not be considered an amendment of this Resolution that must comply with the provisions of Section 15 hereof. The Parks and Recreation Projects expected to be financed, in whole or in part, with proceeds of the Series 2021 Bonds are set forth in Schedule A attached hereto and incorporated herein.

“Paying Agent” means The Bank of New York Mellon Trust Company, N.A., and any other agent which is an Authorized Depository, designated by the City by resolution to serve as a Paying Agent for the Series 2021 Bonds issued hereunder that shall have agreed to arrange for the timely payment of the principal of, interest on and redemption premium, if any, with respect to the Series 2021 Bonds to the registered owners thereof, from funds made available therefor by the City, and any successors designated pursuant to this Resolution.

“Paying Agent and Bond Registrar Agreement” means the agreement by the same name entered into between the City and a financial institution serving in the capacity of Paying Agent and Bond Registrar for the Series 2021 Bonds, in substantially the form attached to this Resolution as Exhibit “C.”

“Preliminary Official Statement” means the Preliminary Official Statement relating to the Series 2021 Bonds, in substantially the form attached to this Resolution as Exhibit “D,” as such Preliminary Official Statement is approved or ratified by the City in accordance with the provisions of Section 12 of this Resolution.

“Referendum Resolution” has the meaning set forth in the Whereas clauses of this Resolution.

“Reimbursement Resolution” means Resolution No. 19-06, adopted by the City Council on January 9, 2019.

“Resolution” means this resolution authorizing the issuance of the Series 2021 Bonds, as amended from time to time to the extent permitted hereby.

“Serial Bonds” means Series 2021 Bonds which shall be stated to mature in annual installments.

“Series 2021 Bonds” means the City of Doral, Florida General Obligation Bonds, Series 2021 (Parks and Recreation Projects), authorized to be issued pursuant to the Authorizing Ordinance and this Resolution in the aggregate principal amount of not exceeding \$104,900,000.

“Term Bonds” means Series 2021 Bonds which are not Serial Bonds and which are designated as such by the winning bidder for the Series 2021 Bonds.

Words in this Resolution importing singular numbers shall include the plural number in each case and vice versa, and words importing persons shall include firms, corporations or other entities including governments or governmental bodies. Words of the masculine gender shall be deemed and construed to include correlative words of the feminine and neuter genders.

Section 3. Findings and Determinations. It is hereby ascertained, determined and declared that:

A. The recitals to this Resolution are hereby incorporated herein as findings and determinations.

B. The Parks and Recreation Projects consist solely of “capital projects” as such term is used in Article VII, Section 12 of the Constitution of the State of Florida.

C. The second series of the General Obligation Bonds, being the Series 2021 Bonds, shall be issued in accordance with this Resolution.

D. The City, having adopted the Reimbursement Resolution, may advance funds for costs incurred with respect to the Parks and Recreation Projects prior to the issuance of the Series 2021 Bonds.

Section 4. Contract. In consideration of the acceptance of the Series 2021 Bonds authorized to be issued hereunder by those who shall hold the same from time to time, this Resolution shall be deemed to be and shall constitute a contract between the City and the Bondholders. The covenants and agreements herein set forth to be performed by the City shall be for the equal benefit, protection and security of the Bondholders, and all Series 2021 Bonds shall be of equal rank and without preference, priority or distinction over any other thereof, except as expressly provided herein.

Section 5. Authorization of the Series 2021 Bonds; Sale and Award of the Series 2021 Bonds.

A. Subject and pursuant to the provisions of the Authorizing Ordinance and this Resolution, bonds of the City be known as “City of Doral, Florida, General Obligation Bonds, Series 2021 (Parks and Recreation Projects)” are hereby authorized to be issued in an aggregate principal amount of not exceeding One Hundred Four Million Nine Hundred Thousand Dollars (\$104,900,000), for the purpose of paying a portion of the costs of the Parks and Recreation Projects and paying the costs of issuance of the Series 2021 Bonds.

The Series 2021 Bonds are hereby authorized to be issued as the second series of the General Obligation Bonds authorized by the Authorizing Ordinance. Upon issuance of the Series 2021 Bonds, the City shall have issued the full principal amount of General Obligation Bonds authorized by the Authorizing Ordinance and no further new money General Obligation Bonds shall be issued by the City pursuant to the Authorizing Ordinance.

B. The City Manager is hereby authorized and directed to provide for the public sale of the Series 2021 Bonds by competitive bid in the manner provided in Section 218.385, Florida Statutes, at an aggregate purchase price as approved by the City Manager of not less than 98.0% of the original principal amount of the Series 2021 Bonds issued (including underwriter’s discount, but not including original issue discount) and at a true interest cost rate (“TIC”), as approved by the City Manager, not to exceed 5.0% (the “Maximum TIC”). Any original issue discount or premium shall be such as may be necessary to sell the Series 2021 Bonds. Without limiting the generality of the foregoing, such public sale shall be conducted by an internet bidding process via Parity/Bid Comp (“PARITY”) or other similar website. The City Manager is hereby authorized to determine the most advantageous date and time of sale and to publish the Official Notice of Bond Sale, or a summary thereof, in one or more newspapers of general circulation or financial journals published within or without the State of Florida, as he shall deem appropriate, such publication to be not less than ten (10) days prior to the date of sale; and if all bids received are rejected, such Series 2021 Bonds may again be offered for sale in the manner provided herein. The Official Notice of Bond Sale shall be in substantially the form thereof attached hereto as Exhibit “B,” and shall include the Official Bid Form, with

such deletions, changes, revisions or modifications as may be approved by the City Manager, including, without limitation, such changes as may be required to provide for public sale by competitive bids through a different internet bidding process. Proposals for purchase of the Series 2021 Bonds will be received electronically via PARITY as provided in the Official Notice of Bond Sale, on such date and time as set forth in the Official Notice of Bond Sale as may be established by the City Manager. The City Manager is further authorized to award the Series 2021 Bonds to the bidder(s) naming the lowest TIC (but not in excess of the Maximum TIC) in the Official Bid Form and who otherwise meets and satisfies the terms and conditions of the Official Notice of Bond Sale.

In making the determinations set forth above and in Section 6 hereof as to the details and other matters relating to the Series 2021 Bonds and the documentation related thereto, the City Manager is entitled to consult with and seek advice from the Financial Advisor, the Finance Director, the City Attorney, Bond Counsel and Disclosure Counsel.

Section 6. Terms; Redemption and Form of Series 2021 Bonds.

A. The Series 2021 Bonds shall be numbered consecutively from 1 upward preceded by the letter "R" prefixed to the number. Interest on the Series 2021 Bonds shall be computed on the basis of a 360-day year consisting of twelve 30-day months. The principal of and redemption premium, if any, on the Series 2021 Bonds shall be payable upon presentation and surrender at the principal office of the Paying Agent. Interest on the Series 2021 Bonds shall be paid by check or draft drawn upon the Paying Agent and mailed to the registered owners of the Series 2021 Bonds at the addresses as they appear on the registration books maintained by the Bond Registrar at the close of business on the 15th day (whether or not a business day) of the month next preceding the interest payment date (the "Record Date"), irrespective of any transfer or exchange of such Series 2021 Bonds subsequent to such Record Date and prior to such interest payment date, unless the City shall be in default in payment of interest due on such interest payment date; provided, however, that (i) if ownership of Series 2021 Bonds is maintained in a book-entry only system by a securities depository, such payment may be made by automatic funds transfer (wire) to such securities depository or its nominee or (ii) if such Series 2021 Bonds are not maintained in a book-entry only system by a securities depository, upon written request of the holder of \$1,000,000 or more in principal amount of Series 2021 Bonds, such payments may be made by wire transfer to the bank and bank account specified in writing by such holder (such bank being a bank within the continental United States), if such holder has advanced to the Paying Agent the amount necessary to pay the cost of such wire transfer or authorized the Paying Agent to deduct the cost of such wire transfer from the payment due such holder. In the event of any default in the payment of interest, such defaulted interest shall be payable to the persons in whose names such Series 2021 Bonds are registered at the close of business on a special record date for the payment of such defaulted interest as established by notice deposited in the U.S. mails, postage prepaid, by the Paying Agent to the registered owners of the Series 2021 Bonds not less than fifteen (15) days preceding such special record date. Such notice shall be mailed to the persons in whose names the Series 2021 Bonds are registered at the close of business on the fifth (5th) day (whether or not a business day) preceding the date of mailing. The registration of any Series 2021 Bond

may be transferred upon the registration books upon delivery thereof to the principal office of the Bond Registrar accompanied by a written instrument or instruments of transfer in form and with guaranty of signature satisfactory to the Bond Registrar, duly executed by the Bondholder or his attorney-in-fact or legal representative containing written instructions as to the details of the transfer of such Bond, along with the social security number or federal employer identification number of such transferee. In all cases of a transfer of a Series 2021 Bond, the Bond Registrar shall at the earliest practical time in accordance with the terms hereof enter the transfer of ownership in the registration books and shall deliver in the name of the new transferee or transferees a new fully registered Series 2021 Bond or Bonds of the same maturity, in authorized denomination or denominations, for the same aggregate principal amount and payable from the same source of funds. The City and the Bond Registrar may charge the Bondholder for the registration of every transfer or exchange of a Series 2021 Bond an amount sufficient to reimburse them for any tax, fee or any other governmental charge required (other than by the City) to be paid with respect to the registration of such transfer, and may require that such amounts be paid before any such new Bond shall be delivered.

The City, the Bond Registrar, and the Paying Agent may treat the registered owner of any Series 2021 Bond as the absolute owner of such Bond for the purpose of receiving payment of the principal thereof and the interest and redemption premium, if any, thereon. Series 2021 Bonds may be exchanged at the office of the Bond Registrar for a like aggregate principal amount of Series 2021 Bonds, or other authorized denominations of the same maturity.

B. The Series 2021 Bonds shall be dated such date, shall be issued in such principal amount, shall bear interest from the date thereof, payable semiannually on the first day of January and the first day of July of each year, commencing on January 1, 2022, at the rates, and shall mature on July 1, in accordance with the maturity schedule, shall consist of Serial Bonds and/or Term Bonds and shall be subject to redemption, all as set forth in the final Official Statement, as such dates, principal amount, rates, maturity schedule and redemption provisions may be approved by the City Manager, provided that the aggregate principal amount shall not exceed \$104,900,000, the TIC shall not exceed the Maximum TIC and the final maturity of the Series 2021 Bonds shall not be later than July 1, 2050. On the date of sale of the Series 2021 Bonds, the City Manager shall execute a certificate (the "Details Certificate of the City Manager") setting forth the successful bidder(s) for the Series 2021 Bonds and the final terms of the Series 2021 Bonds, including, but not limited to: the dated date of the Series 2021 Bonds, the aggregate principal amount thereof, interest payment dates, interest rates, maturities, sinking fund amortization requirements for Term Bonds, if any, and the optional redemption provisions. The execution and delivery of the Details Certificate of the City Manager shall be conclusive evidence of the City Manager's and the City Council's approval of the final details, terms and prices of the Series 2021 Bonds.

The Series 2021 Bonds shall be issued as fully registered, book-entry only bonds in the denomination of \$5,000 each or any integral multiple thereof through the book-entry only system maintained by DTC, which will act as securities depository for the Series 2021 Bonds, as further described in Section 21 hereof.

C. The Series 2021 Bonds shall be executed in the name of the City by the Mayor and the seal of the City shall be imprinted, reproduced or lithographed on the Series 2021 Bonds and attested to and countersigned by the City Clerk. The signatures of the Mayor and the City Clerk on the Series 2021 Bonds may be by facsimile. If any officer whose signature appears on the Series 2021 Bonds ceases to hold office before the delivery of the Series 2021 Bonds, his signature shall nevertheless be valid and sufficient for all purposes. In addition, any Series 2021 Bond may bear the signature of, or may be signed by, such persons as at the actual time of execution of such Bond shall be the proper officers to sign such Bond, although at the date of such Bond or the date of delivery thereof such persons may not have been such officers.

Only such of the Series 2021 Bonds as shall have endorsed thereon a certificate of authentication substantially in the form hereinafter set forth in the form of Series 2021 Bonds contained in Exhibit "A" hereto, duly manually executed by the Bond Registrar, shall be entitled to any right or benefit under this Resolution. No Series 2021 Bond shall be valid or obligatory for any purpose unless and until such certificate of authentication shall have been duly manually executed by the Bond Registrar, and such certificate of the Bond Registrar upon any such Bond shall be conclusive evidence that such Bond has been duly authenticated and delivered under this Resolution. The Bond Registrar's certificate of authentication on any Series 2021 Bond shall be deemed to have been duly executed if signed by an authorized officer of the Bond Registrar, but it shall not be necessary that the same officer sign the certificate of authentication on all of the Series 2021 Bonds that may be issued hereunder at any one time.

D. If any Series 2021 Bond is mutilated, destroyed, stolen or lost, the City or its agent may, in its discretion (i) deliver a duplicate replacement Series 2021 Bond, or (ii) pay a Series 2021 Bond that has matured or is about to mature. A mutilated Series 2021 Bond shall be surrendered to and cancelled by the Bond Registrar. The Bondholder must furnish the City or its agent proof of ownership of any destroyed, stolen or lost Series 2021 Bond; post satisfactory indemnity; comply with any reasonable conditions the City or its agent may prescribe; and pay the City's or its agent's reasonable expenses.

Any such duplicate Series 2021 Bond shall constitute an original contractual obligation on the part of the City whether or not the destroyed, stolen or lost Series 2021 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 on, and source of payment of and security for payment from, the funds pledged to the payment of the Series 2021 Bond so mutilated, destroyed, or stolen or lost.

E. The Series 2021 Bonds shall be subject to redemption prior to maturity at the option of the City, in whole or in part at any time, at such times, and at the redemption prices, as approved and determined by the City Manager, as shall be set forth in the Details Certificate of the City Manager; provided, however, that the redemption price of the Series 2021 Bonds shall not exceed one hundred percent (100%) of the principal amount of the Series 2021 Bonds to be redeemed. Notice of redemption shall be given by deposit in the U.S. mails of a copy of a redemption notice, postage prepaid, at least thirty (30) days before the redemption date to all registered owners of the Series 2021

Bonds or portions of the Series 2021 Bonds to be redeemed at their addresses as they appear on the registration books to be maintained in accordance with the provisions hereof. Failure to mail any such notice to a registered owner of a Series 2021 Bond, or any defect therein, shall not affect the validity of the proceedings for redemption of any Series 2021 Bond or portion thereof with respect to which no failure or defect occurred.

Such notice shall set forth the date fixed for redemption, the rate of interest borne by each Series 2021 Bond being redeemed, the date of publication, if any, of a notice of redemption, the name and address of the Bond Registrar and Paying Agent, the redemption price to be paid and, if less than all of the Series 2021 Bonds then Outstanding shall be called for redemption, the distinctive numbers and letters, including CUSIP numbers, if any, of such Series 2021 Bonds to be redeemed and, in the case of Series 2021 Bonds to be redeemed in part only, the portion of the principal amount thereof to be redeemed. If any Series 2021 Bond is to be redeemed in part only, the notice of redemption which relates to such Series 2021 Bond shall also state that on or after the redemption date, upon surrender of such Series 2021 Bond, a new Series 2021 Bond or Series 2021 Bonds in a principal amount equal to the unredeemed portion of such Series 2021 Bond will be issued. If the optional redemption of any of the Series 2021 Bonds is conditioned upon the occurrence or non-occurrence of an event, including, without limitation, the receipt of sufficient moneys to effectuate the redemption, the notice of redemption which relates to such Series 2021 Bonds or portions thereof shall also state that the redemption is so conditioned and provide a brief description of the condition to such redemption.

Notwithstanding the above, so long as the Series 2021 Bonds are held in a book-entry only system maintained by DTC, such notice of redemption shall only be sent to DTC or its designee.

Any notice mailed as provided in this Section shall be conclusively presumed to have been duly given, whether or not the owner of such Series 2021 Bond receives such notice.

The Bond Registrar shall not be required to transfer or exchange any Series 2021 Bond after the mailing of a notice of redemption nor during the period of fifteen (15) days next preceding mailing of a notice of redemption.

F. Notice having been given in the manner and under the conditions hereinabove provided, the Series 2021 Bonds or portions of Series 2021 Bonds so called for redemption shall, on the redemption date designated in such notice, become and be due and payable at the redemption price provided for redemption of such Series 2021 Bonds or portions of Series 2021 Bonds on such date; provided, however, that the Series 2021 Bonds or portions of Series 2021 Bonds called for optional redemption and which such redemption is conditioned upon the receipt of sufficient moneys, shall not become due and payable on the redemption date if sufficient moneys to pay the redemption price of such Series 2021 Bonds or portions of such Series 2021 Bonds have not been received by the Paying Agent on or prior to the redemption date. On the date so designated for redemption, moneys for payment of the redemption price being held in separate accounts

by the Paying Agent in trust for the registered owners of the Series 2021 Bonds or portions thereof to be redeemed, all as provided in this Resolution, interest on the Series 2021 Bonds or portions of Series 2021 Bonds so called for redemption shall cease to accrue, such Series 2021 Bonds and portions of Series 2021 Bonds shall cease to be entitled to any lien, benefit or security under the Bond Resolution and shall be deemed paid hereunder, and the registered owners of such Series 2021 Bonds or portions of Series 2021 Bonds shall have no right in respect thereof except to receive payment of the redemption price thereof and, to the extent provided in the next subsection, to receive Series 2021 Bonds for any unredeemed portions of the Series 2021 Bonds.

G. In case part, but not all, of an outstanding fully registered Series 2021 Bond shall be selected for redemption, the registered owners thereof shall present and surrender such Series 2021 Bond to the City or its designated Paying Agent for payment of the principal amount thereof so called for redemption, and the City 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 Series 2021 Bonds so surrendered, a new Series 2021 Bond or Series 2021 Bonds fully registered as to principal and interest.

H. Series 2021 Bonds or portions of Series 2021 Bonds that have been duly called for redemption under the provisions hereof, and with respect to which amounts sufficient to pay the principal of, redemption premium, if any, and interest to the date fixed for redemption shall be delivered to and held in separate trust accounts by an escrow agent, any Authorized Depository or any Paying Agent in trust for the registered owners thereof, as provided in this Resolution, shall not be deemed to be Outstanding under the provisions of the Bond Resolution and shall cease to be entitled to any lien, benefit or security under the Bond Resolution, except to receive the payment of the redemption price on or after the designated date of redemption from moneys deposited with or held by the escrow agent, Authorized Depository or Paying Agent as the case may be, for such redemption of the Series 2021 Bonds and, to the extent provided in the preceding subsection, to receive Series 2021 Bonds for any unredeemed portion of the Series 2021 Bonds.

I. If the date for payment of the principal of, redemption premium, if any, or interest on the Series 2021 Bonds or the date for the taking of any action in connection with the Series 2021 Bonds shall be a Saturday, Sunday, legal holiday or a day on which banking institutions in the city where the corporate trust office of the Paying Agent is located are authorized by law or executive order to close, then the date for such payment or for the taking of such action shall be the next succeeding day which is not a Saturday, Sunday, legal holiday or a day on which such banking institutions are authorized to close, and payment or the taking of such action on such day shall have the same force and effect as if made or taken on the nominal date specified for the payment or action.

J. The text of the Series 2021 Bonds, the form of assignment for such Series 2021 Bonds and the authentication certificate to be endorsed thereon shall be substantially in the form set forth in Exhibit "A" attached hereto and by this reference incorporated herein, with such omissions, insertions and variations as may be necessary or desirable and authorized by this Resolution or as may be approved and made by the

officers of the City executing the same, such execution to be conclusive evidence of such approval, including, without limitation, such changes as may be required for the issuance of uncertificated public obligations.

Section 7. Application of Series 2021 Bond Proceeds. The proceeds, including premium, if any, received from the sale of the Series 2021 Bonds shall be applied by the City, simultaneously with delivery of the Series 2021 Bonds, as follows:

A. Accrued interest or capitalized interest, if any, shall be deposited in the account designated “City of Doral, Florida General Obligation Bonds, Series 2021 (Parks and Recreation Projects) Principal and Interest Account” (the “Principal and Interest Account”) which is hereby established with the Paying Agent, who shall apply such moneys to pay interest on the Series 2021 Bonds as the same becomes due on the first interest payment date therefor.

B. An amount set forth in a certificate of the Finance Director delivered concurrently with the delivery of the Series 2021 Bonds (the “Series 2021 Proceeds Certificate”) shall be deposited in a separate account designated “City of Doral, Florida General Obligation Bonds, Series 2021 (Parks and Recreation Projects) Construction Account” (the “Construction Account”) which is hereby established with the City and shall be disbursed to pay the costs of the Parks and Recreation Projects, including, with respect to the Series 2021 Bonds, reimbursement to the City of funds advanced for costs incurred with respect to the Parks and Recreation Projects to be financed, in whole or in part, with proceeds of the Series 2021 Bonds, which may be reimbursed pursuant to the Code under the Reimbursement Resolution. Any balance remaining after payment or provision for payment of all such costs of the Parks and Recreation Projects to be financed with the proceeds of the Series 2021 Bonds shall be transferred to the Paying Agent for deposit in the Principal and Interest Account and used solely to pay principal of and interest on the Series 2021 Bonds.

C. The remainder of the proceeds shall be deposited in a separate account designated “City of Doral, Florida General Obligation Bonds, Series 2021 (Parks and Recreation Projects) Cost of Issuance Account” (the “Costs of Issuance Account”) which is hereby established with the City and shall be disbursed for payment of expenses incurred in issuing the Series 2021 Bonds (including payment of the expenses of the City). Any balance remaining in the Costs of Issuance Account after payment or provision for payment of such costs and expenses has been made shall be transferred to either the Construction Account for the payment of costs of the Parks and Recreation Projects to be financed with the proceeds of the Series 2021 Bonds or to the Paying Agent for deposit in the Principal and Interest Account and used solely to pay principal of and interest on the Series 2021 Bonds.

Section 8. Investment of Proceeds of the Series 2021 Bonds. All proceeds of the Series 2021 Bonds and other moneys held under the provisions of this Resolution may be invested by the City and, with respect to the Principal and Interest Account, shall be invested by the Paying Agent at the direction of the Finance Director, in such investments as are permitted by applicable law.

Section 9. Levy of Ad Valorem Tax; Payment and Pledge. In each Fiscal Year while any of the Series 2021 Bonds are outstanding there shall be assessed, levied and collected a tax, without limitation as to rate or amount, on all taxable property within the corporate limits of the City (excluding exemptions as provided by applicable law), in addition to all other taxes, sufficient in amount to pay the principal of and interest on the Series 2021 Bonds as the same shall become due.

The tax assessed, levied and collected for the security and payment of the Series 2021 Bonds shall be assessed, levied and collected in the same manner and at the same time as other taxes are assessed, levied and collected and the proceeds of said tax shall be applied solely to the payment of the principal of, premium, if any, and interest on the Series 2021 Bonds. On or before each interest or principal payment date for the Series 2021 Bonds, the City shall transfer to the Paying Agent for deposit in the Principal and Interest Account an amount sufficient to pay the principal of, redemption premium, if any, and interest on the Series 2021 Bonds then due and payable (including, without limitation, the amortization requirements in respect of Term Bonds, if any) and the Paying Agent is hereby authorized and directed to apply such funds to said payment.

The City may at any time use the moneys held in the Principal and Interest Account for the payment of amortization requirements to purchase any Series 2021 Bonds that are Term Bonds or portions thereof, whether or not such Term Bonds or portions thereof shall then be subject to redemption, at the most advantageous price obtainable with reasonable diligence, which price shall not exceed the redemption price for such Term Bonds on the next redemption date if such Term Bonds or portions thereof should be called for redemption on such date. The principal amount of any Term Bond so purchased shall be credited toward the next amortization installment. However, if by the application of moneys in the Principal and Interest Account the City shall purchase or call for redemption in any year Term Bonds in excess of the amortization installment due for such year, such excess Term Bond so purchased or redeemed shall be credited in such manner and at such times as the Finance Director shall determine over the remaining payment dates.

The full faith, credit and taxing power of the City are hereby irrevocably pledged to the punctual payment of the principal of, interest on and redemption premium, if any, on the Series 2021 Bonds as the same shall become due and payable.

The City will diligently enforce its right to receive tax revenues and will diligently enforce the collection of such taxes. The City will not take any action that will impair or adversely affect its rights to levy, collect and receive said taxes, or impair or adversely affect in any manner the pledge made herein or the rights of the Bondholders.

Section 10. Compliance With Tax Requirements. The City hereby covenants and agrees, for the benefit of the owners from time to time of the Series 2021 Bonds, to comply with the requirements applicable to it contained in the Code to the extent necessary to preserve the exclusion of interest on the Series 2021 Bonds from gross income for federal income tax purposes, and not to take any actions that would adversely affect that exclusion. In furtherance of the foregoing covenant, the City agrees that it will

comply with the provisions of an arbitrage and tax certificate to be prepared by Bond Counsel to be executed and delivered on the date of the issuance of the Series 2021 Bonds. Specifically, without intending to limit in any way the generality of the foregoing, the City covenants and agrees:

(a) to pay to the United States of America from the funds and sources of revenues pledged to the payment of the Series 2021 Bonds, and from any other legally available funds, at the times required pursuant to Section 148(f) of the Code, 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 Series 2021 Bonds, plus any income attributable to such excess (the "Rebate Amount");

(b) to maintain and retain 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;

(c) to refrain from using proceeds from the Series 2021 Bonds in a manner that would cause the Series 2021 Bonds to be classified as private activity bonds under Section 141(a) of the Code; and

(d) to refrain from taking any action that would cause the Series 2021 Bonds, or any of them, to become arbitrage bonds under Section 148 of the Code.

The City understands that the foregoing covenants impose continuing obligations on the City to comply with the requirements of the Code so long as such requirements are applicable.

Section 11. Approval of Form of Paying Agent and Bond Registrar Agreement; Designation of Paying Agent and Bond Registrar. The execution and delivery of the Paying Agent and Bond Registrar Agreement is hereby authorized and approved. The City Council hereby authorizes and directs the City Manager to determine the final provisions of the Paying Agent and Bond Registrar Agreement. The Mayor or the City Manager is hereby authorized to execute and the City Clerk is hereby authorized to attest to, seal and deliver the Paying Agent and Bond Registrar Agreement in substantially the form approved at this meeting and attached hereto as Exhibit "C," subject to such changes, insertions and omissions and such filling in of blanks therein as hereinafter may be approved and made by the City Manager upon the advice of the City Attorney and Bond Counsel. The execution, attestation and delivery of the Paying Agent and Bond Registrar Agreement, as described herein, shall be conclusive evidence of the City Council's approval of any such determinations, changes, insertions, omissions or filling in of blanks. The Bank of New York Mellon Trust Company, N.A., Dallas, Texas is hereby designated to serve as initial Paying Agent and Bond Registrar for the Series 2021 Bonds under this Resolution.

Section 12. Preliminary Official Statement; Official Statement. The printing and use of a Preliminary Official Statement in connection with the marketing of the Series 2021 Bonds is hereby authorized. The Preliminary Official Statement in substantially the form attached hereto as Exhibit "D" is hereby approved with such changes, insertions and omissions and such filling in of blanks therein as may be approved by the City Manager. The Mayor and the City Manager are hereby authorized to approve and execute, on behalf of the City, an Official Statement relating to the Series 2021 Bonds with such changes from the Preliminary Official Statement, within the authorizations and limitations contained herein, as the Mayor and the City Manager, in their sole discretion, may approve, upon the advice of the City Attorney, Disclosure Counsel and Bond Counsel, such execution to be conclusive evidence of such approval. The City Manager is hereby authorized to deem the Preliminary Official Statement final for the purposes of Rule 15c2-12 of the Securities and Exchange Commission (the "Rule"). The City Manager is hereby authorized to provide for the printing of the Preliminary Official Statement and the Official Statement by the lowest and most responsive bidder therefor.

Section 13. Continuing Disclosure; Disclosure Dissemination Agent Agreement. For the benefit of the holders and beneficial owners from time to time of the Series 2021 Bonds, the City agrees, in accordance with and as the only obligated person with respect to the Series 2021 Bonds under the Rule, to provide or cause to be provided such financial information and operating data, financial statements and notices, in such manner, as may be required for purposes of paragraph (b)(5) of the Rule. In order to describe and specify certain terms of the City's continuing disclosure agreement, including provisions for enforcement, amendment and termination, the City Council hereby authorizes the execution and delivery of a Disclosure Dissemination Agent Agreement as set forth below, and appoints Digital Assurance Certification L.L.C. to serve as the initial Dissemination Agent under the Disclosure Dissemination Agent Agreement. The agreement formed, collectively, by this paragraph and the Disclosure Dissemination Agent Agreement shall be the City's continuing disclosure agreement for purposes of the Rule. Notwithstanding any other provisions of this Resolution, any failure by the City to comply with any provisions of the Disclosure Dissemination Agent Agreement or this Section 13 shall not constitute a default under this Resolution and the remedies therefor shall be solely as provided in the Disclosure Dissemination Agent Agreement.

In order to implement the continuing disclosure covenants contained in this Section 13 with respect to the Series 2021 Bonds, the City Council hereby authorizes and directs the Mayor or the City Manager to execute and the City Clerk to attest to, seal and deliver a Disclosure Dissemination Agent Agreement in substantially the form approved at this meeting and attached hereto as Exhibit "E," subject to such changes, insertions and omissions and such filling in of blanks therein as hereafter may be approved by the City Manager upon the advice of the City Attorney, Disclosure Counsel and Bond Counsel. The execution, attestation and delivery of the Disclosure Dissemination Agent Agreement by the Mayor or the City Manager and the City Clerk shall be conclusive evidence of the City Council's approval of any changes, insertions, omissions or filling in of blanks in the Disclosure Dissemination Agent Agreement.

The Finance Director is further authorized and directed to establish, or cause to be established, procedures in order to ensure compliance by the City with the Disclosure Dissemination Agent Agreement, including the timely provision of information and notices. Prior to making any filing in accordance with such agreement, the Finance Director shall consult with, as appropriate, the City Attorney, Disclosure Counsel or Bond Counsel. The Finance Director, acting in the name and on behalf of the City, shall be entitled to rely upon any legal advice provided by the City Attorney, Disclosure Counsel or Bond Counsel in determining whether any filing should be made.

Section 14. Further Authorizations. The Mayor, the City Manager, the Finance Director, the City Attorney and the City Clerk or any of them and such other officers and employees of the City as may be designated by the Mayor or the City Manager are each designated as agents of the City in connection with the sale, issuance and delivery of the Series 2021 Bonds and are authorized and empowered, collectively or individually, to take all action and steps and to execute all instruments, documents and contracts on behalf of the City, including, but not limited to the execution and delivery of documentation required in connection with the public sale of the Series 2021 Bonds by competitive bids through an internet bidding process, that are necessary or desirable in connection with the sale, execution and delivery of the Series 2021 Bonds, and which are specifically authorized or are not inconsistent with the terms and provisions of this Resolution. Such officers and those so designated are hereby charged with the responsibility for the issuance of the Series 2021 Bonds.

Section 15. Modification or Amendment. This Resolution may be modified and amended and all appropriate blanks appearing herein may be completed by the City from time to time prior to the issuance of the Series 2021 Bonds. Thereafter, no modification or amendment of this Resolution or of any resolution or ordinance amendatory hereof or supplemental hereto materially adverse to the Bondholders may be made without the consent in writing of the owners of not less than a majority in aggregate principal amount of the Outstanding Bonds, but no modification or amendment shall permit a change (a) in the maturity of the Series 2021 Bonds or a reduction in the rate of interest thereon, (b) in the amount of the principal obligation of any Series 2021 Bond, (c) that would affect the unconditional promise of the City to levy and collect taxes as herein provided, or (d) that would reduce such percentage of holders of the Series 2021 Bonds required above for such modifications or amendments, without the consent of all of the Bondholders. For the purpose of Bondholders' voting rights or consents, the Series 2021 Bonds owned by or held for the account of the City, directly or indirectly, shall not be counted.

The foregoing notwithstanding, a resolution adopted by the City Council to add a new Parks and Recreation Project or to substitute for a Parks and Recreation Project on the initial list of Parks and Recreation Projects contained in the booklet entitled "2018 City of Doral Parks Bond – Doral Parks for Tomorrow" or listed in Schedule "A" hereto, shall not be considered an amendment of this Resolution that must comply with the provisions of this Section 15.

Section 16. Defeasance and Release. If, at any time after the date of issuance of the Series 2021 Bonds (a) all Series 2021 Bonds secured hereby or any maturity

thereof shall have become due and payable in accordance with their terms or otherwise as provided in this Resolution, or shall have been duly called for redemption, or the City shall have given irrevocable instructions directing the payment of the principal of, redemption premium, if any, and interest on such Series 2021 Bonds at maturity or at any earlier redemption date scheduled by the City, or any combination thereof, (b) the full amount of the principal, redemption premium, if any, and the interest so due and payable upon all of such Series 2021 Bonds then Outstanding or any portion of such Series 2021 Bonds, at maturity or upon redemption, shall be paid, or sufficient moneys or Government Obligations which are not callable prior to maturity and which mature not later than the maturity or redemption dates of such principal, redemption premium, if any, and interest, which, together with the income realized on such investments, shall be sufficient (which sufficiency shall be verified by a firm with a favorable reputation for the preparation of verification reports selected by the City) to pay all such principal, redemption premium, if any, and interest on said Series 2021 Bonds at the maturity thereof or the date upon which such Series 2021 Bonds are to be called for redemption prior to maturity, shall be held by an Authorized Depository or the Paying Agent in irrevocable trust for the benefit of such Bondholders (whether or not in any accounts created hereby), and (c) provision shall also be made for paying all other sums payable hereunder by the City, including compensation due the Bond Registrar and the Paying Agent, then and in that case such Series 2021 Bonds shall be deemed paid, satisfied and discharged and the right, title and interest of such Bondholders hereunder shall thereupon cease, terminate and become void; otherwise, this Resolution shall be, continue and remain in full force and effect. Notwithstanding anything in this Section 16 to the contrary, however, the obligations of the City under Section 9 hereof shall remain in full force and effect until such time as such obligations are fully satisfied.

Notwithstanding the foregoing, all references to the discharge and satisfaction of Series 2021 Bonds shall include the discharge and satisfaction of any portion of the Series 2021 Bonds, and in such case, this Resolution shall continue and remain in full force and effect with respect to the Series 2021 Bonds which have not be discharged and satisfied.

Section 17. Default and Remedies. The following events shall each constitute an event of default under this Resolution and the Series 2021 Bonds:

(a) failure to pay the principal of or interest or redemption premium, if any, on the Series 2021 Bonds as and when the same shall become due and payable;

(b) the dissolution or liquidation of the City, or the filing by the City of a voluntary petition in bankruptcy, or the commission by the City of any act of bankruptcy, or adjudication of the City as a bankrupt, or assignment by the City for the benefit of its creditors, or appointment of a receiver for the City, or the entry by the City into an agreement of composition with its creditors, or the approval by a court of competent jurisdiction of a petition applicable to the City in any proceeding for its reorganization instituted under the provisions of the federal Bankruptcy Act, as amended, or under any similar act in any jurisdiction which may be in effect or hereafter enacted; or

(c) the City shall default in the due and punctual performance of any other of the covenants, conditions, agreements and provisions contained in the Series 2021 Bonds or in this Resolution on the part of the City to be performed, and such default shall continue for a period of thirty (30) days after written notice of the existence of such default is given to the City by the Bondholders of not less than twenty-five per cent (25%) of the aggregate principal amount of the Series 2021 Bonds then Outstanding.

The Bondholders may, during the continuance of such an event of default, either at law or in equity, by suit, mandamus or other proceedings in any court of competent jurisdiction, protect and enforce any and all rights under the laws of the State of Florida, or granted or contained in the Series 2021 Bonds or this Resolution, and may enforce and compel the performance of all duties required by this Resolution and the Series 2021 Bonds or by any applicable statute to be performed by the City or any officer thereof.

Section 18. Severability. If any one or more of the covenants, agreements or provisions of this Resolution shall be held contrary to any express provisions 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 separate from the remaining covenants, agreements or provisions of this Resolution or of the Series 2021 Bonds issued hereunder.

Section 19. No Third-Party Beneficiaries. Except as herein otherwise expressly provided, nothing in this Resolution expressed or implied is intended or shall be construed to confer upon any person, firm or corporation other than the parties hereto and the owners and holders of the Series 2021 Bonds issued under and secured by this Resolution, any right, remedy or claim, legal or equitable, under or by reason of this Resolution or any provision hereof, this Resolution and all its provisions being intended to be and being for the sole and exclusive benefit of the parties hereto and the owners and holders from time to time of the Series 2021 Bonds issued hereunder.

Section 20. Controlling Law; Members of City Council, Officials, Agents, Employees of the City Not Liable. All covenants, stipulations, obligations and agreements of the City contained in this Resolution shall be deemed to be covenants, stipulations, obligations and agreements of the City to the full extent authorized and provided by the Act. No covenant, stipulation, obligation or agreement contained herein shall be deemed to be a covenant, stipulation, obligation or agreement of any present or future member of the City Council, or official, agent or employee of the City in his or her individual capacity, and neither the members of the City Council nor any official executing the Series 2021 Bonds nor any official, agent or employee of the City shall be liable personally on the Series 2021 Bonds or this Resolution or shall be subject to any personal liability or accountability by reason of the issuance of the Series 2021 Bonds or the execution thereof.

Section 21. Qualification for The Depository Trust Company. There is hereby established a system of book-entry only, uncertificated registration with respect to the Series 2021 Bonds, as permitted by Chapter 279, Florida Statutes. The system shall be

as described in the Official Statement. The City reserves the right to amend, discontinue or reinstitute this system from time to time, subject to the covenants with the beneficial owners of the Series 2021 Bonds. Neither the City nor the Bond Registrar shall be liable for the failure of the depository of the Series 2021 Bonds to perform its obligations as described in the Official Statement, nor for the failure of any participant in the system maintained by the depository to perform any obligation the participant may incur to a beneficial owner of any Series 2021 Bond.

Notwithstanding any other provision hereof, the City, the Bond Registrar and the Paying Agent are hereby authorized to take such actions as may be necessary to qualify the Series 2021 Bonds for deposit with DTC, including but not limited to those actions as may be required under the Blanket Issuer Letter of Representations, wire transfers of interest and principal payments with respect to the Series 2021 Bonds, utilization of electronic book entry data received from DTC in place of actual delivery of Series 2021 Bonds and provisions of notice with respect to Series 2021 Bonds registered by DTC (or any of its designees identified to the City, the Bond Registrar or the Paying Agent) by overnight delivery, courier service, telegram, telecopy or other similar means of communication.

The Blanket Issuer Letter of Representations previously executed and delivered by the City is hereby ratified, confirmed and approved.

Section 22. Repeal of Inconsistent Resolutions. All resolutions or parts of resolutions in conflict herewith are hereby repealed to the extent of such conflict.

Section 23. Effective Date. This Resolution shall take effect upon its adoption.

The foregoing Resolution was offered by Councilmember Cabral who moved its adoption.
The motion was seconded by Councilmember Puig-Corve and upon being put to a vote,
the vote was as follows:

Mayor Juan Carlos Bermudez	Yes
Vice Mayor Pete Cabrera	Yes
Councilwoman Digna Cabral	Yes
Councilwoman Claudia Mariaca	Yes
Councilman Oscar Puig-Corve	Yes

PASSED AND ADOPTED this 14 day of April, 2021.



JUAN CARLOS BERMUDEZ, MAYOR

ATTEST:



CONNIE DIAZ, MMC
CITY CLERK

APPROVED AS TO FORM AND LEGAL SUFFICIENCY
FOR THE USE AND RELIANCE OF THE CITY OF DORAL ONLY:



LUIS FIGUEREDO, ESQ.
CITY ATTORNEY

EXHIBIT A

FORM OF SERIES 2021 BONDS

No. R- _____

\$ _____

UNITED STATES OF AMERICA
STATE OF FLORIDA
CITY OF DORAL
GENERAL OBLIGATION BOND,
SERIES 2021 (PARKS AND RECREATION PROJECTS)

Interest Rate

Maturity Date

Dated Date

CUSIP

_____ %

July 1, ____

May ____, 2021

REGISTERED OWNER:

PRINCIPAL AMOUNT:

DOLLARS

The City of Doral, Florida (hereinafter called the "City"), for value received, hereby promises to pay to the Registered Owner identified above, or to registered assigns or legal representatives, to the extent and from the sources pledged therefor, as described herein, on the Maturity Date identified above (or earlier as hereinafter provided), the Principal Amount identified above, upon presentation and surrender hereof at the designated corporate trust office of The Bank of New York Mellon Trust Company, N.A., in Dallas, Texas, as the Paying Agent for the Bonds, or any successor Paying Agent appointed by the City pursuant to the Bond Resolution hereinafter referred to, and to pay, to the extent and from the sources herein described, interest on the principal sum from the date hereof, or from the most recent interest payment date to which interest has been paid, at the Interest Rate per annum identified above, until payment of the principal sum, or until provision for the payment thereof has been duly provided for, such interest being payable semiannually on the first day of January and the first day of July of each year, commencing on January 1, 2022. Interest will be paid by check or draft mailed to the Registered Owner hereof at his address as it appears on the registration books of the City maintained by the Bond Registrar at the close of business on the fifteenth (15th) day (whether or not a business day) of the month next preceding the interest payment date (the "Record Date"), irrespective of any transfer or exchange of such Bond subsequent to each Record Date and prior to such interest payment date, unless the City shall be in default in payment of interest due on such interest payment date. In the event of any such default, such defaulted interest shall be payable to the person in whose name such Bond is registered at the close of business on a special record date for the payment of such defaulted interest as established by notice by deposit in the U.S. mails, postage prepaid, by the Bond Registrar to the Registered Owners of Bonds not less than fifteen (15) days preceding such special record date. Such notice shall be mailed to the persons

in whose names the Bonds are registered at the close of business on the fifth (5th) day (whether or not a business day) preceding the date of mailing.

This Bond is one of a series of Bonds of an authorized issue of bonds in the aggregate principal amount of \$_____ of like date, tenor and effect, except as to number, maturity, and interest rate, issued to pay the cost of development, design, acquisition, construction, equipping, installation, improvement and financing of certain parks and recreation projects located within the City, pursuant to the authority of and in full compliance with the Constitution and laws of the State of Florida, including particularly Article VII, Section 12 of the Constitution, the Charter of the City, Chapter 166, Florida Statutes, Resolution No. 18-112, adopted by the City Council on June 13, 2018, Ordinance No. 2019-07 enacted by the City Council on April 10, 2019 and Resolution No. 21-__ adopted by the City Council on April 14, 2021 (the "Bond Resolution"), and other applicable provisions of law. This Bond is subject to all the terms and conditions of the Bond Resolution, and capitalized terms not otherwise defined herein shall have the same meanings ascribed to them in the Bond Resolution

The full faith, credit and taxing power of the City are pledged to the punctual payment of the principal of, redemption premium, if any, and interest on the Bonds, as the same shall become due and payable. Reference is made to the Bond Resolution for the provisions, among others, relating to the terms, lien and security for the Bonds, the custody and application of the proceeds of the Bonds, the rights and remedies of the holders of the Bonds, and the extent of and limitations on the City's rights, duties and obligations, to all of which provisions the Registered Owner hereof assents by acceptance hereof.

The Bonds of this series scheduled to mature on or after July 1, 2031, shall be subject to redemption prior to their maturity at the option of the City on or after July 1, 2030 as a whole or in part at any time and if in part as selected by the City among maturities and by lot within a maturity if less than an entire maturity is to be redeemed, at a redemption price equal to 100% of the principal amount of Bonds to be redeemed, plus accrued interest from the most recent interest payment date to the redemption date.

[The Bonds of this series maturing on July 1, ____ are subject to mandatory sinking fund redemption in part prior to maturity by lot through the application of the amortization requirements set forth below, at a redemption price equal to 100% of the principal amount thereof, plus accrued interest to the redemption date, on July 1 of each year in the following amounts and in the years specified:

<u>Due</u>	<u>Amortization Requirement</u>
July 1, ____	\$
July 1, ____	
July 1, ____*	

* Maturity.]

[The Bonds of this series maturing on July 1, ____ are subject to mandatory sinking fund redemption in part prior to maturity by lot through the application of the amortization requirements set forth below, at a redemption price equal to 100% of the principal amount thereof, plus accrued interest to the redemption date, on July 1 of each year in the following amounts and in the years specified:

<u>Due</u>	<u>Amortization Requirement</u>
July 1, ____	\$
July 1, ____	
July 1, ____*	

* Maturity.]

[The Bonds of this series maturing on July 1, ____ are subject to mandatory sinking fund redemption in part prior to maturity by lot through the application of the amortization requirements set forth below, at a redemption price equal to 100% of the principal amount thereof, plus accrued interest to the redemption date, on July 1 of each year in the following amounts and in the years specified:

<u>Due</u>	<u>Amortization Requirement</u>
July 1, ____	\$
July 1, ____	
July 1, ____*	

* Maturity.]

[The Bonds of this series maturing on July 1, ____ are subject to mandatory sinking fund redemption in part prior to maturity by lot through the application of the amortization requirements set forth below, at a redemption price equal to 100% of the principal amount thereof, plus accrued interest to the redemption date, on July 1 of each year in the following amounts and in the years specified:

<u>Due</u>	<u>Amortization Requirement</u>
July 1, ____	\$
July 1, ____	
July 1, ____*	

* Maturity.]

Notice of call for redemption is to be given by mailing a copy of the redemption notice by registered or certified mail at least thirty (30) days prior to the date fixed for redemption to the Registered Owner of each Bond to be redeemed at the address shown on the registration books maintained by The Bank of New York Mellon Trust Company, N.A., Dallas, Texas, as Bond Registrar, or any successor Bond Registrar appointed by the City pursuant to the Bond Resolution. Failure to give such notice by mailing to any bondholder, 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 or defect has occurred. All such Bonds called for redemption and for the retirement of which funds are duly provided will cease to bear interest on such redemption date.

The Bond Resolution authorizes the City to give a conditional notice of optional redemption pursuant to which the City retains the right to rescind such notice on or prior to the scheduled redemption date upon the occurrence or non-occurrence of a particular event as described in such conditional notice of redemption.

So long as this Bond is held by The Depository Trust Company or its designee, all such notices of redemption shall only be sent to The Depository Trust Company or its designee.

This Bond may be transferred upon the registration books of the City upon delivery thereof to the principal office of the Bond Registrar accompanied by a written instrument or instruments of transfer in form and with guaranty of signature satisfactory to the Bond Registrar, duly executed by the Registered Owner of this Bond or by his attorney-in-fact or legal representative, containing written instructions as to the details of transfer of this Bond, along with the social security number or federal employer identification number of such transferee. In all cases of a transfer of a Bond, the Bond Registrar shall at the earliest practical time in accordance with the provisions of the Bond Resolution enter the transfer of ownership in the registration books and shall deliver in the name of the new transferee or transferees a new fully registered Bond or Bonds of the same maturity and of authorized denomination or denominations, for the same aggregate principal amount and payable from the same source of funds. The City and the Bond Registrar may charge

the owner of such Bond for the registration of every transfer or exchange of a Bond an amount sufficient to reimburse them for any tax, fee or any other governmental charge required (other than by the City) to be paid with respect to the registration of such transfer, and may require that such amounts be paid before any such new Bond shall be delivered.

If the date for payment of the principal of, redemption premium, if any, or interest on this Bond or the date for the taking of any action in connection with this Bond shall be a Saturday, Sunday, legal holiday or, a day on which banking institutions in the city where the corporate trust office of the Paying Agent is located are authorized by law or executive order to close, then the date for such payment or the taking of such action shall be the next succeeding day which is not a Saturday, Sunday, legal holiday or a day on which such banking institutions are authorized to close, and payment or the taking of such action on such day shall have the same force and effect as if made or taken on the nominal date specified for the payment or action.

The City has established a book-entry system of registration for the series of Bonds of which this is one. Except as specifically provided otherwise in the Bond Resolution, an agent will hold this Bond on behalf of the beneficial owner hereof. By acceptance of a confirmation of purchase, delivery or transfer, the beneficial owner of this Bond shall be deemed to have agreed to such arrangement.

It is hereby certified and recited that this Bond is authorized by and is issued in conformity with the requirements of the Constitution and statutes of the State of Florida; that all acts, conditions and things required to exist, to happen, and to be performed precedent to the issuance of this Bond exist, have happened and have been performed in regular and due form and time as required by the laws and Constitution of the State of Florida applicable hereto; that the issuance of the Bonds of this issue does not violate any constitutional or statutory limitation or provision; that due provision has been made for the levy and collection of an annual tax, without limitation as to rate or amount, upon all taxable property within the corporate limits of the City (excluding exemptions as provided by applicable law), in addition to all other taxes sufficient to pay the principal of and interest on the Bonds as the same shall become due and payable, which tax shall be assessed, levied and collected at the same time and in the same manner as other taxes are assessed, levied and collected within the corporate limits of the City; and that the full faith, credit and taxing power of the City are pledged to the punctual payment of the principal of, redemption premium, if any, and interest on the Bonds, as the same shall become due and payable.

This Bond shall not be valid or become obligatory for any purpose or be entitled to any security or benefit under the Bond Resolution until the Certificate of Authentication endorsed hereon shall have been manually signed by the Bond Registrar.

This Bond is and has all the qualities and incidents of an investment security under the Uniform Commercial Code-Investment Securities Law of the State of Florida.

IN WITNESS WHEREOF, the City of Doral, Florida, has issued this Bond and has caused the same to be signed by its Mayor and attested and countersigned by its City Clerk, either manually or with their facsimile signatures, and its seal to be affixed hereto or a facsimile of its seal to be reproduced hereon, all as of the ____ day of May, 2021.

CITY OF DORAL, FLORIDA

(SEAL)

By: _____
Mayor

ATTESTED:

By: _____
City Clerk

[CERTIFICATE OF AUTHENTICATION]

This Bond is one of the Series of Bonds designated in and executed under the provisions of the within mentioned Resolution.

_____,
as Bond Registrar

By: _____
Authorized Officer

Date of Authentication: May __, 2021

[FORM OF ABBREVIATIONS FOR BONDS]

The following abbreviations, when used in inscription on the face of the within Bond, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM - as tenants in common	UNIF GIFT MIN ACT - _____ Custodian for _____ (Cust) (Minor)
TEN ENT - as tenants by the entireties	under Uniform Gifts to Minors
JT TEN - as joint tenants with right of survivorship and not as tenants in common	Act of _____ (State)

Additional abbreviations may also be used though not in the above list.

**[FORM OF ASSIGNMENT FOR BONDS]
ASSIGNMENT**

FOR VALUE RECEIVED, the undersigned (the "Transferor") hereby sells, assigns
and _____ transfers _____ unto
"Transferee") _____ (the

PLEASE INSERT SOCIAL SECURITY OR
OTHER IDENTIFYING NUMBER OF TRANSFEREE

the within Bond and all rights thereunder, and hereby irrevocably constitutes and appoints

, attorney to registrar the transfer of the within Bond on the books kept for registration and
registration of the transfer thereof, with full power of substitution in the premises.

Dated: _____

Signature Guaranteed:

NOTICE: Signature(s) must be
guaranteed by a member firm of the New
York Stock Exchange or a member firm of
any other recognized national securities
exchange or a commercial bank or a trust
company.

NOTICE: No transfer will be registered and
no new Bond will be issued in the name of
the Transferee, unless the signature(s) to
this assignment correspond(s) with the
name as it appears upon the face of the
within Bond in every particular, without
alteration or enlargement or any change
whatever and the Social Security or

Federal Employer Identification Number of
the Transferee is supplied.

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

EXHIBIT B

OFFICIAL NOTICE OF BOND SALE

EXHIBIT C

PAYING AGENT AND BOND REGISTRAR AGREEMENT

EXHIBIT D

PRELIMINARY OFFICIAL STATEMENT

EXHIBIT E

DISCLOSURE DISSEMINATION AGENT AGREEMENT

SCHEDULE A

**PARKS AND RECREATION PROJECTS
EXPECTED TO BE FINANCED WITH SERIES 2021 BONDS**

The Parks and Recreation Projects expected to be financed, in whole or in part, with proceeds of the Series 2021 Bonds are set forth below. In addition to the Parks and Recreation Projects set forth below, any other park and/or recreation facility within the City may be financed with the Series 2021 Bonds, provided that such park and/or recreation facility is eligible to be financed with the proceeds of tax-exempt bonds.

	Project	Cost
Administrative Cost	Disclosure Counsel	\$ 62,107
	Bond Counsel	\$ 88,725
	Financial Consultants	\$ 75,940
	Administrative Cost	\$3,373,228
	Admin Cost Total	\$3,600,000
Design and Permitting	Pedestrian Bridge Design	\$ 300,000
	Pedestrian Bridge Permitting	\$ 100,000
		\$
		\$
		\$
		\$
		\$
		\$
		\$
		\$
		\$
		\$
Construction	Pedestrian Bridge Construction	\$ 4,200,000
	Trails Network	\$ 700,000
	Central Park Phase 2/3	\$28,000,000
	Central Park Phase 4	\$68,000,000
		\$
		\$
		\$
		\$
		\$
	\$	
	Project Total without Admin Cost	\$101,300,000
	Grand Total	\$104,900,000

