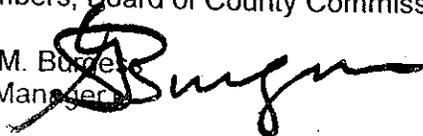


Date: July 8, 2010

To: Honorable Chairman Dennis C. Moss
and Members, Board of County Commissioners

From: George M. Burge, Jr.
County Manager 

Subject: Resolution Authorizing Issuance of \$107 Million in Miami-Dade County Capital Asset Acquisition Special Obligation Bonds

Amended
Agenda Item No. 8(E)(1)(B)

Resolution No. R-698-10

This substitute item differs from the original item in the following manner:

1. **The Resolution has been marked to show additions and deletions that (i) incorporate the flexibility to issue Recovery Zone Economic Development Bonds (RZEDs) which are a form of Build America Bonds (BABs); (ii) add a make whole redemption provision for the RZED's and BAB's Recovery; (iii) renumber sections; and (iv) correct scrivener errors;**
2. **The County Manager's Memorandum was revised as follows:**
 - **The Fiscal Impact section was amended to update the financial information such as the maximum true interest rate to reflect the current market conditions and to describe in more detail how the bond proceeds will be spent;**
 - **A new Track Record/Monitor section was added;**
 - **The Background section was amended to present a history of the capital projects to be financed, the justification for the need to complete the capital projects and a more detailed description of the capital projects;**
3. **The Supplemental Report that accompanied Exhibit "A" to the Resolution was deleted because the information was incorporated into the Manager's Memorandum when the Fiscal Impact and Background sections were revised.**

RECOMMENDATION

It is recommended that the Board of County Commissioners (Board) adopt the attached Resolution (2010 Resolution) authorizing issuance and negotiated sale of up to \$107 million in Miami-Dade County Capital Asset Acquisition Special Obligation Bonds (Series 2010 Bonds) to (i) fund specific capital projects (Series 2010 Projects) described below; (ii) fund a deposit to a Reserve Account; and (iii) to pay costs associated with issuing the Bonds. The 2010 Resolution also provides for other related authorizations and approvals, including matters associated with the issuance of the bonds to the County Mayor or the County Mayor's designee. It further authorizes the County to issue Build America Bonds (BABs), including Recovery Zone Economic Development Bonds, as part the Series 2010 Bond sale, provided there is an economic benefit to the County.

SCOPE

The proposed Series 2010 Bonds will finance capital projects that will have countywide impact.

FISCAL IMPACT/FUNDING SOURCE

The bonds will be issued to fund the purchase and to complete the "fit up" of the Overtown Station II office facilities (Overtown II), to fund certain Public Works Department Causeway projects and to fund the Scott Carver Hope VI Housing Project. Financing the capital projects with bonds is necessary because pay-as-you-go (cash funded) financing is not feasible to close out capital

projects, meet legal obligations or fund programmed capital infrastructure needs. Additionally, other financing alternatives are not available, or if available, are less cost-efficient than public purpose bond financing. The fiscal impacts of issuing the Series 2010 Bonds are as follows:

A maximum of \$107 million in Series 2010 Bonds will be issued to fund the projects. The projected debt service on the bonds is based on a true interest cost (TIC) of 6.996% (adjusted to 4.21% after federal interest subsidy) as of May 18, 2010, a 30-year amortization, and level debt service through maturity in 2040. Using these parameters, projected debt service (see in Schedule A attached) will be \$6.2 million annually starting FY 2011.

In order to have maximum flexibility in the capital markets when the bonds are actually priced, the 2010 Resolution seeks authorization for a maximum TIC of 6.30%. This is necessary to provide the financing team flexibility during pricing should unexpected market volatility occur. For comparison purposes, in addition to the projected debt service schedule provided in Schedule A, Schedule B provides the debt service schedule at the maximum TIC of 6.30% authorized in the 2010 Resolution. The Board should be aware that these values are preliminary and are subject to change with the market conditions. As required by Resolution R-1373-08, a final pricing report will be provided to the Board after the bond sale is completed.

The proceeds from the Series 2010 Bonds (assuming a TIC of 6.30%) are anticipated to be used as follows:

• Deposits to the Acquisition Fund	
o Acquisition Account	\$ 93,917,000
o Cost of Issuance Account	1,116,023
• Deposit to the Reserve Account	7,691,417
• Net Original Issue Discount	3,615,560
	<u> </u>
Total	<u>\$106,340,000</u>

Cost of Issuance includes \$638,040 for Underwriters' Discount and \$477,983 to pay expenses such as professional fees for bond counsel, disclosure counsel and rating agencies. Any funds remaining will be transferred to the Acquisition Fund.

Principal and interest payable on the proposed Series 2010 Bonds are special and limited obligations of the County. Payments will be made solely from legally available non-Ad Valorem revenues as appropriated annually in the County's budget and from revenues otherwise available from authorized funds and debt service reserves. Revenues include receipts from the Rickenbacker and Venetian Causeway toll plaza operations. Principal and interest payments funded with Causeway revenues are projected to be paid under the existing toll structure for at least five fiscal years (FY 2011 through FY 2015) based on the most recent Causeways pro forma financial statements. Additionally, revenues will be received by annually appropriating payments from County departments occupying the Overtown II facilities and rental payments from other governmental agencies occupying the building, including the State Attorney's Office.

TRACK RECORD/MONITOR

Issuance and the negotiated sale of the bonds will be monitored by Carter Hammer, Finance Director. The Overtown II project will be monitored by Wendi Norris, Director, General Services Administration Department (GSA) and Public Works Department (PWD) projects will be monitored by Esther Calas P.E., PWD Director.

BACKGROUND

On March 18, 2007, the Board enacted Ordinance No. 07-51 (2007 Ordinance) authorizing issuance of up to \$425,000,000 in Special Obligation Bonds to provide a mechanism to finance acquisition, construction and or renovation of priority capital assets through bond issues. The projects to be financed included purchasing the Overtown II building for an estimated \$84,550,000. The County issued bonds totaling \$265,520,000 against this authorization (Resolutions R-342-07 and R-907-09) leaving a balance of \$159,480,000.

On June 30, 2009, the Board enacted Ordinance No. 09-48 (2009 Ordinance) authorizing an additional \$165,000,000 in Special Obligation Bonds of which a total of \$143,680,000 was issued (Resolution R-907-09) leaving a balance of \$21,320,000.

The proposed Series 2010 Bonds will be issued under the authority of both the 2007 and the 2009 Ordinances. The County intends to purchase and fit-up the Overtown II facility this fiscal year for approximately \$83,517,000 (purchase price plus fit-up costs) and to be reimbursed from the bond proceeds. Additionally, a portion of the bond proceeds will be used to fund all the remaining causeway projects (\$10,400,000) authorized under the 2009 Ordinance, pay issuing costs and fund the Reserve Account. Below is a summary of the projects to be funded from the Series 2010 Bond issue.

Pursuant to Resolution No. R-342-07 adopted on March 20, 2007 (the "2007 Resolution"), the County issued its \$210,270,000 Capital Asset Acquisition Fixed Rate Special Obligation Bonds, Series 2007A (the "2007 Bonds") which included the Scott Carver Hope VI Housing Project (the "Scott Carver Project") as a capital project eligible to be financed from the 2007 Bonds in the amount of \$16,341,000. For the reasons set forth in the Supplement to this item, the Scott Carver Project has been added as a capital project eligible for financing from the Series 2010 Bonds. In addition, the approximately \$13,700,000 of 2007 Bond proceeds set aside for the Scott Carver Project that remain unspent needs to be re-allocated to another eligible capital project. For that reason, the 2010 Resolution amends the 2007 Resolution to add the acquisition of the Overtown II building to the capital project list so the County could allocate the amount of 2007 Bond proceeds that are not necessary for the Scott Carver Project to the purchase of the Overtown II building.

Series 2010 Projects

The Series 2010 Projects (i) fall into two broad categories: Public Works Department's Causeways Division projects for which debt service payments will be funded from toll revenues; and the GSA Overtown II Facility for which debt service payments will be from occupancy or rent payments made by both County and non-County governmental agencies occupying the facilities; and (ii) include a specific capital project, the Scott Carver Hope VI Housing Development.

Public Works Causeway Division Projects (\$10.4 million)

The projects include ongoing and new capital infrastructure projects along the Rickenbacker and Venetian Causeways operated by the Public Works Department. These projects are incorporated in the current FY 2010 Adopted Resource Allocation and Multi-Year Capital Plan. The projects and the funding amounts to be funded from the Series 2010 bond proceeds are as follows:

- Causeway Toll System Upgrade (\$946,400)

This project will provide more efficient toll collection capabilities and improved vehicular movement through the lanes. The project costs a total of \$4.5 million, of which \$946,400 will

be funded with Series 2010 bond proceeds and \$3,553,600 will be funded with pay-as-you-go toll funding;

- Rickenbacker Causeway Barrier Islands Shoreline and Roadway Protection (\$4.23 million)

This is an ongoing project providing for shoreline stabilization, beach re-nourishment, storm water management, parking improvements, and landscape installation to protect against future erosion. The projected total cost is \$7.5 million of which \$3.247 million is funded with 2008 Sunshine State financing and \$4.23 million will be funded from the Series 2010 bond proceeds;

- Rickenbacker Causeway William Powell Bridge Structural Repairs (\$700,000)

This is a new project to repair structural cracks in the bridge structure and to return the bridge to its original design standards. The projected total cost is \$750,000 of which \$700,000 will be funded with bond proceeds and \$50,000 will be funded with pay-as-you-go toll funding;

- Venetian Bridge Design (\$1.65 million)

This is a new project to develop design and construction plans to replace 12 bridges on the Venetian Causeway that connects the Miami-Dade County mainland to Miami Beach. While these bridges are rehabilitated on ten-year cycles, they will ultimately have to be replaced for safety reasons. Designs must be completed in order to seek construction funding from the state or federal government. The project is estimated to cost \$5.6 million of which \$2.4 million is funded with a Florida Department of Transportation County Incentive Grant Program (CIGP) allocation. The remaining \$3.2 million is to be funded with \$1.65 million of the Series 2010 bond proceeds, \$750,000 in Sunshine State 2008 financing, and \$800,000 from pay-as-you-go toll funding; and

- Venetian Bridge Rehabilitation (\$2.851 million)

This project is ongoing and includes ten-year structural rehabilitation of the 12 Venetian Causeway bridges. The rehabilitation effort will reinforce over 400 support beams, repair decks, arch beams, piers, and clean and paint the structures. The program will cost \$7.249 million of which \$3.024 million is funded with a CIGP allocation. The remaining \$4.225 million is to be funded with \$2.851 million of the Series 2010 bond proceeds and \$1.374 million in pay-as-you-go toll funding.

General Services Administration - Overtown II Acquisition and Completion of Fit-Up (\$69.877 million)

The County intends to purchase the Overtown II building from Rubicon Overtown II LLC, legal owner, and to be reimbursed from the proceeds of the Series 2010 Bonds. The following is a brief summary of the Overtown Station development program, which consists of two County office towers including parking and the recommendation to purchase the second of the two buildings.

On December 7, 2000, the Board approved an Overtown Metrorail Station Lease agreement between Miami-Dade County and St. Agnes Rainbow Village Development Corporation as part of an effort to encourage commercial development at Overtown Metrorail Station. The lease was for an initial term of 30 years with two additional renewal terms of 30 years each.

In December 2002, the Board authorized the County Manager to execute a space lease agreement and option to purchase the Overtown I building. On July 7, 2005, the Board adopted Resolution R-831-05 approving a space lease agreement with an option to purchase the Overtown II Building. The Board also approved Resolution R-836-05 specifically authorizing the purchase of

the Overtown I and II buildings, including a 360 space parking garage. Since then, the Board has approved several changes to the project budgets and the amounts approved to purchase and fit-up the buildings. A summary of these approvals is included in Attachment 1. At the same time, the County planned to renovate the 140 West Flagler Building once the existing tenant departments were relocated to Overtown II to accommodate the State Attorney's Child Support Enforcement Unit and related agencies. The estimated cost of the renovation was \$9.423 million.

The County purchased Overtown I on November 1, 2006, which initially housed Miami-Dade Transit and the Department of Environmental Resources Management. In addition to these agencies, the Public Housing Agency, Community Action Agency, and the Housing and Community Development Department have since moved into the building. GSA subsequently conducted an engineering/design study of the requirements to bring the 140 West Flagler Building up to the required building Codes and determined that the cost (including the interior modifications required by the State Attorney) would exceed the authorized expenditure by approximately \$17 million. Consequently, it was determined that with some adjustments in occupancy levels in both Overtown I and II, the State Attorney's Child Support Enforcement Unit and related agencies could instead be relocated to Overtown II.

Construction of the Overtown II facility is almost complete and the County has a legal obligation to either lease the building or to exercise its option to purchase the facility. The rental rate previously approved by the Board is \$27.50 per square foot for the first year including a base rent of \$16.37 per square foot. Base rental rates will increase by two percent per year for years 2 through 10 and then one percent per year for years 11 through 25. The remaining \$11.13 per square foot is to fund operating expenses and is fixed for the first year. However, after the first year of the lease, this rate may increase by a maximum pass through amount equal to 5% in any single year and 10% in any two consecutive years. The County has the option to renew the lease for two five-year option periods.

It is in the County's best interest to buy rather than lease the building. Purchasing the building and making the scheduled debt service payments on the Series 2010 Bonds will result in a net present value savings in excess of \$61.6 million over 30 years compared to leasing the facility over the same period. The County will utilize pooled cash to complete the purchase which will be reimbursed with Series 2010 bond proceeds.

Scott Carver Hope VI Housing Development (\$13,640,000)

Bond proceeds of the Series 2010 Bonds, in an amount of \$13,640,000, shall be loaned to a private developer for the development of 177 public housing rental units and certain other mixed use rental housing units as part of the rebuilding of the Scott Carver public housing project that was previously demolished by the County.

Bond Authorization

The 2010 Resolution seeks authorization to issue the Series 2010 Bonds in an amount not to exceed \$107,000,000 in order to generate sufficient bond proceeds to fund the Series 2010 Projects described above, fund a deposit to a Reserve Account and pay costs of issuance.

Included in the 2010 Resolution is the authorization to issue Build America Bonds (BABs), including Recovery Zone Economic Development Bonds. Build America Bonds enable state and local governments to issue taxable bonds and receive a subsidy from the U.S. Treasury to offset the interest payments. Under existing federal legislation, the issuer receives a 35% subsidy for

direct-pay BABs and a 45% subsidy for direct-pay Recovery Zone Economic Development BABs. The issuer may elect to receive a federal subsidy in the form of tax credits to bondholders or as direct payments to the issuer. The most prevalent form of BABs issuance to date has been direct subsidy to the issuer, which is the payment option that the County would select.

To date, the County has issued \$297.135 million in BABs. It is important to note that while there is no finite allocation, or limit, on the amount of BABs that a local government can issue, the amount of Recovery Zone Economic Development BABs are limited to the pre-determined allocation set by the U.S. Treasury. Miami-Dade County's allocation is \$40.281 million which must be issued by December 31, 2010. Additionally, while BABs can be issued to fund any eligible project, Recovery Zone BABs can only be issued to fund projects within a designated Recovery Zone. On December 1, 2009, the Board adopted Resolution R-1416-09 establishing the County's Recovery Zone which includes the area in which Overtown II is located. It is therefore recommended that the Board authorizes the use of the County's allocation of Recovery Zone Economic Development Bonds for purchasing Overtown II, if it is feasible and an appropriate use of these funds.

The Board should be aware that direct-pay BABs carry certain risks to the issuer, specifically the risk that at some point in the future, the Treasury Department may not remit the interest subsidy to the issuer. While the Treasury Department and IRS have released guidance on the subject, additional reports offering guidance continue to be released. Current IRS guidelines require that a bond issue must qualify as tax-exempt bonds in order to use BABs, and that the issuer must make an irrevocable election to issue the bonds as BABs. In addition, the County must comply with certain IRS Code requirements in order to continue to receive the direct payments from the federal government. Additionally, for any jurisdiction that issues BABs that also owes the federal government funds for any reason, the federal government reserves the right to deduct such payments from the BABs subsidy.

The County will determine whether to issue BABs when the Series 2010 Bonds are being priced in August 2010. If the net amount the County would pay on the BABs is more favorable (lower interest rates) than the interest due on tax exempt bonds, all or some of the Series 2010 Bonds may be issued as BABs. The Finance Director, upon receipt of the confirmation of economic benefit, shall make the decision to issue BABs in one or more separate series of bonds on or prior to the pricing of the Series 2010 Bonds.

The 2010 Resolution authorizes the County Mayor or the County Mayor's designee to:

- Issue the Series 2010 Bonds, as tax exempt and/or taxable (BABs) bonds serial or term bonds or a combination of each, with maturity dates not to exceed 40 years in one or more series;
- Determine amounts, dates, maturities, sinking fund installments, redemption provisions, series amounts and certain other details relating to such Series 2010 Bonds after consultation with the County's Financial Advisors (Financial Advisors);
- Negotiate and obtain bond insurance and a reserve account credit facility, if the Finance Director can demonstrate that there is an economic benefit, after consultation with the Financial Advisors;
- Execute and deliver any agreements that may be required by the bond insurer providing such bond insurance;
- Award the Series 2010 Bonds to Siebert Brandford Shank & Co. as senior manager on behalf of the Underwriters named in the Bond Purchase Agreement, provided that the true

interest cost of the Tax-Exempt Series 2010 Bonds does not exceed 6.30% and Taxable Series 2010 Bonds (BABs) does not exceed 8.80%;

- Select and appoint a Registrar and Paying Agent for the Series 2010 Bonds, after a competitive process;
- Execute and deliver the Series 2010 Bonds, in substantially the form attached as Exhibit B;
- Execute and deliver to the Underwriters the Bond Purchase Agreement, substantially in the form on file with the Clerk's as Exhibit C; and

The 2010 Resolution further provides for and authorizes:

- The use of a book-entry only system of registration for the Series 2010 Bonds;
- The preparation and distribution of the use of the Preliminary Official Statement substantially in the form attached as Exhibit D and allow for the distribution of the final Official Statement;
- A Continuing Disclosure Commitment, as required under the provisions of Rule 15c2-12, as amended, of the Securities and Exchange Commission; and
- The appropriate officials of the County to take all actions necessary in connection with the issuance of the Series 2010 Bonds and the closing of this transaction.

Prior to issuing new Capital Asset Bonds, the County must demonstrate compliance with certain covenants associated with Sunshine State Loans that are also secured by the County's Legally Available Non-Ad Valorem revenues. The Sunshine State Loans require that Legally Available Non-Ad Valorem revenues must be at least twice the aggregate debt service on all bonds/loans secured by the County's pledge of Non-Ad Valorem revenues. As required by Resolution R-1313-09, in addition to Schedules A and B, the attached Schedule C shows projected debt service based on the maximum TIC for the Series 2010 Bond issue combined with the debt service schedule on all Outstanding Capital Asset Acquisition Bonds. The table below shows that the County will remain in compliance with the Sunshine State Loans after the issuance of the proposed Series 2010 Bonds.

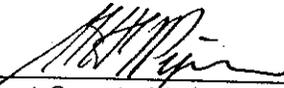
Estimated Overall Debt Coverage Ratio	
Legally Available Non-Ad Valorem Revenues as of 9/30/2009 (Unaudited)	\$892,156,000
Less: Maximum Annual Debt Service on Sunshine State Loans (at 12%) and Average Annual Debt Service on BAC Industrial Development Bonds, Airport Viaduct Loan, Courthouse Bonds, Public Facilities Revenue Bonds (PHT)	137,590,000
Less: Average Annual Debt Service on Outstanding Capital Asset Bonds	29,833,000
Less: Average Annual Debt Service on the Proposed Series 2010 Bonds	<u>7,688,484</u>
Total Debt Service for Bonds Secured by non-Ad Valorem Revenue Pledge	<u>\$175,111,484</u>
Estimated Debt Coverage Ratio	<u>5.09</u>

The Series 2010 Bonds are expected to be issued in August 2010. Resolution R-130-06 provides that any County contract with a third party be finalized and executed prior to its placement on the

committee agenda. The sale of the Series 2010 Bonds, which will set their final terms, will not occur until after the effective date of this 2010 Resolution. Therefore, in order to provide the County with the maximum flexibility in the market place as described above, a waiver of Resolution R-130-06 is necessary.

Attachments

- Schedule A: Projected Debt Service on Series 2010 Bonds Based on Current Market Conditions
- Schedule B: Projected Debt Service based on Delegated Parameters (Maximum TIC)
- Schedule C: Debt Service on all Outstanding Capital Asset Acquisition Bonds and the proposed Series 2010 Bonds



Assistant County Manager

Attachment 1
Summary of Board of County Commissioners Authorizations
Overtown Station Buildings

On December 7, 2000, the Board approved an Overtown Metrorail Station Lease agreement between Miami-Dade County and St. Agnes Rainbow Village Development Corporation.

In December 2002, the Board authorized the County Manager to execute a space lease agreement and option to purchase the Overtown I Building.

On July 7, 2005, the Board adopted Resolution R-831-05 approving a space lease agreement with an option to purchase the Overtown II Building. The Board also approved Resolution R-836-05 specifically authorizing the purchase of the Overtown I and II buildings, including a 360 space parking garage.

Purchase prices for Overtown I and II were initially estimated to be \$49.52 million and \$41.476 million, respectively. The estimated cost for completing the build-out of both facilities (including furniture, fixtures and equipment, information technology networks, chilled water systems, additional items, and interim improvements at 100 Biscayne Boulevard) was \$53.226 million.

On April 25, 2006, the Board approved Resolution R-415-06 increasing the purchase option price for Overtown II to \$61.441 million and the fit-up amount for both facilities to \$68.657 million. Subsequently, on October 10, 2006, the Board approved Resolution R-1192-06 to increase to the purchase option price for Overtown I to \$54.738 million and \$69.186 million for Overtown II.

The County purchased Overtown I on November 1, 2006.

The following is a list of Board-approved funding for Overtown related projects.

List of Board Authorizations by Project (amounts in \$000)					
Project	R-831-05	R-415-06	Revised Allocation	R-1192-06	Total Allocation
OT I Purchase (includes closing costs)	\$49,520		\$49,520	\$5,668	\$55,188
OT II Purchase (without closing expense)	47,420	14,021	61,441	7,745	69,186
OT I and II Fit Up	32,544	9,972	42,516		42,516
QT I and II Information Technology	8,932	5,459	14,391		14,391
Chilled Water Infrastructure	5,000		5,000		5,000
140 West Flagler Fit-Up	9,423		9,423		9,423
Additional Items OT Complex	6,000		6,000		6,000
100 Biscayne Boulevard projects	750		750		750
Total	<u>\$159,589</u>	<u>\$29,452</u>	<u>\$189,041</u>	<u>\$13,413</u>	<u>\$202,454</u>

The table below provides a summary of the existing project funding using previously approved Capital Asset Acquisition Series 2007 bond proceeds, how project requirements have been met with those funds within authorized parameters, and the requirements that remain to be funded.

Project Funding from Previously approved Capital Asset Acquisition Series
 2007 bond proceeds
 (\$000's)

Series 2007 Bonds

Overtown Station I Acquisition Fit-Up, IT and Chilled Water	\$ 90,040
Overtown Station II, Fit-Up and IT	27,516
100 Biscayne	<u>750</u>

Total from Series 2007 Bonds **\$ 118,306**

Less: Uses of Funds through December 2009 including Purchase and Fit-Up of Overtown I, Chilled Water, 100 Biscayne, and Initialization of Overtown II \$ (95,590)

Remaining Series 2007 Proceeds \$ 22,716

Remaining Funding Requirements

Overtown II Acquisition including Additional Items	\$ 76,644
Fit-Up and Information Technology	28,094
Project Contingency and Closing Costs	<u>1,495</u>
<u>Subtotal</u>	<u>\$ 106,233</u>

Total Net Project Funding to be met with Series 2010 Bond Proceeds (see Note 1). **\$ 69,877***

Note 1) Net project funding does not include issuance costs or reserve funding as outlined in the 2010 Resolution

*Exclusive of \$13,640,000 to be financed from the proceeds of the 2007 Bonds.

Memorandum



Date: July 8, 2010

To: Honorable Chairman Dennis C. Moss
and Members, Board of County Commissioners

From: George M. Burgess
County Manager

Subject: Supplemental Information on the Resolution Authorizing the \$107 Million in Miami-Dade County Capital Asset Acquisition Special Obligation Bonds and the HOPE VI Scott/Carver Homes HOPE VI Revitalization Project

Supplement to
Agenda Item No. 8E1B

The following report is to provide the Board of County Commissioners (Board) with information to consider and amend into the accompanying 2010 Resolution that authorizes the issuance and negotiated sale of up to \$107,000,000 in Miami-Dade County Capital Asset Acquisition Special Obligation Bonds (Series 2010 Bonds). More specifically, staff recommends amending the accompanying 2010 Resolution to include Scott/Carver Homes HOPE VI Revitalization Project (Scott/Carver Project) as an eligible project in an amount of \$13,700,000 in the new proposed Capital Asset Bond. The amount of the new Capital Asset Bonds will not increase. Rather, the amount to be paid from the proceeds of such Bonds for the purchase of Overtown II shall be reduced by \$13,700,000 and in to offset that amount, it is recommended that the Board allocate the \$13,700,000 remaining from the Series 2007A Capital Asset Bonds, no longer necessary for Scott-Carver Project, to the purchase of Overtown II. As detailed further below, the financing structure of the Scott/Carver Project has changed since the Board approved the Series 2007A Bonds which has impacted the use of the funds from the Series 2007A Bonds for the Scott/Carver project. The proposed action effectively swaps the funding sources to create the flexibility needed to complete both the Scott/Carver Project and the purchase of the Overtown II facility. The proposed action is required to ensure that County meets certain HUD deadlines to preserve federal funding for the Scott/Carver Project.

Background on the Scott/Carver HOPE VI Revitalization Project

On September 16, 1999, the County was awarded a \$35 million HOPE VI grant by the United States Department of Housing and Urban Development (HUD) for the Scott/Carver Project. The Scott/Carver Project consists of the demolition of 850 antiquated, dilapidated, and functionally obsolete public housing units of the Scott Homes and Carver Homes public housing developments.

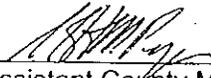
The County issued its \$210,270,000 Capital Asset Acquisition Special Obligation Bonds, Series 2007A on May 24, 2007 and one of the approved projects to be funded from the bond proceeds was the Scott/Carver Project site with an allocation of \$16,341,000, of which approximately \$13,700,000 remains unspent. To date, approximately, \$2,600,000 has been spent on capital development costs. At the time the Series-2007A Bonds were approved, it was anticipated that Scott/Carver Project would be owned and developed by the County so the proceeds would be used directly for development and construction costs.

On December 16, 2008, the Board adopted Resolution R-1417-08, which approved a Master Development Agreement between the County and McCormack Baron Salazar (Master Developer) for Phase II of the Scott/Carver Project. The Master Developer proposes to construct a total of 354 rental units of which 177 units will be replacement public housing units, subject to HUD approving revisions to the Revitalization Plan.

Since the Board's approval of the Master Development Agreement, the financing structure has been finalized to take advantage of various federal funding sources, which includes low-income tax credits.

With this structure, the land will be leased to for-profit partnership created by the developer who will construct and manage the low-income rental units with ownership reverting to the County in the future. One of the significant advantages of the use of private ownership is the ability to use low-income tax credits to raise additional capital which would not be available if the County developed and owned the Scott/Carver Project. In order to qualify for low-income tax credits, the County's contribution must be in the form of a loan instead of a grant. Because of federal income tax regulations with respect to tax exempt bonds for low-income housing projects, the County cannot loan the remaining balance to the developer. Without the County's contribution, the financing structure would have to be altered which may reduce the amount of funds available to the Scott/Carver Project and more importantly, cause the County and the developer to miss a July 16, 2010 deadline for submission of evidentiaries to HUD. The closing is scheduled for September 14, 2010. HUD has advised that the failure to close by September 20, 2010 will result in a reduction by HUD of federal funding for this project.

A simple solution is to include the Scott/Carver Project as an eligible project in the amount of \$13,700,000 in the new proposed Capital Asset Bond issue which the accompanying resolution approves in the aggregate principal amount not to exceed \$107,000,00. This would meet the Internal Revenue Code guidelines regarding low income housing bonds so the County would be able to lend the proceeds to the developers. The County would be repaid from the cash flows after any operating reserves are funded. The bond size of \$107,000,000 would not increase. Rather, the amount to be paid from the proceeds of the proposed Capital Asset Bonds for the purchase of Overtown II shall be reduced by \$13,700,000. In order to replenish that amount, the Board needs to allocate the \$13,700,000 remaining from the Series 2007A Bonds, no longer necessary for Scott-Carver Project, to the purchase of Overtown II.



Assistant County Manager

SCHEDULE A

SOURCES AND USES OF FUNDS

Capital Asset Acquisition Bonds
 Series 2010 ABC Bonds
 Market Rate Estimates as of May 18, 2010

Sources:	Series 2010A Tax-Exempt Bonds	Series 2010B Taxable Bonds (Build America Bonds)	Series 2010C Taxable Bonds (Recovery Zone Economic Development Bonds)	Total
Bond Proceeds:				
Par Amount	7,495,000.00	55,900,000.00	40,280,000.00	103,675,000.00
Premium	72,373.30			72,373.30
	<u>7,567,373.30</u>	<u>55,900,000.00</u>	<u>40,280,000.00</u>	<u>103,747,373.30</u>
Uses:				
Project Fund Deposits:				
Overtown 2	5,643,370.75	41,433,084.04	36,440,545.21	83,517,000.00
Causeway Projects	1,229,560.69	9,170,439.31		10,400,000.00
	<u>6,872,931.44</u>	<u>50,603,523.35</u>	<u>36,440,545.21</u>	<u>93,917,000.00</u>
Other Fund Deposits:				
Debt Service Reserve Fund	632,868.19	4,720,124.29	3,401,191.52	8,754,184.00
Delivery Date Expenses:				
Cost of Issuance	33,299.81	248,360.02	178,961.42	460,621.25
Underwriter's Discount	25,464.14	327,992.34	259,301.85	612,758.33
	<u>58,763.95</u>	<u>576,352.36</u>	<u>438,263.27</u>	<u>1,073,379.58</u>
Other Uses of Funds:				
Additional Proceeds	2,809.72			2,809.72
	<u>7,567,373.30</u>	<u>55,900,000.00</u>	<u>40,280,000.00</u>	<u>103,747,373.30</u>

Note: *Preliminary Numbers, for discussion purposes only. Subject to change based on market conditions, credit spreads, underlying ratings, and other.



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SCHEDULE A

BOND SUMMARY STATISTICS

Capital Asset Acquisition Bonds
Series 2010 ABC Bonds

Market Rate Estimates as of May 18, 2010

Dated Date	08/25/2010
Delivery Date	08/25/2010
Last Maturity	04/01/2040
Arbitrage Yield	2.166225%
True Interest Cost (TIC)	6.996160%
Net Interest Cost (NIC)	7.100564%
All-In TIC	7.042899%
Average Coupon	7.071852%
Average Life (years)	18.153
Duration of Issue (years)	9.926
Par Amount	103,675,000.00
Bond Proceeds	103,747,373.30
Total Interest	133,094,721.90
Net Interest	133,635,106.93
Total Debt Service	236,769,721.90
Maximum Annual Debt Service	8,754,184.00
Average Annual Debt Service	7,998,977.09
Underwriter's Fees (per \$1000)	
Average Takedown	5.722893
Other Fee	0.187484
Total Underwriter's Discount	5.910377
Bid Price	99.478770

Bond Component	Par Value	Price	Average Coupon	Average Life
Serial Bonds	7,495,000.00	100.966	2.608%	2.288
BAB Serial Bonds	25,530,000.00	100.000	5.588%	9.376
BAB Term Bonds 2033	30,370,000.00	100.000	7.200%	18.494
RZ-BAB Term Bonds	40,280,000.00	100.000	7.410%	26.411
	103,675,000.00			18.153

	TIC	All-In TIC	Arbitrage Yield
Par Value	103,675,000.00	103,675,000.00	7,495,000.00
+ Accrued Interest			
+ Premium (Discount)	72,373.30	72,373.30	72,373.30
- Underwriter's Discount	-612,758.33	-612,758.33	
- Cost of Issuance Expense		-460,621.25	
- Other Amounts			
Target Value	103,134,614.97	102,673,993.72	7,567,373.30
Target Date	08/25/2010	08/25/2010	08/25/2010
Yield	6.996160%	7.042899%	2.166225%

Note: *Preliminary Numbers, for discussion purposes only. Subject to change based on market conditions, credit spreads, underlying ratings, and other.



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SCHEDULE A

BOND SUMMARY STATISTICS

Capital Asset Acquisition Bonds
Series 2010 ABC Bonds

Market Rate Estimates as of May 18, 2010
[TIC Adjusted for BAB and R-Z BAB Subsidy]

Dated Date	08/25/2010
Delivery Date	08/25/2010
Last Maturity	04/01/2040
Arbitrage Yield	2.166225%
True Interest Cost (Adjusted for Subsidy) (TIC)	4.216319%
Net Interest Cost (NIC)	7.100564%
All-In TIC (Adjusted for Subsidy)	4.253854%
Average Coupon	7.071852%
Average Life (years)	18.153
Duration of Issue (years)	15.449
Par Amount	103,675,000.00
Bond Proceeds	103,747,373.30
Total Interest	133,094,721.90
Net Interest	133,635,106.93
Total Debt Service	236,769,721.90
Maximum Annual Debt Service	8,754,184.00
Average Annual Debt Service	7,998,977.09
Underwriter's Fees (per \$1000)	
Average Takedown	5.722893
Other Fee	0.187484
Total Underwriter's Discount	5.910377
Bid Price	99.478770

Bond Component	Par Value	Price	Average Coupon	Average Life
Serial Bonds	7,495,000.00	100.966	2.608%	2.288
BAB Serial Bonds	25,530,000.00	100.000	5.588%	9.376
BAB Term Bonds 2033	30,370,000.00	100.000	7.200%	18.494
RZ-BAB Term Bonds	40,280,000.00	100.000	7.410%	26.411
	103,675,000.00			18.153

	TIC	All-In TIC	Arbitrage Yield
Par Value	103,675,000.00	103,675,000.00	7,495,000.00
+ Accrued Interest			
+ Premium (Discount)	72,373.30	72,373.30	72,373.30
- Underwriter's Discount	-612,758.33	-612,758.33	
- Cost of Issuance Expense		-460,621.25	
- Other Amounts			
Target Value	103,134,614.97	102,673,993.72	7,567,373.30
Target Date	08/25/2010	08/25/2010	08/25/2010
Yield	4.216319%	4.253854%	2.166225%

Note: *Preliminary Numbers, for discussion purposes only. Subject to change based on market conditions, credit spreads, underlying ratings, and other.

SCHEDULE A

BOND DEBT SERVICE

Capital Asset Acquisition Bonds

Series 2010 ABC Bonds

Market Rate Estimates as of May 18, 2010

Period Ending	Principal	Coupon	Interest	Debt Service
04/01/2011	1,215,000	2.000%	4,037,090.40	5,252,090.40
04/01/2012	2,050,000	2.000%	6,704,184.00	8,754,184.00
04/01/2013	2,090,000	2.500%	6,663,184.00	8,753,184.00
04/01/2014	2,140,000	3.000%	6,610,934.00	8,750,934.00
04/01/2015	2,205,000	4.170%	6,546,734.00	8,751,734.00
04/01/2016	2,265,000	4.670%	6,454,785.50	8,719,785.50
04/01/2017	2,335,000	4.770%	6,349,010.00	8,684,010.00
04/01/2018	2,410,000	5.040%	6,237,630.50	8,647,630.50
04/01/2019	2,485,000	5.190%	6,116,166.50	8,601,166.50
04/01/2020	2,570,000	5.340%	5,987,195.00	8,557,195.00
04/01/2021	2,660,000	5.640%	5,849,957.00	8,509,957.00
04/01/2022	2,755,000	5.890%	5,699,933.00	8,454,933.00
04/01/2023	2,865,000	6.190%	5,537,663.50	8,402,663.50
04/01/2024	2,980,000	6.340%	5,360,320.00	8,340,320.00
04/01/2025	3,100,000	7.200%	5,171,388.00	8,271,388.00
04/01/2026	3,245,000	7.200%	4,948,188.00	8,193,188.00
04/01/2027	3,400,000	7.200%	4,714,548.00	8,114,548.00
04/01/2028	3,555,000	7.200%	4,469,748.00	8,024,748.00
04/01/2029	3,725,000	7.200%	4,213,788.00	7,938,788.00
04/01/2030	3,895,000	7.200%	3,945,588.00	7,840,588.00
04/01/2031	4,080,000	7.200%	3,665,148.00	7,745,148.00
04/01/2032	4,270,000	7.200%	3,371,388.00	7,641,388.00
04/01/2033	4,475,000	**	3,063,948.00	7,538,948.00
04/01/2034	4,660,000	7.410%	2,734,660.50	7,394,660.50
04/01/2035	4,850,000	7.410%	2,389,354.50	7,239,354.50
04/01/2036	5,050,000	7.410%	2,029,969.50	7,079,969.50
04/01/2037	5,255,000	7.410%	1,655,764.50	6,910,764.50
04/01/2038	5,470,000	7.410%	1,266,369.00	6,736,369.00
04/01/2039	5,695,000	7.410%	861,042.00	6,556,042.00
04/01/2040	5,925,000	7.410%	439,042.50	6,364,042.50
	103,675,000		133,094,721.90	236,769,721.90

Note: *Preliminary Numbers, for discussion purposes only. Subject to change based on market conditions, credit spreads, underlying ratings, and other.



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SCHEDULE A

NET DEBT SERVICE

Capital Asset Acquisition Bonds
Series 2010 ABC Bonds

Market Rate Estimates as of May 18, 2010

Period Ending	Total Debt Service	35% BAB Credit	45% RZ-BAB Credit	Net Debt Service
04/01/2011	5,252,090.40	-748,017.06	-805,881.96	3,698,191.38
04/01/2012	8,754,184.00	-1,246,695.10	-1,343,136.60	6,164,352.30
04/01/2013	8,753,184.00	-1,246,695.10	-1,343,136.60	6,163,352.30
04/01/2014	8,750,934.00	-1,246,695.10	-1,343,136.60	6,161,102.30
04/01/2015	8,751,734.00	-1,246,695.10	-1,343,136.60	6,161,902.30
04/01/2016	8,719,785.50	-1,214,513.12	-1,343,136.60	6,162,135.78
04/01/2017	8,684,010.00	-1,177,491.70	-1,343,136.60	6,163,381.70
04/01/2018	8,647,630.50	-1,138,508.88	-1,343,136.60	6,165,985.02
04/01/2019	8,601,166.50	-1,095,996.48	-1,343,136.60	6,162,033.42
04/01/2020	8,557,195.00	-1,050,856.46	-1,343,136.60	6,163,201.94
04/01/2021	8,509,957.00	-1,002,823.16	-1,343,136.60	6,163,997.24
04/01/2022	8,454,933.00	-950,314.76	-1,343,136.60	6,161,481.64
04/01/2023	8,402,663.50	-893,520.42	-1,343,136.60	6,166,006.48
04/01/2024	8,340,320.00	-831,450.20	-1,343,136.60	6,165,733.20
04/01/2025	8,271,388.00	-765,324.00	-1,343,136.60	6,162,927.40
04/01/2026	8,193,188.00	-687,204.00	-1,343,136.60	6,162,847.40
04/01/2027	8,114,548.00	-605,430.00	-1,343,136.60	6,165,981.40
04/01/2028	8,024,748.00	-519,750.00	-1,343,136.60	6,161,861.40
04/01/2029	7,938,788.00	-430,164.00	-1,343,136.60	6,165,487.40
04/01/2030	7,840,588.00	-336,294.00	-1,343,136.60	6,161,157.40
04/01/2031	7,745,148.00	-238,140.00	-1,343,136.60	6,163,871.40
04/01/2032	7,641,388.00	-135,324.00	-1,343,136.60	6,162,927.40
04/01/2033	7,538,948.00	-27,720.00	-1,343,136.60	6,168,091.40
04/01/2034	7,394,660.50		-1,230,597.22	6,164,063.28
04/01/2035	7,239,354.50		-1,075,209.52	6,164,144.98
04/01/2036	7,079,969.50		-913,486.28	6,166,483.22
04/01/2037	6,910,764.50		-745,094.02	6,165,670.48
04/01/2038	6,736,369.00		-569,866.06	6,166,502.94
04/01/2039	6,556,042.00		-387,468.90	6,168,573.10
04/01/2040	6,364,042.50		-197,569.12	6,166,473.38
	236,769,721.90	-18,835,622.64	-35,474,178.28	182,459,920.98

Note: *Preliminary Numbers, for discussion purposes only. Subject to change based on market conditions, credit spreads, underlying ratings, and other.



SCHEDULE A

AGGREGATE DEBT SERVICE

Capital Asset Acquisition Bonds
Series 2010 ABC Bonds

Market Rate Estimates as of May 18, 2010

Period Ending	Series 2010A Tax-Exempt Bonds	Series 2010B Taxable Bonds (Build America Bonds)	Series 2010C Taxable Bonds (Recovery Zone Economic Development Bonds)	Outstanding Debt Service	Aggregate Debt Service
04/01/2011	1,324,050	2,137,191.60	1,790,848.80	60,515,370.83	65,767,461.23
04/01/2012	2,207,450	3,561,986.00	2,984,748.00	50,207,748.33	58,961,932.33
04/01/2013	2,206,450	3,561,986.00	2,984,748.00	50,485,494.58	59,238,678.58
04/01/2014	2,204,200	3,561,986.00	2,984,748.00	61,340,567.08	70,091,501.08
04/01/2015		5,766,986.00	2,984,748.00	35,215,859.58	43,967,593.58
04/01/2016		5,735,037.50	2,984,748.00	34,958,597.08	43,678,382.58
04/01/2017		5,699,262.00	2,984,748.00	34,318,729.58	43,002,739.58
04/01/2018		5,662,882.50	2,984,748.00	35,470,332.08	44,117,962.58
04/01/2019		5,616,418.50	2,984,748.00	34,466,352.08	43,067,518.58
04/01/2020		5,572,447.00	2,984,748.00	33,242,004.58	41,799,199.58
04/01/2021		5,525,209.00	2,984,748.00	31,844,314.34	40,354,271.34
04/01/2022		5,470,185.00	2,984,748.00	31,573,847.08	40,028,780.08
04/01/2023		5,417,915.50	2,984,748.00	31,396,995.34	39,799,658.84
04/01/2024		5,355,572.00	2,984,748.00	30,231,122.44	38,571,442.44
04/01/2025		5,286,640.00	2,984,748.00	30,007,571.94	38,278,959.94
04/01/2026		5,208,440.00	2,984,748.00	28,630,567.94	36,823,755.94
04/01/2027		5,129,800.00	2,984,748.00	28,446,960.79	36,561,508.79
04/01/2028		5,040,000.00	2,984,748.00	24,950,337.99	32,975,085.99
04/01/2029		4,954,040.00	2,984,748.00	24,796,487.39	32,735,275.39
04/01/2030		4,855,840.00	2,984,748.00	20,775,705.59	28,616,293.59
04/01/2031		4,760,400.00	2,984,748.00	20,624,474.95	28,369,622.95
04/01/2032		4,656,640.00	2,984,748.00	20,467,403.79	28,108,791.79
04/01/2033		1,179,200.00	6,359,748.00	17,133,537.62	24,672,485.62
04/01/2034			7,394,660.50	16,977,520.15	24,372,180.65
04/01/2035			7,239,354.50	16,819,248.63	24,058,603.13
04/01/2036			7,079,969.50	16,116,002.27	23,195,971.77
04/01/2037			6,910,764.50	15,979,199.02	22,889,963.52
04/01/2038			6,736,369.00	6,292,031.11	13,028,400.11
04/01/2039			6,556,042.00	6,166,928.31	12,722,970.31
04/01/2040			6,364,042.50		6,364,042.50
	7,942,150	109,716,064.60	119,111,507.30	849,451,312.49	1,086,221,034.39

Note: *Preliminary Numbers, for discussion purposes only. Subject to change based on market conditions, credit spreads, underlying ratings, and other.

**SCHEDULE B - Projected Debt Service based on Delegated Parameters
(Maximum TIC)**

SOURCES AND USES OF FUNDS

Capital Asset Acquisition Bonds
Series 2010 A&B Bonds

Dated Date 08/25/2010
Delivery Date 08/25/2010

Sources:

Bond Proceeds:	
Par Amount	106,340,000.00
Net Original Issue Discount	-3,615,560.00
	<hr/>
	102,724,440.00

Uses:

Project Fund Deposits:	
Project Fund	93,917,000.00
Other Fund Deposits:	
Debt Service Reserve Fund	7,691,417.00
Delivery Date Expenses:	
Cost of Issuance	474,080.90
Underwriter's Discount	638,040.00
	<hr/>
	1,112,120.90
Other Uses of Funds:	
Additional Proceeds	3,902.10
	<hr/>
	102,724,440.00

Note: *Preliminary Numbers, for discussion purposes only. Subject to change based on market conditions, credit spreads, underlying ratings, and other.



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BOND SUMMARY STATISTICS

Capital Asset Acquisition Bonds
Series 2010 A&B Bonds

Dated Date	08/25/2010
Delivery Date	08/25/2010
Last Maturity	04/01/2040
Arbitrage Yield	
True Interest Cost (TIC)	6.293299%
Net Interest Cost (NIC)	6.117316%
All-In TIC	6.337688%
Average Coupon	5.910000%
Average Life (years)	19.294
Duration of Issue (years)	10.831
Par Amount	106,340,000.00
Bond Proceeds	102,724,440.00
Total Interest	121,258,365.90
Net Interest	125,511,965.90
Total Debt Service	227,598,365.90
Maximum Annual Debt Service	7,691,417.00
Average Annual Debt Service	7,689,133.98
Underwriter's Fees (per \$1000)	
Average Takedown	
Other Fee	6.000000
Total Underwriter's Discount	6.000000
Bid Price	96.000000

Bond Component	Par Value	Price	Average Coupon	Average Life	PV of 1 bp change
Serial Bonds	106,340,000.00	96.600	5.910%	19.294	108,523.55
	106,340,000.00			19.294	108,523.55

	TIC	All-In TIC	Arbitrage Yield
Par Value	106,340,000.00	106,340,000.00	
+ Accrued Interest			
+ Premium (Discount)	-3,615,560.00	-3,615,560.00	
- Underwriter's Discount	-638,040.00	-638,040.00	
- Cost of Issuance Expense		-474,080.90	
- Other Amounts			
Target Value	102,086,400.00	101,612,319.10	
Target Date	08/25/2010	08/25/2010	08/25/2010
Yield	6.293299%	6.337688%	

Note: *Preliminary Numbers, for discussion purposes only. Subject to change based on market conditions, credit spreads, underlying ratings, and other.



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BOND DEBT SERVICE

**Capital Asset Acquisition Bonds
Series 2010 A&B Bonds**

Period Ending	Principal	Coupon	Interest	Debt Service	Annual Debt Service
04/01/2011	845,000	5.910%	3,770,816.40	4,615,816.40	4,615,816.40
10/01/2011			3,117,377.25	3,117,377.25	
04/01/2012	1,455,000	5.910%	3,117,377.25	4,572,377.25	7,689,754.50
10/01/2012			3,074,382.00	3,074,382.00	
04/01/2013	1,540,000	5.910%	3,074,382.00	4,614,382.00	7,688,764.00
10/01/2013			3,028,875.00	3,028,875.00	
04/01/2014	1,630,000	5.910%	3,028,875.00	4,658,875.00	7,687,750.00
10/01/2014			2,980,708.50	2,980,708.50	
04/01/2015	1,730,000	5.910%	2,980,708.50	4,710,708.50	7,691,417.00
10/01/2015			2,929,587.00	2,929,587.00	
04/01/2016	1,830,000	5.910%	2,929,587.00	4,759,587.00	7,689,174.00
10/01/2016			2,875,510.50	2,875,510.50	
04/01/2017	1,940,000	5.910%	2,875,510.50	4,815,510.50	7,691,021.00
10/01/2017			2,818,183.50	2,818,183.50	
04/01/2018	2,055,000	5.910%	2,818,183.50	4,873,183.50	7,691,367.00
10/01/2018			2,757,458.25	2,757,458.25	
04/01/2019	2,175,000	5.910%	2,757,458.25	4,932,458.25	7,689,916.50
10/01/2019			2,693,187.00	2,693,187.00	
04/01/2020	2,300,000	5.910%	2,693,187.00	4,993,187.00	7,686,374.00
10/01/2020			2,625,222.00	2,625,222.00	
04/01/2021	2,440,000	5.910%	2,625,222.00	5,065,222.00	7,690,444.00
10/01/2021			2,553,120.00	2,553,120.00	
04/01/2022	2,585,000	5.910%	2,553,120.00	5,138,120.00	7,691,240.00
10/01/2022			2,476,733.25	2,476,733.25	
04/01/2023	2,735,000	5.910%	2,476,733.25	5,211,733.25	7,688,466.50
10/01/2023			2,395,914.00	2,395,914.00	
04/01/2024	2,895,000	5.910%	2,395,914.00	5,290,914.00	7,686,828.00
10/01/2024			2,310,366.75	2,310,366.75	
04/01/2025	3,070,000	5.910%	2,310,366.75	5,380,366.75	7,690,733.50
10/01/2025			2,219,648.25	2,219,648.25	
04/01/2026	3,250,000	5.910%	2,219,648.25	5,469,648.25	7,689,296.50
10/01/2026			2,123,610.75	2,123,610.75	
04/01/2027	3,440,000	5.910%	2,123,610.75	5,563,610.75	7,687,221.50
10/01/2027			2,021,958.75	2,021,958.75	
04/01/2028	3,645,000	5.910%	2,021,958.75	5,666,958.75	7,688,917.50
10/01/2028			1,914,249.00	1,914,249.00	
04/01/2029	3,860,000	5.910%	1,914,249.00	5,774,249.00	7,688,498.00
10/01/2029			1,800,186.00	1,800,186.00	
04/01/2030	4,090,000	5.910%	1,800,186.00	5,890,186.00	7,690,372.00
10/01/2030			1,679,326.50	1,679,326.50	
04/01/2031	4,330,000	5.910%	1,679,326.50	6,009,326.50	7,688,653.00
10/01/2031			1,551,375.00	1,551,375.00	
04/01/2032	4,585,000	5.910%	1,551,375.00	6,136,375.00	7,687,750.00
10/01/2032			1,415,888.25	1,415,888.25	
04/01/2033	4,855,000	5.910%	1,415,888.25	6,270,888.25	7,686,776.50
10/01/2033			1,272,423.00	1,272,423.00	
04/01/2034	5,145,000	5.910%	1,272,423.00	6,417,423.00	7,689,846.00
10/01/2034			1,120,388.25	1,120,388.25	
04/01/2035	5,450,000	5.910%	1,120,388.25	6,570,388.25	7,690,776.50
10/01/2035			959,340.75	959,340.75	
04/01/2036	5,770,000	5.910%	959,340.75	6,729,340.75	7,688,681.50
10/01/2036			788,837.25	788,837.25	
04/01/2037	6,110,000	5.910%	788,837.25	6,898,837.25	7,687,674.50
10/01/2037			608,286.75	608,286.75	
04/01/2038	6,470,000	5.910%	608,286.75	7,078,286.75	7,686,573.50
10/01/2038			417,098.25	417,098.25	
04/01/2039	6,855,000	5.910%	417,098.25	7,272,098.25	7,689,196.50
10/01/2039			214,533.00	214,533.00	
04/01/2040	7,260,000	5.910%	214,533.00	7,474,533.00	7,689,066.00
	106,340,000		121,258,365.90	227,598,365.90	227,598,365.90

Note: *Preliminary Numbers, for discussion purposes only. Subject to change based on market conditions, credit spreads, underlying ratings, and other.

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BOND DEBT SERVICE

Capital Asset Acquisition Bonds
Series 2010 A&B Bonds

Period Ending	Principal	Coupon	Interest	Debt Service
04/01/2011	845,000	5.910%	3,770,816.40	4,615,816.40
04/01/2012	1,455,000	5.910%	6,234,754.50	7,689,754.50
04/01/2013	1,540,000	5.910%	6,148,764.00	7,688,764.00
04/01/2014	1,630,000	5.910%	6,057,750.00	7,687,750.00
04/01/2015	1,730,000	5.910%	5,961,417.00	7,691,417.00
04/01/2016	1,830,000	5.910%	5,859,174.00	7,689,174.00
04/01/2017	1,940,000	5.910%	5,751,021.00	7,691,021.00
04/01/2018	2,055,000	5.910%	5,636,367.00	7,691,367.00
04/01/2019	2,175,000	5.910%	5,514,916.50	7,689,916.50
04/01/2020	2,300,000	5.910%	5,386,374.00	7,686,374.00
04/01/2021	2,440,000	5.910%	5,250,444.00	7,690,444.00
04/01/2022	2,585,000	5.910%	5,106,240.00	7,691,240.00
04/01/2023	2,735,000	5.910%	4,953,466.50	7,688,466.50
04/01/2024	2,895,000	5.910%	4,791,828.00	7,686,828.00
04/01/2025	3,070,000	5.910%	4,620,733.50	7,690,733.50
04/01/2026	3,250,000	5.910%	4,439,296.50	7,689,296.50
04/01/2027	3,440,000	5.910%	4,247,221.50	7,687,221.50
04/01/2028	3,645,000	5.910%	4,043,917.50	7,688,917.50
04/01/2029	3,860,000	5.910%	3,828,498.00	7,688,498.00
04/01/2030	4,090,000	5.910%	3,600,372.00	7,690,372.00
04/01/2031	4,330,000	5.910%	3,358,653.00	7,688,653.00
04/01/2032	4,585,000	5.910%	3,102,750.00	7,687,750.00
04/01/2033	4,855,000	5.910%	2,831,776.50	7,686,776.50
04/01/2034	5,145,000	5.910%	2,544,846.00	7,689,846.00
04/01/2035	5,450,000	5.910%	2,240,776.50	7,690,776.50
04/01/2036	5,770,000	5.910%	1,918,681.50	7,688,681.50
04/01/2037	6,110,000	5.910%	1,577,674.50	7,687,674.50
04/01/2038	6,470,000	5.910%	1,216,573.50	7,686,573.50
04/01/2039	6,855,000	5.910%	834,196.50	7,689,196.50
04/01/2040	7,260,000	5.910%	429,066.00	7,689,066.00
	106,340,000		121,258,365.90	227,598,365.90

Note: *Preliminary Numbers, for discussion purposes only. Subject to change based on market conditions, credit spreads, underlying ratings, and other.



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SCHEDULE C

PROPOSED AND EXISTING DEBT SERVICE					
ANNUAL DEBT SERVICE TABLE					
Fiscal Year	Existing Debt Service		Proposed Debt Service (Gross)		Total
2010	\$	45,535,996	\$	-	\$ 45,535,996
2011		60,515,371		4,615,816	65,131,187
2012		50,207,749		7,689,755	57,897,504
2013		50,485,495		7,688,764	58,174,259
2014		61,340,567		7,687,750	69,028,317
2015		35,215,860		7,691,417	42,907,277
2016		34,958,597		7,689,174	42,647,771
2017		34,318,730		7,691,021	42,009,751
2018		35,470,332		7,691,367	43,161,699
2019		34,466,352		7,689,917	42,156,269
2020		33,242,005		7,686,374	40,928,379
2021		31,844,314		7,690,444	39,534,758
2022		31,573,848		7,691,240	39,265,088
2023		31,396,995		7,688,467	39,085,462
2024		30,231,122		7,686,828	37,917,950
2025		30,007,572		7,690,734	37,698,306
2026		28,630,568		7,689,297	36,319,865
2027		28,446,961		7,687,222	36,134,183
2028		24,950,338		7,688,918	32,639,256
2029		24,796,487		7,688,498	32,484,985
2030		20,771,706		7,690,372	28,462,078
2031		20,624,474		7,688,653	28,313,127
2032		20,467,404		7,687,750	28,155,154
2033		17,133,538		7,686,777	24,820,315
2034		16,977,520		7,689,846	24,667,366
2035		16,819,249		7,690,777	24,510,026
2036		16,116,002		7,688,682	23,804,684
2037		15,979,200		7,687,675	23,666,875
2038		6,292,031		7,686,574	13,978,605
2039		6,166,928		7,689,197	13,856,125
2040		-		7,689,066	7,689,066
	\$	894,983,311	\$	227,598,366	\$ 1,122,581,677

* Totals may not add due to rounding



MEMORANDUM

(Revised)

TO: Honorable Chairman Dennis C. Moss
and Members, Board of County Commissioners

DATE: July 8, 2010

FROM: R. A. Cuevas, Jr.
County Attorney

SUBJECT: Amended
Agenda Item No. 8(E)(1)(B)

Please note any items checked.

- "3-Day Rule" for committees applicable if raised
- 6 weeks required between first reading and public hearing
- 4 weeks notification to municipal officials required prior to public hearing
- Decreases revenues or increases expenditures without balancing budget
- Budget required
- Statement of fiscal impact required
- Ordinance creating a new board requires detailed County Manager's report for public hearing
- No committee review
- Applicable legislation requires more than a majority vote (i.e., 2/3's _____, 3/5's _____, unanimous _____) to approve
- Current information regarding funding source, index code and available balance, and available capacity (if debt is contemplated) required.

WHEREAS, as of the date of adoption of this resolution (the “2010 Resolution”), the County has issued \$265,520,000 aggregate principal amount in special obligation bonds pursuant to the 2007 Ordinance and \$143,680,000 aggregate principal amount in special obligation bonds pursuant to the 2009 Ordinance; and

WHEREAS, pursuant to the Ordinance, the Board desires to authorize the issuance of the County’s Capital Asset Acquisition Special Obligation Bonds, Series 2010 (the “Bonds”), in one or more series, in an aggregate principal amount not to exceed \$107,000,000, as more particularly described in Article IV; and

WHEREAS, Public Financial Management, Inc. (the “Financial Advisor”), financial advisor to the County with respect to the Bonds, has recommended to the County that a negotiated sale of the Bonds, in one or more series, is in the best interest of the County for the reasons set forth in Section 2.03(A) of the 2010 Resolution; and

WHEREAS, the Board wishes to authorize the Finance Director of the County as the County Mayor’s designee (the “Finance Director”) to: (i) determine the terms of the Bonds within the limitations specified in the 2010 Resolution, (ii) designate the Registrar and Paying Agent and, as necessary, any other agents; (iii) secure Credit Facilities and/or Reserve Facilities for the Bonds if there is an economic benefit as provided in Section 5.05 of the 2010 Resolution; (iv) negotiate and execute certain agreements, instruments and certificates in connection with the Bonds, including, without limitation, the Bond Purchase Agreement and the Registrar and Paying Agent Agreement; and (v) take all action and to make such further designations necessary or desirable in connection with the issuance and sale of the Bonds, all subject to the limitations contained in the 2010 Resolution; and

WHEREAS, the Board wishes to authorize the execution and delivery of the Bond Purchase Agreement (the "Bond Purchase Agreement") with Siebert Brandford Shank & Co., LLC, as representative, acting on behalf of itself and the other underwriters named in the Bond Purchase Agreement (collectively, the "Underwriters"), in substantially the form on file at the Clerk's Office as Exhibit C to the 2010 Resolution; and

WHEREAS, pursuant to Resolution No. R-342-07 adopted on March 20, 2007 (the "2007 Resolution"), the County issued its \$210,270,000 Capital Asset Acquisition Fixed Rate Special Obligation Bonds, Series 2007A (the "2007 Bonds") which included the Scott Carver Hope VI Housing Project (the "Scott Carver Project") as a capital project eligible to be financed from the 2007 Bonds in the amount of \$16,341,000; and

WHEREAS, there remains approximately \$13,700,000 in proceeds from the 2007 Bonds which has not been granted to the Scott Carver Project; and

WHEREAS, this Board wishes to include the Scott Carver Project as an a capital project eligible to be financed from the proceeds of the Bonds in order to comply with certain Internal Revenue Code regulations; and

WHEREAS, the County wishes to amend the 2007 Resolution to add the acquisition of the Overtown II building to the capital project list so it could allocate the amount of 2007 Bond proceeds that are not necessary for the Scott Carver Project to the purchase of the Overtown II building; and

WHEREAS, the Board desires to accomplish the purposes outlined in the accompanying memorandum (the "County Manager's Memorandum"), a copy of which is incorporated in the 2010 Resolution by reference,

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF MIAMI-DADE COUNTY, FLORIDA, that:

ARTICLE I

DEFINITIONS

Section 1.01 Definitions. In addition to words and terms defined in the Ordinance or elsewhere defined in the 2010 Resolution, the following words and terms as used in the 2010 Resolution shall have the following meanings, unless some other meaning is plainly intended:

“2010 Resolution” means this Subsequent Resolution as the same may be supplemented or amended from time to time.

“Account” means any account or subaccount created in accordance with the 2010 Resolution.

“Acquisition Account” means the account within the Acquisition Fund created and so designated by Section 7.01.

“Acquisition Fund” means the Capital Asset Acquisition Special Obligation Bonds, Series 2010 Acquisition Fund, a fund created and designated by Section 7.01.

“Act” means, collectively, the Constitution of the State of Florida, Chapters 125 and 166, Florida Statutes, as amended, the Home Rule Amendment and Charter of Miami-Dade County, Florida, as amended, the Code of Miami-Dade County, Florida, as amended, and other applicable provisions of law.

“Annual Budget” means the Annual Budget of the County adopted pursuant to applicable law, as referred to in Section 8.01.

“Authorized Denominations” means \$5,000 or any integral multiple of \$5,000.

“Authorized Depository” means any bank, trust company, national banking association, savings and loan association, savings bank or other banking association selected by the County as a depository.

“Beneficial Owner” means, whether or not used in capitalized form, the purchaser of a beneficial ownership interest in the Bonds, recorded through book entries on the records of DTC or DTC Participants.

“Bond Counsel” means Hogan Lovells US LLP and the Law Offices of Steve E. Bullock P.A. or such other lawyer or firm of lawyers recognized for expertise in municipal bond law and selected by the County to act as Bond Counsel under the 2010 Resolution.

“Bondholder” or “Holder” or “Owner” or “Registered Owner”, whether or not used in capitalized form, means the registered owner of Bonds at the time issued and outstanding under the 2010 Resolution as shown on the Bond Register.

“Bond Register” means the list of Owners of the Bonds maintained by the Registrar and Paying Agent.

“Bonds” means the County’s Capital Asset Acquisition Special Obligation Bonds, Series 2010 as authorized pursuant to the Ordinance and the 2010 Resolution and containing such terms and provisions as set forth in the 2010 Resolution and in the Omnibus Certificate.

“Bond Year” means the annual period beginning on the first day of October of each year and ending on the last day of September of the following year; provided that when such term is used to describe the period during which deposits are to be made to pay or amortize principal of and interest on the Bonds, at maturity or as a result of Sinking Fund Installments, principal and interest maturing or becoming due on October 1 of any Bond Year shall be deemed to mature or become due on the last day of the preceding Bond Year.

“Book-Entry Only System” means a book-entry only registration system for the Bonds, which with respect to the “Book-Entry Only System” maintained by DTC, shall be subject to the procedures set forth in Section 4.05.

“Build America Bonds (Direct Payment)” shall have the meaning ascribed thereto in IRS Notice 2009-26 published in Internal Revenue Bulletin 2009-16 dated April 20, 2009.

“Business Day” means a day other than (i) a Saturday, Sunday or day on which banks located in the city in which the designated corporate trust office of the Registrar and Paying Agent is located are required or authorized by law or executive order to close for business, and (ii) a day on which the New York Stock Exchange is closed.

“Capital Assets” means the capital assets specified on Exhibit A to the 2010 Resolution, as such exhibit may be amended, modified or supplemented from time to time by a certificate executed by the County Manager and filed with the Finance Director.

“Code” means the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder.

“Cost”, as applied to the Project, shall consist of the cost of the Project and all obligations and expenses and all items of cost which are set forth in Section 7.03 of the 2010 Resolution.

“Cost of Issuance Account” means the account within the Acquisition Fund created and so designated by Section 7.01.

“County Attorney” means the Office of the Miami-Dade County Attorney.

“County Clerk” or “Clerk” means the Clerk of the Board or his or her designee or the officer succeeding to his or her principal functions.

“County Mayor” means the Mayor of the County.

“Covenant Revenues” means those Legally Available Non-Ad Valorem Revenues budgeted and appropriated pursuant to Section 8.01 and actually deposited into the Debt Service Account or the Reserve Account pursuant to the provisions of Section 9.02.

“Credit Facility” means each and every municipal bond insurance policy, surety bond, guaranty, purchase agreement, letter of credit, credit agreement or similar financial product that guarantees the prompt payment of all or any portion of the principal of or interest on any of the Bonds when due.

“Credit Facility Agreement” means an agreement as may be entered into from time to time between the County and a Credit Facility Provider, pursuant to which the Credit Facility Provider has issued a Credit Facility or Reserve Facility with respect to any Bonds, as such agreement may from time to time be amended or supplemented.

“Credit Facility Provider” means, with respect to any Bonds, the issuer of any Credit Facility or Reserve Facility for such Bonds from time to time.

“Debt Service Account” means the account created and so designated by Section 9.01.

“Depository” means DTC as securities depository for the Bonds until a successor depository is appointed pursuant to Section 4.05 hereafter and thereafter means the successor securities depository appointed pursuant to the 2010 Resolution.

“Deputy Clerk” means any Deputy Clerk of the County or any officer succeeding to his or her principal functions.

“Disclosure Counsel” means Edwards Angell Palmer & Dodge LLP and Rasco Klock Reininger Perez Esquenazi Vigil & Nieto or such other lawyer or firm of lawyers recognized for expertise in the application of the federal securities laws to municipal bond offerings and selected by the County to act as Disclosure Counsel under the 2010 Resolution.

“DTC” means The Depository Trust Company, New York, New York, a limited purpose trust company organized under the laws of the State of New York, in its capacity as Depository for the Bonds, or any successor Depository for any Bonds.

“DTC Participant” means (i) any institution for which, from time to time, DTC effectuates book-entry transfers and pledges of securities pursuant to the Book-Entry Only System or (ii) any securities broker or dealer, bank, trust company or other institution that clears through or maintains a custodial relationship with an institution referred to in clause (i).

“Event of Default” means any of the events described in Section 11.01.

“Finance Director” means the Finance Director of the County or the officer succeeding to his principal functions.

“Financial Advisor” means Public Financial Management, Inc., its successors and assigns, acting as financial advisor to the County with respect to the Bonds, or any other financial advisory firm selected by the County to serve in such capacity.

“Fiscal Year” means the period commencing on the first day of October of a given year and ending on the last day of September of the following year as the same may be amended from time to time to conform to the fiscal year of the County.

“Fund” means any fund created in accordance with the 2010 Resolution.

“General Fund” means the Miami-Dade County General Fund, as defined in the County’s general purpose financial statements.

“Government Obligations” means, to the extent permitted by law, (i) direct obligations (other than an obligation subject to variation in principal repayment) of the United States of America, (ii) obligations fully and unconditionally guaranteed as to timely payment of principal and interest by the United States of America, (iii) obligations fully and unconditionally guaranteed

as to timely payment of principal and interest by any agency or instrumentality of the United States of America when such obligations are backed by the full faith and credit of the United States of America, or (iv) evidences of ownership of proportionate interests in future interest and principal payments on obligations described above held by a bank or trust company as custodian, under which the owner of the investment is the real party in interest and has the right to proceed directly and individually against the obligor and the underlying government obligations are not available to any person claiming through the custodian or to whom the custodian may be obligated.

“Interest Payment Date” means each April 1 and October 1, with the first such date for each series of the Bonds to be as set forth in the Omnibus Certificate for such series.

“Investment Obligations” means any of the following to the extent the same are at the time legal for investment by the County pursuant to applicable law and consistent with the investment policy of the County in effect from time to time and any other investment securities approved by the Credit Facility Provider:

- (a) Government Obligations;
- (b) Direct obligations and fully guaranteed certificates of beneficial interest of the Export-Import Bank of the United States; consolidated debt obligations and credit facility-backed issues of the Federal Home Loan Banks or the Federal Home Loan Mortgage Corporation (“FHLMCs”); debentures of the Federal Housing Administration; mortgage-backed securities (except stripped mortgage securities which are valued greater than par on the portion of unpaid principal) and senior debt obligations of the Federal National Mortgage Association (“FNMA’s”); participation certificates of the General Services Administration; guaranteed mortgage-backed securities and guaranteed

participation certificates of the Government National Mortgage Association (“GNMAs”); guaranteed participation certificates and guaranteed pool certificates of the Small Business Administration; debt obligations and credit facility-backed issues of the Student Loan Marketing Association; local authority bonds of the U.S. Department of Housing & Urban Development; guaranteed Title XI financings of the U.S. Maritime Administration; and Resolution Funding Corporation securities;

(c) Direct obligations of any state of the United States of America or any subdivision or agency thereof whose unsecured, uninsured and unguaranteed general obligation debt is rated, at the time of purchase, “A” or better by Moody’s and “A” or better by S&P, or any obligation fully and unconditionally guaranteed by any state, subdivision or agency whose unsecured, uninsured and unguaranteed general obligation debt is rated, at the time of purchase, “A” or better by Moody’s and “A” or better by S&P;

(d) Commercial paper (having original maturities of not more than 270 days) rated, at the time of purchase, “P-1” by Moody’s and “A-1” or better by S&P;

(e) Federal funds, unsecured certificates of deposit, time deposits or bankers’ acceptances (in each case having maturities of not more than 365 days) of any bank the short-term obligations of which are rated “A-1+” or better by S&P and “Prime-1” by Moody’s;

(f) Deposits the aggregate amount of which are fully insured by the Federal Deposit Insurance Corporation, in banks which have capital and surplus of at least \$15 million;

(g) Investments in money market funds rated "AAAm" or "AAAm-G" by S&P;

(h) Repurchase agreements collateralized by Government Obligations, GNMMAs, FNMMAs or FHLMMCs with any registered broker-dealer subject to Securities Investor Protection Corporation jurisdiction or any commercial bank insured by the Federal Deposit Insurance Corporation, if such broker-dealer or bank has an uninsured, unsecured and unguaranteed obligation rated "P-1" or "A3" or better by Moody's and "A-1" or "A-" or better by S&P, provided:

(i) a master repurchase agreement or specific written repurchase agreement governs the transaction;

(ii) the securities are held free and clear of any lien by an independent third party acting solely as agent ("Agent") for the County, and such third party is (A) a Federal Reserve Bank, (B) a bank which is a member of the Federal Deposit Insurance Corporation and which has combined capital, surplus and undivided profits of not less than \$50 million, or (C) a bank approved in writing for such purpose by the Credit Facility Provider, and the County shall have received written confirmation from such third party that it holds such securities, free and clear of any lien, as agent for the County;

(iii) a perfected first security interest under the Uniform Commercial Code, or book entry procedures prescribed at 31 C.F.R. 306.1 et seq. or 31 C.F.R. 350.0 et seq. in such securities is created for the benefit of the County;

(iv) the repurchase agreement has a term of 180 days or less, and the County or the Agent will value the collateral securities no less frequently than weekly and will liquidate the collateral securities if any deficiency in the required collateral percentage is not restored within two Business Days of such valuation; and

(v) the fair market value of the securities in relation to the amount of the repurchase obligation, including principal and interest, is equal to at least 103%;

(i) Investment agreements, the form and substance of which are specifically approved by any Credit Facility Provider; and

(j) The Local Government Surplus Funds Trust Fund administered by the State Board of Administration of Florida.

“Legally Available Non-Ad Valorem Revenues” means all available revenues and taxes of the County derived from any source whatsoever other than ad valorem taxation on real and personal property but including “operating transfers in” and appropriable fund balances within all Funds of the County over which the Board has full and complete discretion to appropriate the resources therein. As used above, “Funds” means all governmental, proprietary and fiduciary funds and accounts of the County as defined by generally accepted accounting principles.

“Maturity Date” means, with respect to any Bonds, the maturity date or dates for such Bonds set forth in the Omnibus Certificate with respect to such Bonds.

“Moody’s” means Moody’s Investors Service, Inc., and its successors and assigns.

“Official Statement” has the meaning set forth in Section 5.04.

“Omnibus Certificate” means a certificate, executed by the Finance Director and a Deputy Clerk and dated on the date of the original issuance and delivery of each series of the Bonds, setting forth the information required to be included in such Certificate by the 2010 Resolution and complying with the applicable terms and conditions of Article V.

“Opinion of Bond Counsel” means an opinion of Bond Counsel addressed to the County to the effect that, subject to customary limitations in similar types of opinions, the action proposed to be taken will not, in and of itself, cause interest on the Tax-Exempt Bonds to be includable in the gross income of the owners of such Tax-Exempt Bonds for purposes of federal income taxation and that such action is authorized or permitted by the 2010 Resolution and has been taken in accordance with the 2010 Resolution.

“Outstanding Bonds” or “Bonds Outstanding” means all Bonds which have been duly authenticated and delivered by the Registrar and Paying Agent under the 2010 Resolution, except: (i) Bonds canceled after purchase in the open market or because of payment at or redemption prior to maturity; (ii) Bonds, the lien of the 2010 Resolution in favor of which has been defeased, released and terminated in accordance with Article XVI; (iii) Bonds in lieu of which others have been authenticated under Section 4.06 or Section 4.07; and (iv) for the purpose of all consents, approvals, waivers and notices required to be obtained or given under the 2010 Resolution, Bonds held or owned by the County.

“Principal and Interest Requirements” means the respective amounts which are required in each Fiscal Year to provide:

- (A) for the payment of interest on all Bonds then Outstanding which is payable on each Interest Payment Date in such Fiscal Year;

(B) for the payment of principal of all serial Bonds then Outstanding which is payable upon the maturity of serial Bonds in such Fiscal Year; and

(C) for the payment of Sinking Fund Installments, if any, for all term Bonds then Outstanding for such Fiscal Year.

For purposes of computing (A), (B) and (C) above, any principal, interest or Sinking Fund Installments due on the first day of a Fiscal Year shall be deemed due in the preceding Fiscal Year.

For purposes of determining the amount of the Principal and Interest Requirements for any Fiscal Year, if interest on any Bonds is payable from amounts set aside irrevocably for such purpose at the time such Bonds are issued, or if principal, interest or Sinking Fund Installments are payable in whole or in part from investment earnings retained, or moneys from any source deposited, in the Debt Service Account in accordance with Article IX of the 2010 Resolution, interest, principal and Sinking Fund Installments on such Bonds shall be included in Principal and Interest Requirements only to the extent of the amount of interest, principal and Sinking Fund Installments payable in a Fiscal Year from amounts other than amounts actually on deposit in the applicable account on and as of the date of calculation.

“Project” means, collectively, the acquisition, construction, improvement and/or renovation of the Capital Assets.

“Rating Agency” means Moody’s and S&P, and any other nationally recognized rating service which, at the request of the County, shall have provided a rating on any Outstanding Bonds.

“Rating Category” means one of the general rating categories of Moody’s or S&P, without regard to any refinement or gradation of such rating category by a numerical modifier or otherwise.

“Rebate Amount” means the excess of the future value, as of a computation date, of all receipts on nonpurpose investments (as defined in Section 1.148-1(b) of the Income Tax Regulations) over the future value, as of that date, of all payments on nonpurpose investments, taking into account all permitted credits, all as provided in the Income Tax Regulations implementing Section 148 of the Code.

“Record Date” means with respect to each Interest Payment Date, the close of business on the fifteenth (15th) calendar day, whether or not a Business Day, of the month immediately preceding such Interest Payment Date.

“Recovery Zone Economic Development Bonds (Direct Payment)” shall have the meaning ascribed thereto in IRS Notice 2009-26 published in Internal Revenue Bulletin 2009-16 dated April 20, 2009.”

“Redemption Price” means, with respect to the Bonds, the principal amount of Bonds to be redeemed plus the applicable premium, if any, payable upon redemption thereof pursuant to the 2010 Resolution.

“Refundable Credit Payments” means the credit payments received by the County from the United States Department of the Treasury pursuant to the provisions of Section 54AA, Section 6431(b) and Section 1400U-2 of the Code in an amount equal to thirty-five percent (35%) of the interest payable by the County on any Build America Bonds (Direct Payment) and forty-five percent (45%) of the interest payable by the County on any Recovery Zone Economic Development Bonds (Direct Payment), or such rate as may be in effect under the Code at the time of issuance of the Bonds.

“Registrar and Paying Agent” means the Registrar and Paying Agent appointed pursuant to Section 5.03 and acting from time to time pursuant to Article XII.

“Registrar and Paying Agent Agreement” means the Registrar and Paying Agent Agreement to be entered into by and between the County and the Registrar and Paying Agent, and all modifications, alterations, amendments and supplements thereto.

“Representation Letter” means the Blanket Issuer Letter of Representations from the County to DTC.

“Reserve Account” means the account created and so designated by Section 9.01.

“Reserve Account Requirement” means the amount, if any, as designated by the Finance Director in the Omnibus Certificate, in consultation with the Financial Advisor and Bond Counsel, that is to be deposited into the Reserve Account (in cash or with a Reserve Facility, or a combination thereof), concurrently with the issuance of the Bonds.

“Reserve Facility” means each and every municipal bond insurance policy, surety bond, guaranty, letter of credit or similar financial product obtained by the County with respect to any Bonds, from an entity that is rated in one of the two highest rating categories by the Rating Agencies and which financial product provides for the payment of principal and interest on such Bonds in amounts not greater than the Reserve Account Requirement for such Bonds in the event of an insufficiency of available moneys to pay when due principal of and interest on such Bonds.

“Rule” means Rule 15c2-12 of the United States Securities and Exchange Commission, as in effect from time to time, and any successor provisions to such rule.

“S&P” means Standard & Poor’s Ratings Services, a division of the McGraw-Hill Companies, Inc., and its successors and assigns.

“Sinking Fund Installment” means, with respect to term Bonds, the principal amount fixed to be redeemed, or otherwise retired, on April 1 of a Fiscal Year.

“State” means the State of Florida.

“Tax Certificate” means with respect to Tax-Exempt Bonds, an Arbitrage Certificate dated the date of original issuance of each series of the Bonds executed by the County regarding, among other things, restrictions related to rebate of arbitrage earnings to the United States of America and (i) with respect to Tax-Exempt Bonds, the restrictions prescribed by the Code in order for interest on the Bonds to remain excludable from gross income for federal income tax purposes, and (ii) with respect to Build America Bonds (Direct Payment) and Recovery Zone Economic Development Bonds (Direct Payment), the restrictions prescribed by the Code in order for the County to receive the Refundable Credit Payments.

“Tax-Exempt Bonds” means Bonds the interest on which is intended on the date of issuance thereof to be excludable from gross income of the holders thereof for federal income tax purposes.

“Taxable Bonds” means Bonds the interest on which is intended on the date of issuance thereof to be included in gross income of the holders thereof for federal income tax purposes.

“Underwriters” means the underwriters identified in and party to the Bond Purchase Agreement.

Section 1.02 Rules of Construction. Words of the masculine or feminine gender shall be deemed and construed to include correlative words of the feminine or masculine and neuter genders. Unless the context shall otherwise indicate, the words “Beneficial Owner”, “Bond”, “Bondholder”, “Holder”, “Owner”, “Registered Owner”, “person”, “firm” and “corporation” shall include the plural as well as the singular number, and the word “person” shall include corporations, firms, associations and public bodies, as well as natural persons.

Terms used which are relevant to the provisions of the Code but which are not defined in the 2010 Resolution shall have the meanings given to them in the Code, unless the context indicates another meaning.

ARTICLE II

AUTHORITY, RECITALS AND FINDINGS

Section 2.01 Authority. This Resolution is adopted pursuant to the provisions of the Act and the Ordinance.

Section 2.02 Recitals. The recitals contained in the "WHEREAS" clauses are incorporated in the 2010 Resolution as findings and the attached County Manager's Memorandum is approved and incorporated in the 2010 Resolution.

Section 2.03 Findings. The Board, in accordance with the Act and Section 218.385, Florida Statutes, as amended, finds, determines and declares as follows:

(A) The Financial Advisor has recommended to the County that the Bonds be issued through a negotiated sale due to: (i) the desirability of preserving maximum flexibility in structuring the Bonds to meet areas of investor demand, (ii) the desirability of undertaking extensive pre-marketing efforts in order to achieve more effective pricing results, and (iii) the desirability of preserving the flexibility of issuing the Bonds on a traditional tax-exempt basis, as Build America Bonds (Direct Payment), as Recovery Zone Economic Development Bonds (Direct Payment) or in some combination of the foregoing. Based upon the recommendation of the Financial Advisor, the County Manager has determined that the negotiated sale of the Bonds in one or more series to the Underwriters is in the best interest of the County and has recommended to the Board that the County sell

the Bonds in one or more series by negotiated sale. The Board accepts the recommendation of the County Manager.

(B) The sale and issuance of the Bonds and the use of the proceeds of the Bonds, as provided in the 2010 Resolution, serve a proper public purpose.

(C) The Board has determined that it is in the best interest of the County to accept the offer of the Underwriters to purchase the Bonds in one or more series at a negotiated sale but only upon the terms and conditions set forth in the 2010 Resolution or as may be determined by the Finance Director in accordance with the terms of the 2010 Resolution and set forth in the Bond Purchase Agreement and the Omnibus Certificate.

(D) The authority granted to the Finance Director with regard to the issuance of the Bonds as provided in the 2010 Resolution is necessary to the proper and efficient implementation of the provisions of the 2010 Resolution in order to achieve the maximum flexibility in the marketplace.

Section 2.04 Expression of Intent; Expenditures to be Reimbursed.

(A) The County reasonably expects to use a portion of the proceeds of the Bonds to reimburse itself for all expenditures described herein made with other legally available funds of the County pursuant to an official intent resolution previously adopted by the Board and in certificates signed by the Finance Director pursuant to such resolutions (the "Advanced Funds"). The 2010 Resolution is a supplemental declaration of the official intent of the County in that regard, within the contemplation of Section 1.150-2 of the Income Tax Regulations.

(B) All of the expenditures initially to be made with the Advanced Funds and then to be reimbursed by the County from proceeds of the Bonds will be for costs of the

Project of a type constituting capital expenditures or preliminary expenditures relating to the Project or costs of issuing the Bonds.

ARTICLE III

AUTHORIZATION OF THE PROJECT AND BONDS

Section 3.01 Authorization of Project. The financing of the Project is hereby authorized.

Section 3.02 Authorization of Bonds. Subject and pursuant to the provisions of the 2010 Resolution and the Ordinance, the Board authorizes the issuance of the Bonds to be designated as "Miami-Dade County, Florida Capital Asset Acquisition Special Obligation Bonds, Series 2010", in one or more series, each in such original aggregate principal amount as shall be determined by the Finance Director, after consultation with the Financial Advisor and Bond Counsel, and set forth in the Omnibus Certificate; provided that the aggregate principal amount of Bonds shall not exceed \$107,000,000. The Bonds shall be issued for the purposes of providing funds, together with any other legally available funds, to (i) finance all or a part of the Cost of the Project; (ii) make a deposit to the Reserve Account for the Bonds, including through the deposit of a Reserve Facility or Facilities, if any; and (iii) pay costs of issuance relating to the Bonds, including premiums for any Credit Facilities and/or Reserve Facilities, if there is an economic benefit as provided in Section 5.05 of the 2010 Resolution. Notwithstanding anything in the 2010 Resolution to the contrary, the Bonds shall not be issued and delivered until the conditions specified in Section 5.01, as applicable, have been satisfied.

ARTICLE IV

TERMS AND FORM OF BONDS

Section 4.01 Terms of Bonds. The Bonds shall be dated as of the date of their delivery, shall bear interest from such date, at the rates and shall mature on the Maturity Dates, set forth in

the Bond Purchase Agreement and in the Omnibus Certificate for each such series of the Bonds, as approved by the Finance Director in accordance with the 2010 Resolution. Such Omnibus Certificate shall also designate and irrevocably elect which of the Bonds of each such series of the Bonds, if any, shall be issued as Build America Bonds (Direct Payment) or Recovery Zone Economic Development Bonds (Direct Payment). In making any such designation and irrevocable election, the Finance Director, after consultation with the Financial Advisor, shall demonstrate in the Omnibus Certificate that there is an economic benefit to the County to making such designation and irrevocable election. The Bonds shall be issued in Authorized Denominations.

Principal of and premium, if any, on the Bonds shall be payable upon presentation and surrender at the designated corporate trust office of the Registrar and Paying Agent. Interest on the Bonds shall be paid by check or draft drawn upon the Registrar and Paying Agent and mailed to the registered owners of the Bonds at the addresses as they appear on the registration books held by the Registrar and Paying Agent at the close of business on the Record Date, irrespective of any transfer or exchange of such Bonds subsequent to such Record Date and prior to the Interest Payment Date; provided, however, that (i) so long as the ownership of such Bonds are maintained in a Book-Entry Only System by a securities depository, such payment shall be made by automatic funds transfer ("wire") to such securities depository or its nominee and (ii) if such Bonds are not maintained in a Book-Entry Only System by a securities depository, upon written request of the registered owner of \$1,000,000 or more in principal amount of Bonds delivered to the Registrar and Paying Agent at least fifteen (15) days prior to an Interest Payment Date, interest may be paid when due by wire in immediately available funds to the bank account number of a bank within the continental United States designated in writing by such registered owner to the Registrar and Paying Agent, on a form acceptable to it. Any such written election may state that it will apply to all subsequent payments

due with respect to the Bonds held by such registered owner until a subsequent written notice is filed. If and to the extent, however, the County fails to make payment or provision for payment on any Interest Payment Date of interest on any Bond, 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 mailed by the Registrar and Paying Agent to the registered owners of such Bonds not less than fifteen (15) days preceding such special record date. Such notice shall be mailed to the persons in whose name such Bonds are registered at the close of business on the fifth (5th) day preceding the date of mailing.

The County shall appoint such registrars, paying agents, transfer agents, depositaries or other agents as shall be necessary to cause the registration, registration of transfer and reissuance of the Bonds within a commercially reasonable time according to the then current industry standards.

The registered owner of any Bond shall be deemed and regarded as the absolute owner of such Bond for all purposes of the 2010 Resolution. Payment of or on account of the debt service on any Bond shall be made only to or upon the order of that registered owner or such registered owner's attorney-in-fact duly authorized in writing in the manner permitted by law, and neither the County nor the Registrar and Paying Agent shall be affected by notice to the contrary. All payments made as described in the 2010 Resolution shall be valid and effective to satisfy and discharge the liability upon that Bond, including without limitation, the interest on that Bond, to the extent of the amount or amounts so paid.

The principal of, premium, if any, and interest on the Bonds shall be payable in any currency of the United States of America which, at the respective dates of payment thereof, is legal tender for the payment of public and private debts.

The payment of the principal of, premium, if any, and interest on the Bonds shall be secured equally and ratably only by a pledge of and lien on the Covenant Revenues and the accounts created under the 2010 Resolution, all in the manner and to the extent provided in the 2010 Resolution.

Section 4.02 Execution of Bonds. The Bonds shall be executed for and on behalf of the County by the facsimile or manual signature of the County Mayor and attested with a facsimile or manual signature of the Clerk and the imprint or reproduction of the official seal of the Board. The Bonds shall also be authenticated as provided in Section 4.03. In case any officer whose signature shall appear on any Bonds shall cease to be such officer before the delivery of such Bonds, such signature or facsimile shall nevertheless be valid and sufficient for all purposes the same as if he had remained in office until such delivery. Any Bonds may be signed and sealed on behalf of the County by such person who at the actual time of the execution of such Bonds shall hold the proper office with the County, although on the date of adoption of the 2010 Resolution such person may not have held such office or may not have been so authorized. The execution and delivery of the Bonds substantially in the manner mentioned above are authorized and such execution and delivery as described above shall be conclusive evidence of the Board's approval.

Section 4.03 Authentication of Bonds.

(A) No Bond shall be valid or obligatory for any purpose or entitled to any security or benefit under the 2010 Resolution unless and until a certificate of authentication (a "Certificate of Authentication") on such Bond substantially in the form included in Exhibit B shall have been duly executed by the Registrar and Paying Agent, and such executed certificate of the Registrar and Paying Agent upon any such Bond shall be conclusive evidence that such Bond has been authenticated and delivered under the 2010

Resolution. The Certificate of Authentication on any Bond shall be deemed to have been duly executed if signed by an authorized officer of the Registrar and Paying Agent, but it shall not be necessary that the same officer sign the Certificate of Authentication on all of the Bonds issued under the 2010 Resolution.

(B) The Registrar and Paying Agent is authorized and directed, upon receipt of instructions from the Finance Director, to execute the Certificate of Authentication on each of the Bonds and to deliver such Bonds to or upon the order of the Underwriters named in the Bond Purchase Agreement, upon payment of the purchase price for the Bonds and upon compliance with the other requirements for delivery of Bonds set forth herein.

Section 4.04 Form of Bonds and Temporary Bonds. Bonds shall be substantially in the form set forth in Exhibit B hereto with such appropriate variations, omissions and insertions as are permitted or required by the 2010 Resolution or deemed necessary or desirable by the County. Bonds shall be numbered from one upward preceded by the letter "R" prefixed to the number.

Bonds may be initially issued in temporary form exchangeable for definitive Bonds when ready for delivery. The temporary Bonds shall be of such denomination or denominations as may be determined by the County, and may contain such reference to any of the provisions of the 2010 Resolution as may be appropriate. Every temporary Bond shall be executed by the County and shall be authenticated by the Registrar and Paying Agent upon the same conditions and in substantially the same manner as the definitive Bonds. If the County issues temporary Bonds it will execute and furnish definitive Bonds without delay and thereupon the temporary Bonds may be surrendered for cancellation in exchange therefor at the designated corporate trust office of the Registrar and Paying Agent and the Registrar and Paying Agent shall authenticate and deliver in exchange for such temporary Bonds an equal aggregate principal amount of definitive Bonds of

Authorized Denominations as the temporary Bonds surrendered. Until so exchanged, the temporary Bonds shall be entitled to the same benefits under the 2010 Resolution as definitive Bonds authenticated and delivered under the 2010 Resolution.

Section 4.05 Book-Entry Bonds.

(A) Except as provided in subsection (C) below, the Holder of all of the Bonds shall be DTC and the Bonds shall be registered in the name of Cede & Co., as nominee for DTC. Payment of interest for any Bond registered in the name of Cede & Co. shall be made by wire transfer of same day funds to the account of Cede & Co. on the Interest Payment Date for the Bonds at the address indicated for Cede & Co. in the registration books of the County kept by the Registrar and Paying Agent.

(B) The Bonds shall be initially issued in the form of a separate single authenticated fully registered certificate for each interest rate and maturity of each series of the Bonds. Upon initial issuance, the ownership of such Bonds shall be registered in the registration books of the County kept by the Registrar and Paying Agent in the name of Cede & Co., as nominee for DTC. So long as Cede & Co., as nominee for DTC, is the registered owner of the Bonds, the County and the Registrar and Paying Agent shall treat Cede & Co., as nominee for DTC, as the sole and exclusive Holder of the Bonds registered in its name for the purposes of payment of the principal of, Redemption Price or interest on the Bonds; any notice permitted or required to be given to Bondholders under the 2010 Resolution; registering the transfer of Bonds; obtaining any consent or other action to be taken by Holders of the Bonds and for all other purposes whatsoever; and neither the County nor the Registrar and Paying Agent shall be affected by any notice to the contrary. The Registrar and Paying Agent shall pay all principal of, and redemption premium, if any,

and interest on the Bonds only to or "upon the order of" DTC (as that term is used in the Uniform Commercial Code as adopted in Florida), and all such payments shall be valid and effective to fully satisfy and discharge the County's obligations with respect to the principal of, and redemption premium, if any, and interest on the Bonds to the extent of the sum or sums so paid. Except as otherwise provided in subsection (C) below, no person other than DTC shall receive an authenticated Bond certificate evidencing the obligation of the County to make payments of principal of, Sinking Fund Installments and redemption premium, if any, and interest pursuant to the 2010 Resolution. Upon delivery by DTC to the Registrar and Paying Agent of written notice to the effect that DTC has determined to substitute a new nominee in place of Cede & Co., and subject to the provisions of the 2010 Resolution with respect to transfers of Bonds, the term "Cede & Co." in the 2010 Resolution shall refer to such new nominee of DTC.

(C) In the event the County determines that it is in the best interest of the Beneficial Owners that they be able to obtain Bond certificates, the County may notify DTC and the Registrar and Paying Agent, whereupon DTC will notify the DTC Participants, of the availability through DTC of Bond certificates. In such event, the County shall prepare and shall execute and the Registrar and Paying Agent shall authenticate, transfer and exchange Bond certificates as requested by DTC in appropriate amounts within the guidelines set forth in the 2010 Resolution. DTC may determine to discontinue providing its services with respect to the Bonds at any time by giving written notice to the County and the Registrar and Paying Agent and discharging its responsibilities with respect thereto under applicable law. Under such circumstances (if there is no successor securities depository), the County and the Registrar and Paying Agent

shall be obligated to deliver Bond certificates as described herein. In the event Bond certificates are issued, the provisions of the 2010 Resolution shall apply to, among other things, the transfer and exchange of such certificates and the method of payment of principal of, redemption premium, if any, and interest on such certificates. Whenever DTC requests the County and the Registrar and Paying Agent to do so, the County will direct the Registrar and Paying Agent to cooperate with DTC in taking appropriate action after reasonable notice (i) to make available one or more separate certificates evidencing the Bonds to any DTC Participant having Bonds credited to its DTC account; or (ii) to arrange for another securities depository to maintain custody of certificates evidencing the Bonds.

(D) NEITHER THE COUNTY NOR THE REGISTRAR AND PAYING AGENT WILL HAVE ANY RESPONSIBILITY OR OBLIGATION TO THE DTC PARTICIPANTS OR THE BENEFICIAL OWNERS WITH RESPECT TO (1) THE ACCURACY OF ANY RECORDS MAINTAINED BY DTC OR ANY DTC PARTICIPANT; (2) THE PAYMENT BY DTC OR ANY DTC PARTICIPANT OF ANY AMOUNT DUE TO ANY BENEFICIAL OWNER IN RESPECT OF THE PRINCIPAL AMOUNT, SINKING FUND INSTALLMENT FOR, REDEMPTION PRICE OF OR INTEREST ON THE BONDS; (3) THE DELIVERY OR TIMELINESS OF DELIVERY BY DTC OR ANY DTC PARTICIPANT OF ANY NOTICE DUE TO ANY BENEFICIAL OWNER WHICH IS REQUIRED OR PERMITTED UNDER THE TERMS OF THE 2010 RESOLUTION TO BE GIVEN TO BONDHOLDERS; (4) THE SELECTION OF THE BENEFICIAL OWNERS TO RECEIVE PAYMENT IN THE EVENT OF ANY PARTIAL REDEMPTION OF THE BONDS; OR (5) ANY CONSENT

GIVEN OR OTHER ACTION TAKEN BY DTC, OR ITS NOMINEE CEDE & CO., AS REGISTERED OWNER.

SO LONG AS CEDE & CO IS THE REGISTERED OWNER OF THE BONDS, AS NOMINEE OF DTC, REFERENCES HEREIN TO THE BONDHOLDERS OR REGISTERED HOLDERS OF THE BONDS SHALL MEAN CEDE & CO. AND SHALL NOT MEAN THE BENEFICIAL OWNERS OF THE BONDS.

Section 4.06 Mutilated, Lost, Stolen and Destroyed Bonds. In the event any temporary or definitive Bond is mutilated, lost, stolen or destroyed, the County may execute and the Registrar and Paying Agent may authenticate, date and deliver a new Bond of like series, form, date and denomination as that of the mutilated, lost, stolen or destroyed Bond; provided that, in the case of any mutilated Bond, such mutilated Bond shall first be surrendered to the County, and in the case of any lost, stolen or destroyed Bond, there shall be first furnished to the County and the Registrar and Paying Agent evidence of such loss, theft or destruction satisfactory to the County and the Registrar and Paying Agent, together with indemnity satisfactory to them. In the event any such Bond shall have matured and if the evidence and indemnity described above has been provided by the Bondholder, instead of issuing a duplicate Bond the County may pay the same without requiring surrender of such Bond. The County and the Registrar and Paying Agent may charge the Holder or owner of such Bond their reasonable fees and expenses in this connection.

Section 4.07 Transfer and Exchange of Bonds; Persons Treated as Owners. The County shall cause the Bond Register to be kept at the designated corporate trust office of the Registrar and Paying Agent, which is hereby constituted and appointed the registrar of the County. Upon surrender for transfer of any Bond at the designated corporate trust office of the Registrar and Paying Agent, duly endorsed by, or accompanied by a written instrument or instruments of transfer

in form satisfactory to the Registrar and Paying Agent and duly executed by, the registered owner or the attorney of such owner duly authorized in writing with signature guaranteed by a member firm of STAMP, SEMP or MSP signature guaranty medallion program, the County shall execute and the Registrar and Paying Agent shall authenticate, date and deliver in the name of the transferee or transferees a new Bond or Bonds of the same series and maturity, of Authorized Denominations, for the same aggregate principal amount and of like tenor. Any Bond or Bonds may be exchanged at said office of the Registrar and Paying Agent for the same aggregate principal amount of Bonds of the same series and maturity, of other Authorized Denominations and of like tenor. The execution by the County of any Bond shall constitute full and due authorization of such Bond and the Registrar and Paying Agent shall thereby be authorized to authenticate, date and deliver such Bond.

The Registrar and Paying Agent shall not be required to register the transfer of or exchange any Bond after the mailing of notice calling such Bond or portion thereof for redemption has occurred as provided in the 2010 Resolution, or during the period of fifteen (15) days next preceding the giving of notice calling any Bonds for redemption.

The person in whose name any Bond shall be registered shall be deemed and regarded as the absolute owner of such Bond for the purpose of receiving payment of or on account of principal of such Bond and premium, if any, thereon and interest due thereon and for all other purposes and neither the County, any Credit Facility Provider nor the Registrar and Paying Agent shall be affected by any notice to the contrary, but such registration may be changed as provided in the 2010 Resolution. All such payments shall be valid and effective to satisfy and discharge the liability upon such Bond to the extent of the sum or sums so paid.

Any Bond surrendered for the purpose of payment or retirement or for exchange or transfer or for replacement pursuant to Section 4.04 or Section 6.08, shall be canceled upon surrender of such Bond to the Registrar and Paying Agent. Certification of Bonds canceled by the Registrar and Paying Agent shall be made to the County. Canceled Bonds may be destroyed by the Registrar and Paying Agent unless written instructions to the contrary are received from the County.

The County and the Registrar and Paying Agent may charge each Bondholder requesting an exchange, change in registration or registration of transfer a sum not exceeding the actual cost of any tax, fee or other governmental charge required to be paid with respect to such exchange, registration or transfer, except in the case of the issuance of a definitive Bond for a temporary Bond and except in the case of the issuance of a Bond or Bonds for the unredeemed portion of a Bond surrendered for redemption pursuant to the provisions of Section 6.08.

Section 4.08 Use of Proceeds of the Bonds. Subject to the provisions of the Ordinance, the proceeds received from the sale of each series of the Bonds shall be applied as follows, all as set forth in the Omnibus Certificate for each such series:

(A) The amount which, together with any funds provided by the County, shall be necessary to make the funds on deposit in the Reserve Account equal the Reserve Account Requirement, shall be deposited in the Reserve Account; provided, however, that if a Reserve Facility is provided to satisfy the Reserve Account Requirement, in lieu of making such deposit, proceeds from the sale of the Bonds or any legally available funds provided by the County shall be used to pay the premium on such Reserve Facility.

(B) The amount as designated by the Finance Director in the Omnibus Certificate as needed to pay the cost of acquisition, construction, improvement and/or renovation of the Capital Assets shall be deposited into the Acquisition Account (including

any subaccounts therein created pursuant to the Omnibus Certificate) and shall be used and applied in accordance with Section 7.03.

(C) The balance of the proceeds from the sale of the Bonds shall be deposited in the Cost of Issuance Account created pursuant to Section 7.01 (including any subaccounts therein created pursuant to the Omnibus Certificate) and disbursed by the County upon receipt of appropriate invoices, with any surplus remaining therein after all costs of issuance have been paid being transferred to the Acquisition Account.

ARTICLE V

AWARD OF BONDS; CERTAIN DOCUMENTS

Section 5.01 Award of Bonds. The Finance Director is authorized, after consultation with the Financial Advisor, the County Attorney and Bond Counsel, to approve the terms of each series of the Bonds not set forth in the 2010 Resolution, such approval to be evidenced by the terms and provisions set forth in the Omnibus Certificate, including, without limitation, the aggregate principal amount of the Bonds, whether the Bonds shall be issued as Tax-Exempt and/or Taxable Bonds, the number of series of Bonds to be issued and the series designations, the dated date of the Bonds, the first Interest Payment Date, the interest rate or rates, the purchase price, the optional and mandatory redemption terms of the Bonds, whether the Bonds shall be serial bonds or term bonds or any combination thereof, the Maturity Dates, the maturity amounts as to serial bonds and amortization requirements as to term bonds, provided, however, that in no event shall: (i) the aggregate principal amount of the Bonds exceed \$107,000,000; (ii) any series of the Bonds sold to the Underwriters at one time be sold to the Underwriters at a purchase price less than 96% of the original aggregate principal amount of such series of the Bonds (including original issue discount and original issue premium); (iii) the true interest cost rate (the "TIC") of any series issued as

Tax-Exempt Bonds and sold to the Underwriters at any one time shall not exceed 6.30% and the TIC of any series of Bonds issued as Build America Bonds (Direct Payment) or Recovery Zone Economic Development Bonds (Direct Payment) and sold to the Underwriters at any one time shall not exceed 8.80% calculated without regard to any Refundable Credit Payments expected to be received with respect to such Bonds issued as Build America Bonds (Direct Payment) or Recovery Zone Economic Development Bonds (Direct Payment), which will reduce the interests payments due from the County; or (iv) the final maturity of the Bonds exceed forty (40) years from the dated date of the Bonds.

Section 5.02 Approval of Bond Purchase Agreement and Authorization to Award the Sale of the Bonds. The Board approves the Bond Purchase Agreement in substantially the form filed with the Clerk's Office as Exhibit C to the 2010 Resolution, with such variations, omissions, insertions and filling in of blanks as the Finance Director, after consultation with the Financial Advisor, Bond Counsel and the County Attorney, shall deem necessary or desirable and approve in accordance with the terms of the 2010 Resolution. Upon compliance by the Underwriters with the requirements of Section 218.385, Florida Statutes, as amended, the Finance Director is authorized and directed to finalize the terms of, execute and deliver to the Underwriters the Bond Purchase Agreement. The Board approves the negotiated sale of the Bonds to the Underwriters upon the final terms and conditions in the 2010 Resolution and as set forth in the Bond Purchase Agreement. The aggregate principal amounts, maturities, interest rates, prices, redemption provisions and other terms of the Bonds, as more fully described in the Bond Purchase Agreement shall be established by the Finance Director within the parameters set forth in Section 5.01. The execution and delivery of the Bond Purchase Agreement by the Finance Director shall be conclusive

evidence of the Board's approval of any such variations, omissions, insertions and filling in of blanks.

Section 5.03 Authorization for Appointment of Registrar and Paying Agent. The Finance Director is authorized to designate in the Omnibus Certificate the Registrar and Paying Agent in accordance with Section 12.02.

Section 5.04 Approval of the Preliminary Official Statement and Official Statement. The Preliminary Official Statement in connection with the issuance of the Bonds substantially in the form of the Preliminary Official Statement attached as Exhibit D to the 2010 Resolution, and its distribution, with such changes, modifications, insertions and omissions as may be deemed necessary or desirable by the Finance Director, with the approval of the County Attorney, Bond Counsel and Disclosure Counsel and after consultation with the Financial Advisor, is approved. The Finance Director, after consultation with Disclosure Counsel, is authorized to deem the Preliminary Official Statement "final" for the purposes of the Rule. The Finance Director is authorized and directed to deliver the final Official Statement (the "Official Statement") in connection with the offering and sale of the Bonds in the name and on behalf of the County. The final Official Statement shall be substantially in the form of the Preliminary Official Statement, with such changes, modifications, insertions and omissions as may be determined by the Finance Director, with the approval of the County Attorney, Bond Counsel and Disclosure Counsel and after consultation with the Financial Advisor, with the delivery of the Official Statement by the Finance Director, on behalf of the County, being conclusive evidence of the Board's approval of any such changes, modifications, insertions and omissions and authorization of its use and distribution. The Finance Director, after consultation with Bond Counsel, Disclosure Counsel and the County Attorney, is authorized to make any necessary or appropriate certifications to the

Underwriters regarding a near final or deemed final Official Statement, if and to the extent required by the Rule. The use and distribution by the Underwriters of the Preliminary Official Statement and Official Statement in connection with the offering and sale of the Bonds is authorized.

Section 5.05 Credit Facilities and Reserve Facilities. If the Finance Director demonstrates, after consultation with the Financial Advisor, that there is an economic benefit to the County to obtain and pay for one or more Credit Facilities and/or Reserve Facilities, the Finance Director is authorized to secure one or more Credit Facilities and/or Reserve Facilities with respect to any or all of the Bonds and to execute and deliver any agreements, instruments or certificates for or on behalf of the County as may be necessary to secure such Credit Facilities and/or Reserve Facilities, with the Finance Director's execution of any such agreements, instruments or certificates to be conclusive evidence of their approval by the Board. Any such agreements, instruments or certificates shall supplement and be in addition to the provisions of the 2010 Resolution. The Finance Director is authorized to provide for the payment of any premiums on or fees for such Credit Facilities and/or Reserve Facilities from the proceeds of the issuance of the Bonds.

ARTICLE VI

REDEMPTION OF BONDS

Section 6.01 Make-Whole Optional Redemption. The Bonds issued as Build America Bonds (Direct Payment) or Recovery Zone Economic Development Bonds (Direct Payment), if any, are subject to make-whole optional redemption, in whole or in part, at the election or direction of the County, in its sole discretion, at any time prior to commencement of the period established

for optional redemption pursuant to Section 6.02 at a redemption price as set forth in the Omnibus Certificate.

Section 6.02 Optional Redemption. The Bonds shall be subject to redemption prior to maturity at the election or direction of the County in such manner and at such times as set forth in the Omnibus Certificate.

Section 6.03 Extraordinary Optional Redemption. The Bonds issued as Build America Bonds (Direct Payment) or Recovery Zone Economic Development Bonds (Direct Payment), if any, are subject to redemption prior to maturity at the election or direction of the County, in whole or in part, on any Business Day, upon the occurrence of an Extraordinary Event and at a redemption price as set forth in the Omnibus Certificate. An "Extraordinary Event" will have occurred if a material adverse change has occurred to Section 54AA, Section 6431(b) or Section 1400U-2 of the Code, or such other provisions of the Code as may be applicable, pursuant to which the Refundable Credit Payments are reduced or eliminated.

Section 6.04 Mandatory Sinking Fund Redemption; Credits. The Bonds shall be subject to redemption, in part, through application of such Sinking Fund Installments as may be required in the Omnibus Certificate delivered to the Registrar and Paying Agent at the Redemption Price of one hundred percent (100%) of the principal amount of each Bond or portion thereof to be redeemed, plus accrued interest, if any, to the date of redemption.

There shall be credited against and in satisfaction of any Sinking Fund Installment payable on any date for the Bonds the principal amount of the Bonds entitled to such Sinking Fund Installment: (A) purchased with moneys in the Debt Service Account and cancelled by the Registrar and Paying Agent; (B) redeemed at the option of the County pursuant to Section 6.01 or Section 6.02; (C) purchased by the County and delivered to the Registrar and Paying Agent for

cancellation; and (D) deemed to have been paid in accordance with Article XVI. Bonds redeemed at the option of the County, purchased by the County or deemed to have been paid in accordance with Article XVI shall be applied in satisfaction, in whole or in part, of one or more Sinking Fund Installments payable with respect to such Bonds on such dates as the County shall specify in a written direction delivered to the Registrar and Paying Agent at least twenty (20) days prior to the earliest date on which notice of redemption of such Bonds entitled to such Sinking Fund Installment may be given by the Registrar and Paying Agent and the Sinking Fund Installment payable with respect to such Bonds on each date specified in such direction shall be reduced by the principal amount of the Bonds so purchased, redeemed or deemed to have been paid in accordance with Article XVI to be applied in satisfaction of such Sinking Fund Installment as set forth in such direction.

Section 6.05 Selection of Bonds to be Redeemed. In the case of optional redemptions of Bonds, other than Bonds issued as Build America Bonds (Direct Payment) or Recovery Zone Economic Development Bonds (Direct Payment), the County shall select the series and maturities of the Bonds to be redeemed. If less than all of the Outstanding Bonds, other than Bonds issued as Build America Bonds (Direct Payment) or Recovery Zone Economic Development Bonds (Direct Payment), of like series and maturity are to be redeemed pursuant to Section 6.04, such Bonds shall be selected by the Registrar and Paying Agent by lot, using such method of selection as the Registrar and Paying Agent shall consider proper in its discretion. In the case of redemptions of less than all of the Bonds issued as Build America Bonds (Direct Payment) or Recovery Zone Economic Development Bonds (Direct Payment), such Bonds shall be selected by the Registrar and Paying Agent on a pro rata basis; provided, however, that if the Bonds are registered in the

name of Cede & Co., as nominee for DTC, pursuant to Section 4.05, such Bonds shall be selected in accordance with the procedures established by DTC.

Section 6.06 Notice of Redemption. So long as a Book-Entry Only System with DTC is used for determining beneficial ownership of the Bonds, notices of redemption shall be provided to Cede & Co. in accordance with DTC procedures. In the event that a Book-Entry Only System with DTC is not used for determining beneficial ownership of the Bonds, the following provisions shall apply:

(A) The Registrar and Paying Agent shall provide notice of the call for any redemption required under the 2010 Resolution, identifying the Bonds to be redeemed, by first class mail, postage prepaid, to the registered owners of Bonds to be redeemed at their addresses as shown on the Bond Register not less than twenty (20) days prior to the redemption date.

(B) Each such notice of redemption shall state the date fixed for redemption, the name and address of the Registrar and Paying Agent, the Redemption Price to be paid, and, if less than all of the Bonds then Outstanding shall be called for redemption, the distinctive numbers and letters, including CUSIP numbers, of the Bonds to be redeemed and, in the case of Bonds to be redeemed in part only, the portion of the principal amount of the Bonds to be redeemed. If any Bond is to be redeemed in part only, the notice of redemption which relates to such Bond shall also state that, on or after the redemption date, upon surrender of such Bond, a new Bond or Bonds in a principal amount equal to the unredeemed portion of such Bond will be issued.

(C) In the case of an optional redemption pursuant to Section 6.01 or Section 6.02, unless the County shall have paid or caused to be paid to the Registrar and Paying

Agent an amount which, in addition to other amounts legally available therefor and held by the Registrar and Paying Agent, is sufficient to redeem all of the Bonds to be redeemed on the redemption date at the Redemption Price, the notice of redemption shall be captioned "Conditional Notice of Redemption" and shall state that: (i) the redemption is conditioned on the receipt of moneys for such redemption by the Registrar and Paying Agent on or prior to the redemption date, (ii) the County retains the right to rescind such notice on or prior to the scheduled redemption date, and (iii) such notice and optional redemption shall be of no effect if such moneys are not so deposited or if the notice is rescinded as described in this Section 6.06 (C). Any conditional notice of redemption may be rescinded at any time prior to the redemption date if the County delivers a written direction to the Registrar and Paying Agent directing the Registrar and Paying Agent to rescind the redemption notice. In the event that a conditional notice of redemption is given and either (i) the redemption has been rescinded, or (ii) moneys sufficient to pay the Redemption Price are not timely received by the Registrar and Paying Agent, then the redemption for which such notice was given shall not be undertaken and the related Bonds shall remain Outstanding, and neither the rescission nor the failure by the County to make such funds available shall constitute an Event of Default. The Registrar and Paying Agent shall give immediate notice to the affected Bondholders that the redemption did not occur and that the Bonds called for redemption and not so paid remain Outstanding.

(D) Failure to give notice in the manner prescribed under the 2010 Resolution with respect to any Bond, or any defect in such notice, shall not affect the validity of the proceedings for redemption for any Bond with respect to which notice was properly given. The Registrar and Paying Agent shall redeem, in the manner provided in this Article VI, an

aggregate principal amount of the Bonds properly called for redemption at the applicable Redemption Price as will exhaust as nearly as practicable the funds held for such purpose. Moneys held on deposit by the Registrar and Paying Agent for redemption of Bonds pursuant to this Article VI shall either be held uninvested by the Registrar and Paying Agent or, at the written direction of the County, shall be invested in Government Obligations until needed for redemption payout.

(E) If any Bond is transferred or exchanged on the Bond Register by the Registrar and Paying Agent after notice has been given calling such Bond for redemption, the Registrar and Paying Agent will attach a copy of such notice to the Bond issued in connection with such transfer.

Section 6.07 Effect of Calling for Redemption. On the date so designated for redemption, notice having been given in the manner provided in Section 6.06, the Bonds so called for redemption shall become and be due and payable at the Redemption Price provided for redemption of such Bonds on such date, and moneys for payment of the Redemption Price being held in a separate account of the Registrar and Paying Agent in trust for the Holders of the Bonds to be redeemed, all as provided in the 2010 Resolution, interest on the Bonds so called for redemption shall cease to accrue, such Bonds shall not be deemed Outstanding for purposes of the 2010 Resolution and shall cease to be entitled to any lien, benefit or security under the 2010 Resolution, and the registered owners of such Bonds shall have no rights in respect thereof except to receive payment of the Redemption Price thereof.

Section 6.08 Cancellation. All Bonds which have been redeemed shall be canceled and cremated or otherwise destroyed by the Registrar and Paying Agent and shall not be reissued and a counterpart of the certificate of cremation or other destruction evidencing such cremation or other

destruction shall be furnished by the Registrar and Paying Agent to the County; provided, however, that one or more new Bonds shall be issued for the unredeemed portion of any Bond without charge to the Holder thereof.

ARTICLE VII

ACQUISITION FUND

Section 7.01 Establishment of the Acquisition Fund. There is hereby established and created the "Miami-Dade County, Florida Capital Asset Acquisition Special Obligation Bonds, Series 2010, Acquisition Fund" (the "Acquisition Fund"). Within the Acquisition Fund, there shall be established two accounts: (i) the Acquisition Account and (ii) the Cost of Issuance Account.

Section 7.02 Cost of Issuance Account. The Cost of Issuance Account shall be held by the County. The Finance Director may create separate subaccounts within the Cost of Issuance Account with respect to different series of the Bonds. There shall be deposited in the Cost of Issuance Account the amounts determined pursuant to Section 4.08. The moneys held in the Cost of Issuance Account shall be held in trust and applied to payment of the costs of issuance of the Bonds as specified in Section 4.08 and pending such application, shall be subject to a lien and charge in favor of the Holders of Bonds issued and Outstanding under the 2010 Resolution and for the further security of such Holders until paid as provided in the 2010 Resolution. Moneys in the Cost of Issuance Account shall be disbursed subject to such controls and procedures as the County may from time to time institute in connection with the disbursement of County funds for paying the cost of issuance of bonds issued to pay the cost of the capital projects, including the payment of the premium related to any Credit Facility purchased in connection with the issuance of the Bonds (which payment may be made on behalf of the County by the Underwriters and treated as if it were

received by the County and accounted for in the Cost of Issuance Account). Any amounts remaining in the Cost of Issuance Account after payment of all the costs of issuance of the Bonds shall be transferred by the Finance Director to the Acquisition Account.

Section 7.03 Acquisition Account.

(A) The Acquisition Account shall be held by the County and there shall be deposited therein the amounts determined pursuant to Section 4.08. The moneys in the Acquisition Account shall be held in trust and applied to the payment of the Cost of the Project and, pending such application, shall be subject to a lien and charge in favor of the holders of the Bonds Outstanding under the 2010 Resolution and for the further security of such holders until paid out as provided herein.

(B) Payment of the Cost of the Project shall be made from the Acquisition Account as provided in the 2010 Resolution. All such payment shall be subject to the provisions and restrictions set forth in this Article VII and the County covenants that it will not cause or permit to be paid from the Acquisition Account any sums except in accordance with such provisions and restrictions. Moneys in the Acquisition Account shall be disbursed subject to such controls and procedures as the County may from time to time institute in connection with the disbursement of County funds for payment of the cost of capital projects.

(C) For the purposes of this Section 7.03, the Cost of the Project shall include, without intending thereby to limit or to restrict or to extend any proper definition of such Cost under the provisions of the 2010 Resolution, the following:

- (i) the cost of acquiring, constructing, improving and/or renovating Capital Assets comprising the Project;

(ii) capital costs of administration properly chargeable to the Project under generally accepted accounting principles, and all other items of expense not elsewhere specified in the 2010 Resolution, incident to the acquisition of the Project and the placing of the same in operation; and

(iii) any amounts advanced by the County for any of the foregoing purposes and any obligation or expense incurred by the County for any of the foregoing purposes in anticipation of being reimbursed from the proceeds of the Bonds, including the cost of materials, supplies or equipment furnished by the County in connection with the Project and paid for by the County out of funds other than moneys in the Acquisition Fund.

Any funds on deposit in the Acquisition Account that, in the opinion of the County, are not immediately necessary for expenditure, as hereinabove provided, shall be held and may be invested, in the manner provided by law, in Investment Obligations pursuant to Section 10.02. All income derived from investment of funds in the Acquisition Account shall be deposited in the Acquisition Account and used for the purposes contemplated in this Article VII.

Upon completion of the acquisition and improvement of each Capital Asset, any amounts then remaining in the Acquisition Account and not reserved by the County for the payment of any remaining part of the Cost thereof, shall be applied as follows: (i) to cure any deficiency in the Reserve Account to the extent such use will not adversely affect the excludability from gross income for federal income tax purposes of interest on any Tax-Exempt Bonds, (ii) in the discretion of the County and upon receipt of an Opinion of Bond Counsel to the effect that such use will not adversely affect the excludability from gross income for federal income tax purposes of interest on any Tax-Exempt Bonds from which such funds are derived, to the payment of the Costs of

additional projects authorized by the County pursuant to the Ordinance, (iii) to redeem Bonds, or (iv) for any purpose with respect to which the County shall receive an Opinion of Bond Counsel to the effect that such use does not violate the Act and will not adversely affect the excludability from gross income for federal income tax purposes of interest on any Tax-Exempt Bonds.

ARTICLE VIII

SOURCE OF PAYMENT OF BONDS; SPECIAL OBLIGATIONS OF THE COUNTY

Section 8.01 Covenant to Budget and Appropriate. The County hereby covenants and agrees to the extent permitted by and in accordance with applicable law and budgetary processes, to prepare, approve and appropriate in its Annual Budget for each Fiscal Year, by amendment if necessary, Legally Available Non-Ad Valorem Revenues of the County in an amount which, together with other legally available revenues budgeted and appropriated for such purpose, are equal to the Principal and Interest Requirements with respect to the Bonds for the applicable Fiscal Year, plus an amount sufficient to satisfy all other payment obligations of the County under the 2010 Resolution for the applicable Fiscal Year, including, without limitation, the obligations of the County to fund and cure deficiencies in the Debt Service Account and the Reserve Account created hereunder, and to make the rebate payments contemplated in Section 10.03, as and when the same become due.

The obligation of the County pursuant to this Section 8.01 includes an obligation to make amendments to the budget of the County to assure compliance with the terms and provisions hereof. The covenant and agreement on the part of the County to budget and appropriate sufficient amounts of Legally Available Non-Ad Valorem Revenues shall be cumulative, and shall continue until such Legally Available Non-Ad Valorem Revenues in amounts, together with any other legally available revenues budgeted and appropriated for such purposes, sufficient to make all

required payments hereunder as and when due, including any delinquent payments, shall have been budgeted, appropriated and actually paid into the appropriate accounts hereunder.

Nothing contained herein shall preclude the County from pledging any of its Legally Available Non-Ad Valorem Revenues or other revenues to other obligations, nor shall it give the Bondholders a prior claim on the Legally Available Non-Ad Valorem Revenues until they are actually deposited in the accounts created hereunder. The County may not expend moneys not appropriated or in excess of its current budgeted revenues. The obligation of the County to budget, appropriate and make payments hereunder from its Legally Available Non-Ad Valorem Revenues is subject to the availability of Legally Available Non-Ad Valorem Revenues of the County after satisfying funding requirements for obligations having an express lien on or pledge of such revenues and after satisfying funding requirements for essential governmental services of the County.

Section 8.02 Pledge of Covenant Revenues; Limited Obligations. Anything herein to the contrary notwithstanding, all obligations of the County under the 2010 Resolution shall be secured only by the Legally Available Non-Ad Valorem Revenues and other legally available revenues budgeted and appropriated and actually deposited into the accounts created pursuant to the 2010 Resolution, all as provided for herein. The County pledges and grants a lien on the Covenant Revenues to equally and ratably secure the payment of the principal of, premium, if any, and interest on the Bonds. Nothing herein shall be deemed to create a pledge of or lien, legal or equitable, on the Legally Available Non-Ad Valorem Revenues, the ad valorem tax revenues, or any other revenues of the County, or to permit or constitute a mortgage or lien upon any assets owned by the County, other than the Covenant Revenues and the accounts created pursuant to the 2010 Resolution in the manner and to the extent provided in the 2010 Resolution. No Bondholder

shall ever have the right to compel any exercise of the ad valorem taxing power of the County for any purpose, including, without limitation, to pay the principal of or interest or premium, if any, on the Bonds or to make any other payment required under the 2010 Resolution or to maintain or continue any of the activities of the County which generate user service charges, regulatory fees or any other Legally Available Non-Ad Valorem Revenues.

ARTICLE IX

CREATION AND USE OF ACCOUNTS; DISPOSITION OF REVENUES

Section 9.01 Creation of Accounts. There are hereby created and established the "Capital Asset Acquisition Special Obligation Bonds, Series 2010, Debt Service Account" (the "Debt Service Account") and the "Capital Asset Acquisition Special Obligation Bonds, Series 2010, Reserve Account" (the "Reserve Account"). The Debt Service Account and the Reserve Account shall constitute trust funds for the purposes provided herein, shall be delivered to and held by the County in an Authorized Depository designated by the Finance Director, in trust for the benefit of, and shall be subject to a lien and charge in favor of, the Registered Owners of the Bonds, and shall at all times be kept separate and distinct from all other funds of the County and used only as provided herein.

Section 9.02 Disposition of Revenues. On or before each Interest Payment Date, and on such other dates and times as are necessary to satisfy the deposit requirements described in this Section 9.02, there shall be deposited to the credit of the Debt Service Account and the Reserve Account, or applied as otherwise described below, from Legally Available Non-Ad Valorem Revenues budgeted and appropriated for such purposes amounts which, together with other funds on deposit therein, will be sufficient to satisfy the cumulative deposit requirements described in

subsections (A) and (B) below. Such deposits and payments shall be made in the following order and priority:

(A) First, by deposit into the Debt Service Account an amount which, together with any other amounts required to be deposited therein pursuant to the 2010 Resolution, will equal to the sum of the principal of, interest on and Sinking Fund Installments with respect to the Bonds, then or theretofore due on such Interest Payment Date. Such deposits shall take into account any deficiencies in prior deposits.

(B) Second, by deposit into the Reserve Account, an amount which, together with funds currently deposited therein, will be sufficient to make the funds on deposit therein, except as otherwise provided herein, equal to the Reserve Account Requirement, if any. If the County shall determine, or be required, to fund a Reserve Account with respect to the Bonds, notwithstanding the foregoing, the County may, in lieu of cash funding such reserve, substitute a Reserve Facility issued by a Credit Facility Provider in an amount equal to the Reserve Account Requirement with respect to such Bonds. Such Reserve Facility as provided above must provide that if a deficiency exists in the Debt Service Account with respect to the principal of or interest due on the Bonds which cannot be cured by funds in any other account held pursuant to the 2010 Resolution and available for such purpose, the Credit Facility Provider will pay such deficiency to the Registrar and Paying Agent for the benefit of the Bondholders, who shall be named as the beneficiary of such Reserve Facility. If a disbursement is made from a Reserve Facility as provided above, the County shall be obligated to reinstate the maximum limits of such Reserve Facility following such disbursement or to replace such Reserve Facility by depositing into the Reserve Account from the first Legally Available Non-Ad Valorem Revenues budgeted

and appropriated hereunder and available for deposit pursuant to this subsection (B), funds in the maximum amount originally payable under such Reserve Facility, plus amounts necessary to reimburse the Credit Facility Provider for previous disbursements made pursuant to such Reserve Facility, or a combination of such alternatives, and for purposes of this subsection (B), amounts necessary to satisfy such reimbursement obligation and other obligations of the County to such a Credit Facility Provider shall be deemed required deposits into the Reserve Account but shall be used by the County to satisfy its obligations to the Credit Facility Provider.

Section 9.03 Use of Moneys in the Debt Service Account.

(A) Moneys on deposit in the Debt Service Account shall be used solely for the payment of principal of, interest on and any redemption premiums required with respect to the Bonds.

(B) At the maturity date of each Bond and at the due date of each Sinking Fund Installment and installment of interest on each Bond, the County shall transfer from the Debt Service Account to the Registrar and Paying Agent sufficient moneys to pay all principal of, premium, if any, and interest then due and payable with respect to such Bonds. Interest accruing with respect to any fully registered Bond shall be paid by check, draft or wire of the Registrar and Paying Agent to the Registered Owner thereof in accordance with Section 4.01.

(C) Moneys deposited in the Debt Service Account for the redemption of Bonds shall be applied to the retirement of Outstanding Bonds in the following order:

(i) The County shall first endeavor to purchase outstanding term Bonds redeemable from Sinking Fund Installments, and pro rata (based on the principal

amount of the Sinking Fund Installments due in such Bond Year for each such term Bonds) among all such Bonds, or if no such term Bonds are outstanding, serial Bonds, whether or not such Bonds shall then be subject to redemption, but only to the extent moneys are legally available therefor, at the most advantageous price obtainable, such price not to exceed the principal of such Bonds plus accrued interest, but no such purchase shall be made by the County within a period of thirty (30) days next preceding any Interest Payment Date on which such Bonds are subject to call for redemption under the provisions of the 2010 Resolution;

(ii) Then, to the extent moneys remain on deposit in the Debt Service Account that are held for the redemption of Bonds, the County shall call for redemption on each Interest Payment Date on which Bonds are subject to redemption, with or without premium, from such moneys, such amount of term Bonds subject to the Sinking Fund Installments for such Bond Year that have not been purchased pursuant to clause (i) above; and

(iii) Then, to the extent moneys remain on deposit in the Debt Service Account that were deposited therein pursuant to the 2010 Resolution for the purpose of redeeming Bonds, the County shall call any remaining term Bonds then subject to redemption, in such order and by such selection method as the County, in its discretion, may determine, from such funds as will exhaust the money then held for the redemption of such Bonds as nearly as may be possible.

If term Bonds are purchased or redeemed pursuant to this Section 9.03 in excess of the Sinking Fund Installments for such Bond Year, the excess principal amount of such term Bonds so purchased or redeemed shall be credited against subsequent Sinking Fund Installments for the

Bonds in such Bond Year or Years as the County may determine and as may be reflected in the County's records.

Section 9.04 Application of Moneys in the Reserve Account. Funds on deposit in the Reserve Account, if any, shall be used for the purpose of curing deficiencies in the Debt Service Account after application of funds otherwise available therefor. If funds on deposit in the Reserve Account exceed, in the aggregate, the Reserve Account Requirement (other than due to the substitution of a Reserve Facility pursuant to Section 9.02(B)), the excess funds shall be deposited into the Debt Service Account for the benefit of all Bonds issued hereunder.

ARTICLE X

DEPOSITORIES, SECURITY FOR DEPOSITS AND INVESTMENT OF FUNDS; TAX COVENANTS

Section 10.01 Deposits Constitute Trust Funds. All funds or other property which at any time may be owned or held in the possession of or deposited with the County in the Acquisition Fund, the Debt Service Account or the Reserve Account under the provisions of the 2010 Resolution shall be held in trust and applied only in accordance with the provisions of the 2010 Resolution, and shall not be subject to lien or attachment by any creditor of the County.

All funds or other property which at any time may be owned or held in the possession of or deposited with the County pursuant to the 2010 Resolution shall be continuously secured, for the benefit of the County and the Bondholders, either (i) by lodging with an Authorized Depository, as custodian, collateral security consisting of obligations of, or obligations the principal of and interest on which are unconditionally guaranteed by, the United States of America having a market value (exclusive of accrued interest) not less than the amount of such deposit, or (ii) in such other manner as permitted hereunder and as may then be required or permitted by applicable state or federal laws and regulations regarding the security for, or granting a preference in the case of, the

deposit of trust funds, including, without limitation, the provisions of Chapter 280, Florida Statutes, as from time to time amended.

All moneys deposited with each Authorized Depository shall be credited to the particular Fund or Account to which such moneys belong.

The designation and establishment of the various Funds and Accounts in and by the 2010 Resolution shall not be construed to require the establishment of completely independent, self-balancing funds as such term is commonly defined and used in governmental accounting, but rather is intended to constitute an earmarking of certain revenues for certain purposes and to establish certain priorities for application of such revenues as provided herein.

Section 10.02 Investment of Moneys. Moneys held for the credit of the Funds and Accounts created hereunder shall be invested and reinvested by the County in Investment Obligations. Such investments or reinvestments shall mature not later than the respective dates, as estimated by the County, that the moneys held for the credit of said Funds or Accounts will be needed for the purposes of such Funds or Accounts.

The Investment Obligations purchased with the moneys in each Fund or Account shall be deemed a part of such Fund or Account. The investments in each of such Funds and Accounts shall, at all times, for purposes of the 2010 Resolution, be valued annually as of each September 30 at the market value thereof on the date of valuation, as determined by the County. The interest, including gains on investments purchased at a discount and gains realized upon the sale of such investments, received on all such investments (after deduction for accrued interest, commissions (if any) and premium paid from such fund at the time of purchase) shall first be applied to cure any deficiency in the Fund or Account in which such investment is held and (except with respect to such interest and gains on investments held to the credit of the Acquisition Fund which shall be

held therein until the Project is completed or until amounts on deposit in the Acquisition Account are sufficient to pay the remaining Costs of the Project, as certified by the County) shall then be deposited to the credit of the Debt Service Account. If at any time it shall become necessary that some or all of the securities purchased with the moneys in any such Fund or Account be redeemed or sold in order to raise moneys necessary to comply with the provisions of the 2010 Resolution, the County shall effect such redemption or sale, employing, in the case of a sale, any commercially reasonable method of effecting the same.

Section 10.03 Tax Covenants.

(A) It is the intention of the County that the interest on the Tax-Exempt Bonds be and remain excludable from gross income for federal income tax purposes, and to this end the County hereby represents to and covenants with the Holders of the Tax-Exempt Bonds that it will comply with the requirements applicable to it contained in Sections 103 and 141 through 150 of the Code to the extent necessary to preserve the excludability of interest on the Tax-Exempt Bonds from gross income for federal income tax purposes.

(B) It is the intention of the County that the County will receive Refundable Credit Payments from the United States Treasury with respect to the interest payable on any Bonds issued as Build America Bonds (Direct Payment) or Recovery Zone Economic Development Bonds (Direct Payment). The Code imposes requirements on the County with respect to Build America Bonds (Direct Payment) and Recovery Zone Economic Development Bonds (Direct Payment) that the County must continue to meet after such Build America Bonds (Direct Payment) or Recovery Zone Economic Development Bonds (Direct Payment) are issued in order for the County to receive Refundable Credit Payments. To this end the County hereby covenants that it will comply with the requirements

contained in the Code to the extent necessary for the County to receive such Refundable Credit Payments from the United States Treasury.

(C) Specifically, without intending to limit in any way the generality of the foregoing, the County covenants and agrees with respect to Tax-Exempt Bonds, Build America Bonds (Direct Payment) and Recovery Zone Economic Development Bonds (Direct Payment):

(i) to make or cause to be made all necessary determinations and calculations of the Rebate Amount and required payments of the Rebate Amount;

(ii) to set aside sufficient moneys, from the Legally Available Non-Ad Valorem Revenues or other legally available funds of the County, to timely pay the Rebate Amount to the United States of America;

(iii) to pay the Rebate Amount to the United States of America from the Legally Available Non-Ad Valorem Revenues budgeted and appropriated hereunder or from any other legally available funds, at the times and to the extent required pursuant to Section 148(f) of the Code;

(iv) to maintain and retain all records pertaining to the Rebate Amount with respect to Tax-Exempt Bonds, Build America Bonds (Direct Payment) or Recovery Zone Economic Development Bonds (Direct Payment) issued hereunder, and required payments of the Rebate Amount with respect to the Tax-Exempt Bonds, Build America Bonds (Direct Payment) and Recovery Zone Economic Development Bonds (Direct Payment) for at least six (6) years after the final maturity thereof or such other period as shall be necessary to comply with the Code;

(v) to refrain from using proceeds of any Tax-Exempt Bonds, Build America Bonds (Direct Payment) or Recovery Zone Economic Development Bonds (Direct Payment) issued hereunder and that are not issued with the intent that they constitute private activity bonds under Section 141(a) of the Code, in a manner that might cause any such Bonds to be classified as private activity bonds under Section 141(a) of the Code;

(vi) to refrain from taking any action that would cause the Tax-Exempt Bonds, Build America Bonds (Direct Payment) or Recovery Zone Economic Development Bonds (Direct Payment) issued hereunder to become arbitrage bonds under Section 148 of the Code; and

(vii) to comply with and take all actions required of it by the Tax Certificate.

(D) The County understands that the foregoing covenants impose continuing obligations on it that will exist as long as the requirements of Sections 103 and 141 through 150 of the Code are applicable to Tax-Exempt Bonds, Build America Bonds (Direct Payment) or Recovery Zone Economic Development Bonds (Direct Payment).

(E) Notwithstanding any other provision of the 2010 Resolution, including, in particular, Article XVI, the obligation of the County to pay the Rebate Amount to the United States of America and to comply with the other requirements of this Section 10.03 shall survive the defeasance or payment in full of the Bonds.

ARTICLE XI

EVENTS OF DEFAULT; REMEDIES

Section 11.01 Events of Default. If any of the following events occur, it is hereby declared to constitute an Event of Default:

- (A) failure to pay principal or Redemption Price of, or interest on, any Bond after such payment has become due and payable; or
- (B) receipt of notice from any Credit Facility Provider of the occurrence of any event of default under the applicable Credit Facility Agreement and the failure to cure such event of default during the time provided in such Credit Facility Agreement; or
- (C) the County admits in writing its inability to pay its debts payable from the General Fund generally as they become due, or files a petition in bankruptcy or makes an assignment for the benefit of its creditors or consents to the appointment of a receiver or trustee for itself; or
- (D) the County is adjudged insolvent by a court of competent jurisdiction, or it be adjudged bankrupt on a petition in bankruptcy filed against the County, or an order, judgment or decree be entered by a court of competent jurisdiction appointing, without the consent of the County, a receiver or trustee of the County or of the whole or any part of its property and any if the aforesaid adjudications, orders, judgments or decrees shall not be vacated or set aside or stayed within ninety (90) days from the date of entry thereof; or
- (E) the County shall file a petition or answer seeking reorganization of any arrangement under the Federal bankruptcy laws or any other applicable law or statute of the United States of America or any state thereof; or

(F) any court of competent jurisdiction shall, under the provisions of any other law for the relief or aid of debtors, assume custody or control of the County or of the whole or any substantial part of its property, and such custody or control shall not be terminated within ninety (90) days from the date of assumption of such custody or control; or

(G) the County shall default in the due and punctual performance of any other covenants, conditions, agreements and provisions contained in the Bonds or the 2010 Resolution to be performed by the County and such default shall continue for thirty (30) days after receipt of written notice specifying such default and requiring same to be remedied shall have been given to the County by any Credit Facility Provider or Holders of not less than ten percent (10%) in aggregate principal amount of the Bonds then Outstanding; provided, however, that the County shall not be deemed in default under this subsection (G) if such default can be cured within a reasonable time and if the County in good faith institutes appropriate curative action and diligently pursues such action until the default has been cured.

If on the date payment of principal of or interest on the Bonds is due, sufficient moneys are not available to make such payment, the Registrar and Paying Agent shall give immediate notice by telephone, telegraph, telefax or other electronic means, promptly confirmed in writing, of such insufficiency to the Credit Facility Provider, if any. The Registrar and Paying Agent and the County shall do all other things necessary to effectuate the terms and provisions of any Credit Facility and any Reserve Facility.

Section 11.02 Acceleration of Maturities. Upon the happening and continuance of any Event of Default, the Holders of not less than a majority in aggregate principal amount of the Bonds then Outstanding may declare the principal of all of the Bonds then Outstanding to be due

and payable immediately, and upon such declaration the same shall become and be immediately due and payable, anything contained in the Bonds or in the 2010 Resolution to the contrary notwithstanding; provided, however, that if at any time after the principal of the Bonds shall have been so declared to be due and payable, and before the entry of final judgment or decree in any suit, action or proceeding instituted on account of such default, or before the completion of the enforcement of any other remedy under the 2010 Resolution, moneys shall have accumulated in the Debt Service Account sufficient to pay the principal of all matured Bonds and all arrears of interest, if any, upon all Bonds then Outstanding (except the principal of any Bonds not then due except by virtue of such declaration and the interest accrued on such Bonds since the last Interest Payment Date), and all amounts then payable by the County under the 2010 Resolution and under each Credit Facility Agreement and agreement pursuant to which a Reserve Facility may have been provided shall have been paid or a sum sufficient to pay the same shall have been deposited with the Finance Director or with the Registrar and Paying Agent, and every other default in the observance or performance of any covenant, condition, agreement or provision contained in the Bonds or in the 2010 Resolution (other than a default in the payment of the principal of such Bonds then due only because of a declaration under this Section 11.02) shall have been remedied, then and in every such case the Holders of not less than a majority in aggregate principal amount of the Bonds not then due except by virtue of such declaration and then Outstanding may, by written notice to the County, rescind and annul such declaration or its consequences, but no such rescission or annulment shall extend to or affect any subsequent default or impair the right consequent thereon.

Section 11.03 Enforcement of Remedies. Upon the happening and continuance of any Event of Default, the Holders of not less than twenty-five percent (25%) in aggregate principal

amount of the Bonds then Outstanding may proceed to protect and enforce the rights of the Bondholders under Florida law or under the 2010 Resolution by such suits, actions or special proceedings in equity or at law, either for the specific performance of any covenant or agreement contained in the 2010 Resolution or in aid or execution of any power in the 2010 Resolution granted or for the enforcement of any proper legal or equitable remedy, as such Bondholder shall deem most effectual to protect and enforce such rights.

Section 11.04 Pro Rata Application of Funds. Anything in the 2010 Resolution to the contrary notwithstanding, if at any time the moneys in the Debt Service Account and the Reserve Account shall not be sufficient to pay the principal of or the interest on the Bonds as the same become due and payable (either by their terms or by acceleration of maturities under the provisions of Section 11.02), such moneys together with any moneys then available or thereafter becoming available for such purpose, whether through the exercise of the remedies provided for in this Article XI or otherwise, shall be applied as follows:

(A) Unless the principal of all the Bonds shall have been become due and payable, or shall have been declared due and payable, all such moneys shall be applied:

(i) first, to the payment of the persons entitled thereto of all installments of interest then due and payable, in the order in which such installments become due and payable, and, if the amount available shall not be sufficient to pay in full, any particular installment, then to the payment ratably, according to the amounts due on such installment, to the persons entitled thereto, without any discrimination or preference except as to any difference in the respective rates of interest specified in the Bonds;

(ii) second, to the payment of the persons entitled thereto of the unpaid principal of any of the Bonds which shall have become due (other than Bonds called for redemption for the payment of which sufficient moneys are held pursuant to the provisions of the 2010 Resolution), in the order of their due dates, with interest upon such Bonds at the respective rates specified therein from the respective dates upon which they became due, and, if the amount receivable shall not be sufficient to pay in full the principal of Bonds due on any particular date, together with such interest, then to the payment first of such interest, ratably according to the amount of such interest due on such date, and then to the payment of such principal, ratably according to the amount of such principal due on such date, to the persons entitled thereto without any discrimination or preference except as to any difference in the respective rates of interest specified in the Bonds; and

(iii) third, to the payment of the interest on and the principal of the Bonds, to the purchase and retirement of Bonds and to the redemption of Bonds, all in accordance with the provisions of Article VI.

(B) If the principal of all the Bonds shall have become due and payable or shall have been declared due and payable, all such moneys shall be applied to the payment of the principal and interest then due and unpaid upon the Bonds, without preference or priority of principal over interest or of interest over principal or of any installment of interest over any other installment of interest, or of any Bond over any other Bond, ratably, according to the amounts due respectively for principal and interest, to the persons entitled thereto without any discrimination or preference except as to any difference in the respective rates of interest specified in the Bonds.

(C) If the principal of all the Bonds shall have been declared due and payable and if such declaration shall thereafter have been rescinded and annulled under the provisions of Section 11.02, then, subject to the provisions of subsection (B) of this Section 11.04 in the event that the principal of all the Bonds shall later become due or be declared due and payable, the moneys remaining in and thereafter accruing to the Debt Service Account and the Reserve Account shall be applied in accordance with the provisions of subsection (A) of this Section 11.04.

Whenever moneys are to be applied by the County pursuant to the provisions of this Section 11.04, such moneys shall be applied by the County at such times, and from time to time, as the Finance Director in his sole discretion shall determine, having due regard to the amount of such moneys available for application and the likelihood of additional moneys becoming available for such application in the future; the deposit of such moneys with the Registrar and Paying Agent, or otherwise setting aside such moneys, in trust for the proper purpose, shall constitute proper application by the County. The County shall incur no liability whatsoever to any Bondholder or to any other person for any delay in applying any such funds, so long as the County acts with reasonable diligence, having due regard to the circumstances, and ultimately applies the same in accordance with such provisions of the 2010 Resolution as may be applicable at the time of application. Whenever the Finance Director shall exercise such discretion in applying such funds, he shall fix the date upon which such application is to be made and upon such date interest on the amounts of principal to be paid on such date shall cease to accrue. The Finance Director shall give such notice as he may deem appropriate of the fixing of any such date.

Section 11.05 Effect of Discontinuance of Proceedings. In case any proceeding taken by any Bondholder on account of any default shall have been discontinued or abandoned for any

reason, then and in every such case the County and the Bondholder shall be restored to their former positions and rights, respectively, and all rights and remedies of the Bondholders shall continue as though no such proceeding had been taken.

Section 11.06 Credit Facility Provider's Rights under this Article; Owners' Rights to Direct Proceedings. Notwithstanding anything in the 2010 Resolution to the contrary, following an Event of Default, a Credit Facility Provider that has not defaulted on its obligations under a Credit Facility to make payments on the Bonds shall be entitled to exercise the rights of the Owners of such Bonds for the purposes of this Article XI.

Subject only to the preceding paragraph, while an Event of Default has occurred and is continuing, the Owners of a majority in principal amount of the Bonds then Outstanding shall have the right, by an instrument in writing executed and delivered to the County, to direct the time and method of conducting all proceedings available under the 2010 Resolution or exercising any trust or power conferred by the 2010 Resolution in accordance with the provisions of the 2010 Resolution.

Section 11.07 Restriction on Individual Bondholder Actions. No Holder of any of the Bonds hereby secured shall have any right in any manner whatever by its action to affect, disturb or prejudice the security of the 2010 Resolution, or to enforce any right under the 2010 Resolution except in the manner provided in the 2010 Resolution, and all proceedings at law or in equity shall be instituted, had and maintained for the benefit of all Holders of such Bonds.

Section 11.08 Remedy Exclusive. No remedy in the 2010 Resolution conferred upon the Bondholders is intended to be exclusive of any other remedy or remedies in the 2010 Resolution provided, and each and every such remedy shall be cumulative and shall be in addition to every other remedy given under the 2010 Resolution.

Section 11.09 Delay Not a Waiver. No delay or omission of a Bondholder to exercise any right or power accruing upon any default shall impair any such right or power or shall be construed to be a waiver of any such default or an acquiescence therein; and every power and remedy given by this Article XI to the Bondholders may be exercised from time to time and as often as may be deemed expedient.

Section 11.10 Right to Enforce Payment of Bonds. Nothing in this Article XI shall affect or impair the right of any Bondholder to enforce the payment of the principal of and interest on its Bond, or the obligation of the County to pay the principal of and interest on each Bond to the Holder thereof at the time and place in said Bond expressed.

ARTICLE XII

REGISTRAR AND PAYING AGENT

Section 12.01 Notice by Registrar and Paying Agent if Default Occurs. The Registrar and Paying Agent shall not be required to take notice or be deemed to have notice of any default under the 2010 Resolution except failure by the County to cause to be made any of the payments to the Registrar and Paying Agent required to be made by the 2010 Resolution unless the Registrar and Paying Agent shall be specifically notified in writing of such default by the County or by the Holders of at least twenty-five percent (25%) in aggregate principal amount of all Bonds then Outstanding. All notices or other instruments required by the 2010 Resolution to be delivered to the Registrar and Paying Agent must, in order to be effective, be delivered at the designated corporate trust office of the Registrar and Paying Agent, and in the absence of such notice so delivered, the Registrar and Paying Agent may conclusively assume there is no default except as aforesaid.

If a default occurs of which the Registrar and Paying Agent is by this Section 12.01 required to take notice or if notice of default is given as provided in the preceding paragraph, then the Registrar and Paying Agent shall give written notice thereof by mail to the County, each Credit Facility Provider and the registered owners of all Bonds then Outstanding.

Section 12.02 Registrar and Paying Agent; Appointment and Acceptance of Duties; Removal.

(A) The Finance Director is authorized and directed to select a Registrar and Paying Agent through a competitive process pursuant to applicable County policies and procedures, and to execute and deliver any agreements, including the Registrar and Paying Agent Agreement, that may be required by any such potential Registrar and Paying Agent, with such terms, covenants, provisions and agreements as may be deemed necessary or desirable and approved by the Finance Director after consultation with the Financial Advisor, the County Attorney and Bond Counsel. The execution of such agreement or agreements for and on behalf of the County by the Finance Director shall be conclusive evidence of their approval by the Board.

(B) The County may appoint one or more additional paying agents for the Bonds. Any such additional paying agent shall be a commercial bank or trust company organized under the laws of the United States of America or one of the States thereof. Each paying agent other than the Registrar and Paying Agent shall signify its acceptance of the duties and obligations imposed upon it by the 2010 Resolution by executing and delivering to the County and the Registrar and Paying Agent a written acceptance of the 2010 Resolution.

(C) The County may remove any additional paying agent or the Registrar and Paying Agent and any successors thereto, and may appoint a successor or successors thereto; provided that the Registrar and Paying Agent or any other additional paying agent appointed by the County in accordance with Section 12.02(B) shall continue to function as such until the appointment of a successor. The Registrar and Paying Agent and each additional paying agent appointed by the County in accordance with Section 12.02(B) is hereby authorized to pay or redeem Bonds from money on deposit in the respective Funds and Accounts hereunder when duly presented to it for payment or redemption.

ARTICLE XIII

GENERAL COVENANTS

Section 13.01 Payment of Principal, Premium, if any, and Interest. Every covenant in the 2010 Resolution is predicated upon the condition that any obligation for the payment of money incurred by the County shall not create a pecuniary liability of the County or a charge upon its general credit but shall be payable solely from payments or prepayments by the County from Legally Available Non-Ad Valorem Revenues pursuant to Section 9.02. Other than as specifically provided in the 2010 Resolution, nothing in the Bonds or in the 2010 Resolution shall be considered as assigning or pledging any other funds or assets of the County. Subject to the limited source of payment referred to in the 2010 Resolution, the County covenants that it will promptly pay the principal of, premium, if any, and interest on every Bond issued under the 2010 Resolution at the place, on the dates and in the manner provided in the 2010 Resolution and in said Bond according to the true intent and meaning of the 2010 Resolution.

Section 13.02 Books and Records. The County covenants that so long as any Bonds are Outstanding and unpaid, it will keep, or cause to be kept, proper books of record and account with

respect to the Legally Available Non-Ad Valorem Revenues. Such books shall at all times be open for any lawful purpose to the inspection of each Credit Facility Provider.

Section 13.03 List of Bondholders. The Registrar and Paying Agent will keep on file at its office the Bond Register, indicating the names and addresses of the Holders of the Bonds and the serial numbers of such Bonds held by each of such Holders. At reasonable times and under reasonable regulations established by the Registrar and Paying Agent, the Bond Register may be inspected and copied by the County, each Credit Facility Provider or by the authorized representative of any Holder or Holders of ten percent (10%) or more in Outstanding aggregate principal amount of the Bonds, such ownership and the authority of any such designated representatives to be evidenced to the satisfaction of the Registrar and Paying Agent.

Section 13.04 Disposition of Refundable Credit Payment Revenues. The County covenants and agrees to deposit all Refundable Credit Payments into the County's general fund promptly upon receipt thereof.

ARTICLE XIV

CONTINUING DISCLOSURE

Section 14.01 Continuing Disclosure Commitment.

(A) The County agrees, in accordance with the provisions of, and to the degree necessary to comply with, the continuing disclosure requirements of the Rule to provide or cause to be provided for the benefit of the Beneficial Owners of the Bonds to the Municipal Securities Rulemaking Board ("MSRB") in an electronic format prescribed by the MSRB and such other municipal securities information repository as may be required by law or applicable legislation, from time to time (each such information repository, a "MSIR"), the

following annual financial information (the "Annual Information"), commencing with the Fiscal Year ending September 30, 2010:

- (i) Historical collections of non-ad valorem revenues by the County in a form which is generally consistent with the presentation of such information in the Official Statement; and
- (ii) The County's audited Comprehensive Annual Financial Report utilizing generally accepted accounting principles applicable to local governments.

The information in clauses (i) and (ii) above will be available on or before June 1 of each year for the preceding Fiscal Year, commencing June 1, 2011, and will be made available, in addition to each MSIR, to each Beneficial Owner of the Bonds who requests such information in writing. The County's audited Comprehensive Annual Financial Report referred to in clause (ii) above is expected to be available separately from the information in clause (i) above and shall be provided by the County as soon as practical after acceptance of such audited financial statements from the auditors by the County. The County's Comprehensive Annual Financial Report is generally available within eight (8) months from the end of the Fiscal Year.

(B) The County agrees to provide or cause to be provided, in a timely manner, to each MSIR in the appropriate format required by law or applicable regulation, notice of the occurrence of any of the following events with respect to the Bonds, if such event is material:

- (i) principal and interest payment delinquencies;
- (ii) non-payment related defaults;
- (iii) unscheduled draws on debt service reserves reflecting financial difficulties;

- (iv) unscheduled draws on credit enhancements reflecting financial difficulties;
- (v) substitution of credit facility providers, or their failure to perform;
- (vi) adverse tax opinions or events affecting the tax-exempt status of the Bonds;
- (vii) modifications to rights of holders of the Bonds;
- (viii) Bond calls;
- (ix) defeasances;
- (x) release, substitution or sale of any property securing repayment of the Bonds; and
- (xi) rating changes.

(C) The County agrees to provide or cause to be provided, in a timely manner, to each MSIR, in the appropriate format required by law or applicable regulation, notice of its failure to provide the Annual Information with respect to itself on or prior to June 1 following the end of the preceding Fiscal Year.

(D) The obligations of the County under this Section 14.01 shall remain in effect only so long as the Bonds are Outstanding. The County reserves the right to terminate its obligations to provide the Annual Information and notices of material events, as set forth above, if and when the County no longer remains an "obligated person" with respect to the Bonds within the meaning of the Rule.

(E) The County agrees that its undertaking pursuant to the Rule set forth in this Section 14.01 is intended to be for the benefit of the Beneficial Owners and shall be enforceable by the Beneficial Owners if the County fails to cure a breach within a reasonable time after receipt of written notice from a Beneficial Owner that a breach exists; provided, however, that any Beneficial Owner's right to enforce the provisions of this

undertaking shall be on behalf of all Beneficial Owners and shall be limited to a right to obtain specific performance of the County's obligations under this Section 14.01 in a federal or state court located within the County and any failure by the County to comply with the provisions of this undertaking shall not be a default with respect to the Bonds.

(F) Notwithstanding the foregoing, each MSIR to which information shall be provided shall include each MSIR approved by the Securities and Exchange Commission prior to the issuance of the Bonds. In the event that the Securities and Exchange Commission approves any additional MSIRs after the date of issuance of the Bonds, the County shall, if the County is notified of such additional MSIRs, provide such information to the additional MSIRs. Failure to provide information to any new MSIR whose status as a MSIR is unknown to the County shall not constitute a breach of this covenant.

(G) The requirements of subsection (A) above do not necessitate the preparation of any separate annual report addressing only the Bonds. The requirements of subsection (A) may be met by the filing of an annual information statement or the County's Comprehensive Annual Financial Report, provided such report includes all of the required Annual Information and is available by June 1 of each year for the preceding Fiscal Year. Additionally, the County may incorporate any information in any prior filing with each MSIR or included in any final official statement of the County, provided such final official statement is filed with the MSRB.

(H) The County reserves the right to modify from time to time the specific types of information provided or the format of the presentation of such information, to the extent necessary or appropriate in the judgment of the County, provided that the County agrees that any such modification will be done in a manner consistent with the Rule.

(I) Except to cure any ambiguity, inconsistency or formal defect or omission in the provisions of this Section 14.01, the County's covenants as to continuing disclosure (the "Covenants") may only be amended if:

(i) the amendment is made in connection with a change in circumstances that arises from a change in legal requirements, a change in law or a change in the identity, nature or status of the County or type of business conducted; the Covenants, as amended, would have complied with the requirements of the Rule at the time of award of the Bonds, after taking into account any amendments or change in circumstances; and the amendment does not materially impair the interests of the Beneficial Owners, as determined by Disclosure Counsel or other independent counsel knowledgeable in the area of federal securities laws and regulations; or

(ii) all or any part of the Rule, as interpreted by the staff of the Securities and Exchange Commission at the date of adoption of the 2010 Resolution, ceases to be in effect for any reason, and the County elects that the Covenants shall be deemed amended accordingly.

(J) Any assertion of beneficial ownership must be filed with the County, along with full documentary support as part of the written request described above.

(K) The Board further authorizes and directs the Finance Director to cause all other agreements to be made or action to be taken as required in connection with meeting the County's obligations as to the Covenants. The Finance Director shall further be authorized to make such additions, deletions and modifications to the Covenants as he shall deem necessary or desirable in consultation with the County Attorney, Bond Counsel and

Disclosure Counsel. The delivery of the Official Statement containing any such additions, deletions and modifications for and on behalf of the County shall be conclusive evidence of the Board's approval of any such additions, deletions and modifications.

(L) During any period that Digital Assurance Certification, L.L.C. or any other party is acting as disclosure dissemination agent for the County with respect to the Covenants, the County will comply with the provisions of any agreement entered into by and between the County and such disclosure dissemination agent.

ARTICLE XV

SUPPLEMENTAL RESOLUTIONS

Section 15.01 Supplemental Resolution Without Bondholder Consent. The Board, from time to time and at any time may adopt such supplemental resolutions which are compatible with the terms and provisions of the 2010 Resolution in order to:

(A) cure any ambiguity or formal defect or omission or to correct any provisions in the 2010 Resolution or in any supplemental resolution, or

(B) grant to or confer upon the Bondholders any additional rights, remedies, powers, authority or security that may lawfully be granted to or conferred upon the Bondholders, or

(C) add to the conditions, limitations and restrictions on the issuance of Bonds under the provisions of the 2010 Resolution other conditions, limitations and restrictions thereafter to be observed, or

(D) add to the covenants and agreements of the County in the 2010 Resolution other covenants and agreements thereafter to be observed by the County or to surrender any right or power in the 2010 Resolution reserved to or conferred upon the County, or

(E) to make other changes or modifications to the provisions of the 2010 Resolution which are not adverse to the interests of the Bondholders or any Credit Facility Provider, or

(F) to make any changes required by a Credit Facility Provider in order for it to issue its Reserve Facility or Credit Facility, as the case may be, with respect to any Bonds, so long as the same does not materially adversely affect the rights of the Registered Owners of any Outstanding Bonds or any other Credit Facility Provider.

Section 15.02 Supplemental Resolutions With Bondholders' Consent. Subject to the terms and provisions contained in this Section 15.02, and not otherwise, the Holders of not less than a majority in aggregate principal amount of the Bonds then Outstanding shall have the right from time to time, anything contained in the 2010 Resolution to the contrary notwithstanding, to consent to and approve the adoption of such supplemental resolution or resolutions as shall be deemed necessary or desirable by the County for the purpose of modifying, altering, amending, adding to or rescinding, in any particular, any of the terms or provisions contained in the 2010 Resolution or in any supplemental resolution; provided, however, that nothing in this Section 15.02 shall permit, or be construed as permitting, without the consent of the Holders of all Bonds Outstanding, (i) an extension of the maturity of the principal of or the interest on any Bonds, or (ii) a reduction in the principal amount of, or the redemption premium or the rate of interest on, any Bonds, or (iii) the creation of a lien upon or a pledge of any of the funds or accounts established under or pursuant to the 2010 Resolution other than a lien and pledge created by the 2010 Resolution, or (iv) a preference or priority of any Bond or Bonds over any other Bond or Bonds, or (v) a reduction in the aggregate principal amount of the Bonds required for consent to such supplemental resolution. Nothing in this Section 15.02, however, shall be construed as making

necessary the approval by Bondholders of the adoption of any supplemental resolution as authorized in Section 15.01.

If the Registered Owners of not less than a majority in aggregate principal amount of the Bonds Outstanding at the time of the adoption of such supplemental resolution shall have consented to and approved its adoption, no Registered Owner of any Bond, Credit Facility Provider shall have any right to object to the adoption of such supplemental resolution, or to object to any of its terms and provisions, or in any manner to question the propriety of its adoption, or enjoin or restrain the Board from adopting the same or from taking any action pursuant to its provisions.

Section 15.03 Rights of Credit Facility Providers. In the event that a Credit Facility is in full force and effect as to the Bonds and the Credit Facility Provider is not insolvent and no default under the Credit Facility exists on the part of the Credit Facility Provider, the Credit Facility Provider, in place of the Registered Owners of such Bonds, shall have the power and authority to give any consents and exercise any and all other rights that the Registered Owners of the Bonds would otherwise have the power and authority to make, give or exercise, including, but not limited to, the exercise of remedies provided in Article XI, and the giving of consents to supplemental resolutions when required by Section 15.02, and such consent shall be deemed to constitute the consent of the Registered Owners of all of those Bonds which are secured by such Credit Facility.

Section 15.04 Supplemental Resolutions Part of the 2010 Resolution. Upon the approval of any supplemental resolution as legality by the County Attorney and the adoption of such supplemental resolution in accordance with the provisions of this Article XV, the 2010 Resolution shall be modified and amended in accordance with such supplemental resolution, and the respective rights, duties and obligations under the 2010 Resolution of the County and all

Registered Owners of Bonds then Outstanding shall thereafter be determined, exercised and enforced in all respects under the provisions of the 2010 Resolution as so modified and amended. Any such supplemental resolution shall thereafter form a part of the 2010 Resolution, and all of the terms and conditions contained in any such supplemental resolution shall be part of the terms and conditions of the 2010 Resolution for any and all purposes. Express reference to any supplemental resolution may be made in the text of any Bonds issued after its adoption, if deemed necessary or desirable by the County.

Section 15.05 Notice of Supplemental Resolutions. The County shall give to the Rating Agencies advance notice of the proposed adoption of any supplemental resolution, which notice shall include the substantial form of such supplemental resolution.

ARTICLE XVI

DEFEASANCE

Section 16.01 Defeasance. If at any time the County shall have paid or shall have made provision for the payment of the principal, interest and redemption premiums, if any, with respect to the Bonds or any portion of the Bonds, then, the pledge of and lien on the Covenant Revenues as provided in the 2010 Resolution in favor of the Holders of the Bonds or such portion thereof shall no longer be in effect with respect to the Bonds or such portion thereof and such Bonds or portion thereof shall no longer be deemed Outstanding under the 2010 Resolution. For purposes of the preceding sentence, the deposit of cash, Government Obligations or bank certificates of deposit fully secured as to principal and interest by Government Obligations (or deposit of any other securities or investments which may be authorized by law from time to time and sufficient under such law to effect such a defeasance) in irrevocable trust with a banking institution or trust company, for the sole benefit of the Bondholders, in an aggregate principal amount which,

together with interest to accrue thereon, will be sufficient to make timely payment of the principal, interest, and redemption premiums, if any, on said Bonds, shall be considered "provision for payment".

Notwithstanding the foregoing, "provision for payment" shall not be deemed to have been made if such Bonds are to be redeemed before their maturity, unless notice of such redemption shall have been given in accordance with the requirements of the 2010 Resolution or irrevocable instructions directing the timely publication of such notice and directing the payment of the principal of and interest on all Bonds at such redemption dates shall have been given to the Registrar and Paying Agent.

If, at any time after the date of issuance of the Bonds, (i) all Bonds secured hereby shall have become due and payable in accordance with their terms or otherwise as provided in the 2010 Resolution, or shall have been duly called for redemption, or the County gives the Registrar and Paying Agent irrevocable instructions directing the payment of the principal of, premium, if any, and interest on all Bonds at maturity or at any earlier redemption date scheduled by the County, or any combination thereof, (ii) the whole amount of the principal, premium, if any, and the interest so due and payable upon all Bonds then Outstanding, at maturity or upon redemption, shall be paid, or sufficient moneys shall be held by the Registrar and Paying Agent or escrow agents in irrevocable trust for the benefit of the Bondholders (whether or not in any accounts created hereby) which, when invested in Government Obligations maturing not later than the maturity or redemption dates of such principal, premium, if any, and interest will, together with the income realized on such investments, be sufficient to pay all such principal, premium, if any, and interest on all such Bonds at the maturity thereof or the date upon which such Bonds are to be called for redemption prior to maturity, and (iii) provisions shall also be made for paying all other sums

payable hereunder by the County, including all amounts due or to become due to Credit Facility Providers, then and in that case the right, title and interest of such Bondholders and Credit Facilities Providers hereunder and the pledge of and lien on the moneys deposited in the funds and accounts created hereunder and the covenant of the County pursuant to Section 8.01, with respect to such Bondholders and Credit Facility Providers shall thereupon cease, determine and become void and all balances remaining in any other funds or accounts created by the 2010 Resolution other than moneys held for redemption or payment of Bonds and the payment of Credit Facility Providers, and to pay all other sums payable by the County hereunder, shall be distributed to the County for any lawful purpose; otherwise the 2010 Resolution shall be, continue and remain in full force and effect.

Notwithstanding any other provision of the 2010 Resolution, the obligation to comply with all covenants and agreements by the County to preserve the excludability from gross income for federal income tax purposes of interest on the Tax-Exempt Bonds shall survive the defeasance or payment in full of such Tax-Exempt Bonds.

ARTICLE XVII

MANNER OF EVIDENCING OWNERSHIP OF BONDS

Section 17.01 Proof of Ownership. Any request, direction, consent or other instrument provided by the 2010 Resolution to be signed and executed by the Bondholders may be in any number of concurrent writings of similar tenor and may be signed or executed by such Bondholders in person or by agent appointed in writing. Proof of the execution of any such request, direction or other instrument or of the writing appointing any such agent and of the ownership of Bonds, if made in the following manner, shall be sufficient for any of the purposes of the 2010 Resolution and shall be conclusive in favor of the Registrar and Paying Agent and the County,

with regard to any action taken by them, or either of them, under such request or other instrument, namely:

(A) The fact and date of the execution by any person of any such writing may be proved by the certificate of any officer in any jurisdiction who by law has power to take acknowledgments in such jurisdiction, that the person signing such writing acknowledged before him the execution thereof, or by the affidavit of a witness of such execution; and

(B) The ownership of Bonds and the amounts and numbers of such Bonds and the date of holding the same shall be proved by the Bond Register.

Any action taken or suffered by the Registrar and Paying Agent pursuant to any provision of the 2010 Resolution, upon the request or with the assent of any person who at the time is the registered owner of any Bond or Bonds shall be conclusive and binding upon all future owners of the same Bond or Bonds. In determining whether the owners of the required principal amount of Bonds Outstanding have taken any action under the 2010 Resolution, Bonds owned by the County or any person controlling, controlled by or under common control with the County (unless the County or such other person own all Bonds which are then Outstanding, determined without regard to this Section 17.01) shall be disregarded and deemed not to be Outstanding, except that for the purpose of determining whether the Registrar and Paying Agent shall be protected in relying on any such action, only such Bonds which the Registrar and Paying Agent has actual knowledge are so owned shall be so disregarded. Bonds so owned which have been pledged in good faith may be regarded as Outstanding Bonds if the pledgee establishes to the satisfaction of the Registrar and Paying Agent the pledgee's right so to act with respect to such Bonds and that the pledgee is not any person directly or indirectly controlling or controlled by or under direct or indirect common control with the County. In case of a dispute as to such right, any decision by the

Registrar and Paying Agent taken upon the advice of Bond Counsel shall be full protection to the Registrar and Paying Agent.

ARTICLE XVIII

MISCELLANEOUS

Section 18.01 Limitation of Rights. With the exception of rights in the 2010 Resolution expressly conferred, nothing expressed or mentioned in or to be implied from the 2010 Resolution or the Bonds is intended or shall be construed to give to any person or company other than the parties hereto, the Registrar and Paying Agent, each Credit Facility Provider and the Holders of the Bonds, any legal or equitable right, remedy or claim under or in respect to the 2010 Resolution or any covenants, conditions and provisions in the 2010 Resolution contained; the 2010 Resolution and all of the covenants, conditions and provisions of the 2010 Resolution are, and are intended to be, for the sole and exclusive benefit of the parties hereto, the Registrar and Paying Agent, each Credit Facility Provider and the Holders of the Bonds as in the 2010 Resolution provided.

Each Credit Facility Provider is an express third party beneficiary of the 2010 Resolution and is entitled to enforce the 2010 Resolution as if it were a party hereto to the extent provided in the 2010 Resolution.

Section 18.02 Unclaimed Moneys. Any moneys deposited with the Registrar and Paying Agent by the County to redeem or pay any Bond in accordance with the provisions of the 2010 Resolution that remains unclaimed by the registered owner of any such Bond for a period of four (4) years after the date fixed for redemption or of maturity, as the case may be, shall, if, to the actual knowledge of the Registrar and Paying Agent, the County is not at the time in default with respect to any of the terms and conditions of the 2010 Resolution, be repaid by the Registrar and Paying Agent to the County. Thereafter the registered owner of any such Bond shall be entitled to

look only to the County for payment of such amount; provided, however, that the Registrar and Paying Agent, before being required to make any such repayment, shall, at the expense of the County, mail to the registered owner of such Bond at its address, as the same shall last appear on the Bond Register, a notice to the effect that said moneys have not been so applied and that after the date named in said notice any unclaimed balance of said moneys then remaining shall be returned to the County. Such moneys may be invested in accordance with Section 10.02 if the County makes arrangements satisfactory to the Registrar and Paying Agent to indemnify the Registrar and Paying Agent for any costs which it may incur due to the unavailability of moneys resulting from such investment. Investment income on any such unclaimed moneys received by the Registrar and Paying Agent shall be deposited as provided in Section 10.02 until the final maturity or redemption date of the Bonds. Any such income generated after such date shall be deemed to be unclaimed moneys of the type referred to in the first sentence of this Section 18.02 and shall be disposed of in accordance with such sentence. The County must covenant and agree, as a condition to it receiving such funds, to indemnify and save the Registrar and Paying Agent harmless from any and all loss, costs, liability and expense suffered or incurred by the Registrar and Paying Agent by reason of having returned any such moneys to the County as provided in the 2010 Resolution.

Section 18.03 Notices. Except as otherwise provided in the 2010 Resolution, all notices, certificates or other communications under the 2010 Resolution shall be sufficiently given and shall be deemed given when in writing and mailed by first class mail, postage prepaid, or facsimile, with proper address as indicated below. Any of such parties may, by written notice given by such party to the others, designate any address or addresses to which notices, certificates or other communications to them shall be sent when required as contemplated by the 2010 Resolution.

Until otherwise provided by the respective parties, all notices, certificates and communications to each of them shall be addressed as follows:

- To the County: Miami-Dade County, Florida
Finance Department
111 N.W. First Street, Suite 2550
Miami, FL 33128
Attention: Finance Director
Telephone: (305) 375-5245
Facsimile: (305) 375-5659
- To Moody's: Moody's Investors Service
7 World Trade Center
250 Greenwich Street, 23rd Floor
New York, New York 10007
Attention: Municipal Structured Finance Group
Telephone: (212) 553-1619
Facsimile: (212) 553-1066
Email: MSPGSurveillance@moodys.com
- To S&P: Standard and Poor's Ratings Service
55 Water Street, 38th Floor
New York, New York 10041
Attention: Municipal Structured Surveillance
Telephone: (212) 438-2021
Facsimile: (212) 438-2151
E-mail: pubfin_structured@sandp.com

The Registrar and Paying Agent agrees to give notices to each Credit Facility Provider in accordance with the applicable Credit Facility Agreement.

Section 18.04 No Recourse Against County's Officers. All covenants, stipulations, obligations and agreements of the County contained in the 2010 Resolution shall be deemed to be covenants, stipulations, obligations and agreements of the County to the full extent authorized by the Act and provided by the Constitution and laws of the State of Florida. 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, agent or employee of the County in his individual capacity, and neither the members of the County nor any official executing the Bonds shall be

liable personally on the Bonds or the 2010 Resolution or shall be subject to any personal liability or accountability by reason of the issuance or the execution by the County or such members thereof.

Section 18.05 Action Required on Non-Business Day. Notwithstanding anything to the contrary in the 2010 Resolution, in the event that any payment, action or notice required by the 2010 Resolution is required or scheduled for a day which is not a Business Day, except as otherwise provided in the 2010 Resolution, such payment, action or notice shall take place on the next succeeding Business Day with the same effect as if made on the required or scheduled date, and no Event of Default shall exist solely because of the failure to make such payment, take such action or give such notice on such required or scheduled date.

Section 18.06 Bonds not a Pledge of Faith and Credit. The Bonds shall be special and limited obligations of the County, payable solely from Legally Available Non-Ad Valorem Revenues of the County budgeted and appropriated annually. The Bonds shall not be deemed to constitute a debt of the County, the State or any political subdivision or agency thereof or a pledge of the faith and credit of the County, the State or any political subdivision or agency thereof within the meaning of any constitutional, statutory or charter provisions. The enactment of the 2007 Ordinance, the enactment of the 2009 Ordinance, the adoption of the 2010 Resolution and the issuance of the Bonds shall not directly or indirectly or contingently obligate the County, the State or any political subdivision or agency thereof to levy or to pledge any form of ad valorem taxation whatsoever, nor shall the Bonds constitute a charge, lien or encumbrance, legal or equitable, upon any property of the County, the State or any political subdivision or agency thereof. No Holder shall have the right to require or compel the exercise of the ad valorem taxing power of the County,

the State or any political subdivision or agency thereof for payment of the Bonds or to make any appropriation for the payment of said Bonds except as set forth in Section 8.01.

Section 18.07 Severability. In case any one or more of the provisions of the 2010 Resolution or any document approved by the 2010 Resolution shall for any reason be held to be illegal or invalid, such illegality or invalidity shall not affect any other provisions of the 2010 Resolution or such document, as the case may be, and such other provisions shall be construed and enforced as if such illegal or invalid provision had not been contained in the 2010 Resolution or such document. All or any part of any resolutions or proceedings in conflict with the provisions of the 2010 Resolution are to the extent of such conflict repealed or amended to the extent of such inconsistency.

Section 18.08 Further Acts. The County Manager, the Finance Director, the County Attorney, the Clerk and other officers, employees and agents of the County are authorized and directed to do all acts and things and to execute and deliver any and all documents and certificates which they deem necessary or advisable in order to consummate the issuance of the Bonds and otherwise to carry out, give effect to and comply with the terms and intent of the 2010 Resolution, the Bonds and the documents described in the 2010 Resolution. In the event that the County Mayor, the County Manager, the Finance Director, the Clerk or the County Attorney is unable to execute and deliver the documents contemplated in the 2010 Resolution, such documents shall be executed and delivered by the respective designee of such officer or official or any other duly authorized officer or official of the County.

Section 18.09 Successorship of County Officers. In the event that the office of County Mayor, Finance Director or Clerk of the County shall be abolished, or in the event of a vacancy in any such office by reason of death, resignation, removal from office or otherwise, or in the event

any such officer shall become incapable of performing the duties of his or her office by reason of sickness, absence or otherwise, all, powers conferred and all obligations and duties imposed upon such officer shall be performed by the officer succeeding to the principal functions thereof or by the officer upon whom such powers, obligations and duties shall be imposed by law or by the County.

Section 18.10 Headings Not Part of Resolution. Any heading preceding the text of the several articles and sections of the 2010 Resolution, and any table of contents or marginal notes appended to copies of the 2010 Resolution, shall be solely for convenience of reference and shall not constitute a part of the 2010 Resolution, nor shall they affect its meaning, construction or effect.

Section 18.11 Governing Law; Venue. The Bonds are to be issued and the 2010 Resolution is adopted and the Bond Purchase Agreement and such other instruments necessary for the issuance of the Bonds shall be executed and delivered with the intent that, except to the extent specifically provided in such documents, the laws of the State of Florida shall govern their construction. Venue shall lie in Miami-Dade County, Florida.

Section 18.12 Waiver. The provisions of Resolution R-130-06, as amended from time to time, requiring that any contracts of the County with third parties be executed and finalized prior to their placement on the committee agenda are hereby waived at the request of the County Manager for the reasons set forth in the County Manager's Memorandum.

Section 18.13 Amendment to 2007 Resolution. The 2007 Resolution is amended to include the acquisition of the Overtown II building as a capital project eligible for financing from the proceeds of the 2007 Bonds.

[Remainder of Page Intentionally Left Blank]

The foregoing resolution was offered by Commissioner **Katy Sorenson** who moved its adoption. The motion was seconded by Commissioner **Jose "Pepe" Diaz** and upon being put to a vote, the vote was as follows:

Dennis C. Moss, Chairman	aye		
Jose "Pepe" Diaz, Vice-Chairman	aye		
Bruno A. Barreiro	absent	Audrey M. Edmonson	aye
Carlos A. Gimenez	aye	Sally A. Heyman	aye
Barbara J. Jordan	aye	Joe A. Martinez	aye
Dorrin D. Rolle	aye	Natacha Seijas	aye
Katy Sorenson	aye	Rebeca Sosa	aye
Sen. Javier D. Souto	aye		

The Chairperson thereupon declared the resolution duly passed and adopted this 8th day of July, 2010. This resolution shall become effective ten (10) days after the date of its adoption unless vetoed by the Mayor, and if vetoed, shall become effective only upon an override by this Board.

MIAMI-DADE COUNTY, FLORIDA
BY ITS BOARD OF
COUNTY COMMISSIONERS

HARVEY RUVIN, CLERK

By: **DIANE COLLINS**
Deputy Clerk



Approved by County Attorney as
to form and legal sufficiency.

Prepared by
Bond Counsel: Hogan Lovells US LLP
Law Offices of Steve E. Bullock, P.A.

EXHIBIT A
CAPITAL ASSETS

<u>PROJECT DESCRIPTION</u>	<u>ESTIMATED COST</u> [*]	<u>BCC APPROVAL</u>
<u>Overtown II Project</u>		
• Acquisition of office building known as the Overtown South Tower to be occupied by County employees	\$63,004,000**	R-831-05; R-836-05; R-415-06; R-1192-06
• Overtown Station II Fit Up and IT	5,378,000	
• Project Contingency and Closeout Costs	<u>1,495,000</u>	
Overtown II Project Total	\$69,877,000	
Scott Carver Housing Project	\$13,640,000	
<u>Causeways – Various Projects</u>		
• Procurement and installation of new toll equipment to become interoperable with the statewide SunPass toll system at both the Rickenbacker and Venetian Causeways' toll plazas	\$ 946,400	Ordinance No. 08-109 (pages 50-52 of 120 in the Ordinance, as reprogrammed in the FY 2009-10 Budget Ordinance
• Shoreline stabilization, beach re-nourishment, storm water management, parking improvements, invasive vegetation removal, and installation of new landscaping of upland area to prevent future island erosion of the Rickenbacker Causeway Barrier Islands	4,253,000	
• Structural repairs to the William Powell Bridge structure of the Rickenbacker Causeway	700,000	
• Plan and design of a new bridge system to provide complete construction plans for future replacement of the twelve existing bridges, which connect mainland Miami to Miami Beach, as well as access to the residents of the islands along the Venetian Causeway	1,650,000	
• Rehabilitation of the twelve existing bridges along the Venetian Causeway	<u>2,850,600</u>	
Causeway Projects Total	\$10,400,000	
GRAND TOTAL	<u>\$93,917,000</u>	

* Exclusive of financing costs, deposits to the Reserve Account and other legally available funds to be applied towards the total costs of the projects described.

** Exclusive of \$13,640,000 to be financed from the proceeds of the 2007 Bonds.

EXHIBIT B
BOND FORM

Registered Number: _____

\$ _____

R- _____

UNITED STATES OF AMERICA
STATE OF FLORIDA
MIAMI-DADE COUNTY, FLORIDA
CAPITAL ASSET ACQUISITION SPECIAL OBLIGATION BOND, SERIES 2010_

<u>Maturity Date</u>	<u>Interest Rate</u>	<u>Dated Date</u>	<u>CUSIP No.</u>
[____ 1, 20 ____]	[____]%	[Date of Issuance]	[_____]

REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT: [_____] DOLLARS

Miami-Dade County, Florida, a political subdivision of the State of Florida (the "County"), for value received, hereby promises to pay to the Registered Owner named above, or registered assigns, but solely from the revenues hereinafter mentioned, on the Maturity Date specified above (unless redeemed prior thereto, as hereinafter provided), the Principal Amount specified above, upon presentation and surrender hereof at the designated corporate trust office of [_____], or its successors, as Registrar and Paying Agent (the "Registrar and Paying Agent"), and to pay, solely from such revenues, interest on the Principal Amount from the Dated Date, or from the last date to which interest has been paid, on April 1 and October 1 in each year (each, an "Interest Payment Date"), commencing _____, until payment of the Principal Amount, or until provision for the payment thereof has been duly provided for.

This Bond and the interest hereon are payable solely from certain Legally Available Non-Ad Valorem Revenues (as described in Ordinance No. 07-51 enacted by the Board of County Commissioners of Miami-Dade County, Florida (the "Board") on March 20, 2007 (the "2007 Ordinance"), Ordinance No. 09-48 enacted by the Board on June 30, 2009 (the "2009 Ordinance"), and Resolution No. R-[____]-10 adopted by the Board on [_____], 2010 (the "Resolution" and, together with the 2007 Ordinance and 2009 Ordinance, the "Bond Ordinance"), budgeted and appropriated by the Board annually and actually deposited into the Debt Service Account or the Reserve Account pursuant to the Bond Ordinance (the "Covenant Revenues") and certain other moneys, all in the manner and to the extent provided in the Bond Ordinance. All terms used herein in capitalized form and not otherwise defined herein shall have the same meaning as ascribed to them under the Bond Ordinance.

Interest will be paid by check or draft mailed to the Registered Owner hereof at his address as it appears on the registration books maintained by the Registrar and Paying Agent as of 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 such Record Date and prior to such Interest Payment Date, unless the County shall be in default in the payment of interest due on such Interest Payment Date. In the event of any such default, 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 Registrar and Paying Agent 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.

The principal of and interest on this Bond is payable by check or draft drawn on the Registrar and Paying Agent; provided that (i) so long as the ownership of this Bond is maintained in a Book-Entry Only System by a securities depository, such payment shall be made by automatic funds transfer ("wire") to such securities depository or its nominee and (ii) if this Bond is not maintained in a Book-Entry Only System by a securities depository, upon written request of the Registered Owner of this Bond, if its unpaid principal balance shall be \$1,000,000 or more, delivered fifteen (15) days prior to an Interest Payment Date, interest may be paid when due by wire in immediately available funds to the bank account number of a bank within the continental United States designated in writing by such Registered Owner to the Registrar and Paying Agent, on a form acceptable to the Registrar and Paying Agent.

This Bond shall not be deemed to constitute a pledge of the faith and credit or taxing power of the County, the State of Florida or any other political subdivision of the State or to require either directly or contingently the levy of any ad valorem taxes for the payment of the Bonds, or to otherwise require any appropriations except to the extent provided in the Bond Ordinance. No Bondholder shall ever have the right to compel the exercise of any ad valorem taxing power of the County for any purpose, including, without limitation, the payment of the principal of or interest on this Bond or for the payment of any other amounts provided for in the Bond Ordinance. The County is not obligated to maintain or continue any of the activities of the County that generate user service charges, regulatory fees or any other Legally Available Non-Ad Valorem Revenues.

It is further agreed between the County and the Registered Owner of this Bond that this Bond and the indebtedness evidenced hereby shall not be secured by a lien, legal or equitable on the Legally Available Non-Ad Valorem Revenues, ad valorem tax revenues, or any other revenues of the County or a mortgage on any assets owned by the County, but shall constitute a lien only on the Covenant Revenues and the accounts established under the Bond Ordinance, all in the manner and to the extent provided in the Bond Ordinance. Neither the members of the County nor any official executing the Bonds shall be liable personally on the Bonds or the Bond Ordinance or shall be subject to any personal liability or accountability by reason of the issuance of the Bonds or the enactment and adoption, as the case may be, of the Bond Ordinance.

This Bond is one of an authorized issue of bonds in the aggregate principal amount of \$ _____, of like date, tenor and effect, except as to number, interest rate and maturity date, issued to finance certain capital projects pursuant to the authority of and in full compliance with the Constitution and the laws of the State of Florida, including particularly the Bond Ordinance, the Home Rule Amendment and Charter of Miami-Dade County, Florida, as amended and the

Code of Miami-Dade County, Florida, as amended. This Bond is also subject to the terms and conditions of the Bond Ordinance.

Reference to the Bond Ordinance is hereby made for the provisions, among others, with respect to the custody and application of the proceeds of the Bonds, the collection and disposition of revenues, the funds charged with and pledged to the payment of the principal of and the interest on the Bonds, the nature and extent of the security, the rights, duties and obligations of the County under the Bond Ordinance, the rights of the holders of the Bonds, and the rights of the Bond Insurer (hereinafter defined) to approve amendments, grant consents and waivers and direct proceedings as described below. By the acceptance of this Bond, the holder hereof assents to all the provisions of the Bond Ordinance.

[Reference is hereby also made to that certain Insurance Agreement dated as of _____ entered into among the County and _____ (the "Bond Insurance Agreement") providing certain rights to _____ (the "Bond Insurer") in connection with the issuance of its Municipal Bond Insurance Policy insuring payment of the principal of and interest on the Bonds (the "Policy"), including (A) the right to be treated as the sole registered owner of the Bonds insured by it (i) for all purposes of the Bond Ordinance governing events of default, acceleration and remedies, except the giving of notice of default to Bondholders, and (ii) for the purposes of exercising any voting rights or privilege or giving of any consent or direction or taking any other action that the holders or registered owners of the Bonds are entitled to take pursuant to the Bond Ordinance pertaining to amendments and supplements of the Bond Ordinance, in each case so long as it has not failed to comply with its payment obligations under the Policy; provided, however, that the Bond Insurer may not consent to an amendment or supplement that reduces the principal amount, interest rate payable or due date of any Outstanding Bonds without the consent of the Bondholders so affected; and (B) the right to be appointed as agent of the holders of such Bonds for the collection of defaulted principal and interest, the right to receive an assignment of the bondholders' claims for such defaulted principal and interest with respect to which payments have been made under the Policy, and the right to subrogation. By purchasing the Bonds the holders thereof, on their own behalf and on behalf of all subsequent holders, are deemed to have consented to the Bond Insurance Agreement. Executed counterparts of the Bond Insurance Agreement are on file with the Finance Director of the County.]

[Insert redemption provisions]

The Registered Owner of this Bond shall have no right to enforce the provisions of the Bond Ordinance, or to institute action to enforce the covenants therein, or to take any action with respect to any event of default under the Bond Ordinance, or to institute, appear in or defend any suit or other proceeding with respect thereto, except as provided in the Bond Ordinance.

The transfer of this Bond is registrable by the Registered Owner hereof in person or by his attorney duly authorized in writing at the designated corporate trust office of the Registrar and Paying Agent but only in the manner, subject to the limitations and upon payment of the charges provided in the Bond Ordinance, and upon surrender and cancellation of this Bond. Upon such transfer, a new registered Bond or Bonds of the same maturity and interest rate and of authorized denomination or denominations for the same aggregate principal amount will be issued to the

transferee in exchange therefor. The Registrar and Paying Agent shall not be required to register the transfer of or exchange any Bond after the mailing of notice calling such Bond or portion thereof for redemption has occurred as provided in the Resolution, or during the period of twenty (20) days next preceding the giving of notice calling any Bonds for redemption.

Each Bond delivered pursuant to any provision of the Bond Ordinance in exchange or substitution for, or upon the transfer of the whole or any part of one or more other Bonds, shall carry all of the rights to interest accrued and unpaid and to accrue that were carried by the whole or such part, as the case may be, of such one or more other Bonds. Notwithstanding anything contained in the Bond Ordinance, such Bonds shall be so dated or bear such notation, that neither gain nor loss in interest shall result from any such exchange, substitution or transfer.

No recourse shall be had for the payment of the principal of or interest on this Bond, or for any claim based hereon or on the Bond Ordinance, against any member, officer or employee, past, present or future, of the County or of any successor body thereof, as such, either directly or through the County or any such successor or body, under any constitutional provision, statute or rule of law, or by the enforcement of any assessment or by any legal or equitable proceeding or otherwise, all such liability of such members, officers or employees being released as a condition of and as consideration for the enactment of the Bond Ordinance by the Board and the issuance of this Bond.

The County, the Registrar and Paying Agent may deem and treat the person in whose name this Bond is registered as the absolute holder of this Bond for the purpose of receiving payment of, on account of, the principal and interest due on this Bond and for all other purposes, and neither the County nor the Registrar and Paying Agent shall be affected by notice to the contrary except the due execution and delivery to the Registrar and Paying Agent of the Certificate of Transfer set forth in this Bond.

All acts, conditions and things required by the Constitution and laws of the State of Florida and the Bond Ordinance to exist, to have happened and to have been performed precedent to and in the absence of this Bond, do exist, have happened and have been performed.

As declared by the Act, this Bond shall have all the qualities and incidents of negotiable instruments under the negotiable instruments law of the State of Florida, subject to the provisions for registration stated herein and contained in the Bond Ordinance, and subject to such provisions, nothing contained in this Bond or in the Bond Ordinance shall affect or impair the negotiability of this Bond. This Bond is issued with the intent that the laws of said State shall govern its construction.

If the date for payment of the principal of or interest on this Bond shall be a day which is not a Business Day, then the date for such payment shall be the next succeeding Business Day and payment on such day shall have the same force and effect as if made on the nominal date of payment. A "Business Day" shall mean any day (i) on which banks in any of the cities in which the designated corporate trust office of the Registrar and Paying Agent is located are open and (ii) on which the New York Stock Exchange is not closed.

The Bond Ordinance permits, with certain exceptions as therein provided, the amendment thereof and the modification of the rights and obligations of the County and the rights of the

owners of the Bonds at any time by the County with consent of the owners of a majority of aggregate principal amount of the Bonds Outstanding, as defined in the Bond Ordinance. Any such consent or waiver by the owner of this Bond shall be conclusive and binding upon such owner and upon all future owners of this Bond and of any Bond issued upon the transfer or exchange of this Bond whether or not notation of such consent or waiver is made upon this Bond.

This Bond is not valid unless the Certificate of Authentication endorsed hereon is duly executed.

IN WITNESS WHEREOF, Miami-Dade County, Florida has caused this Bond to be executed by the Mayor of Miami-Dade County, Florida and the Ex Officio Clerk of the Board and its official seal to be imprinted hereon, all as of the ____ day of _____, 2010.

MIAMI-DADE COUNTY, FLORIDA

(SEAL)

By: _____
Mayor

By: _____
Ex-Officio Clerk of the Board

CERTIFICATION OF AUTHENTICATION

This Bond is one of the Bonds described in and authorized to be issued pursuant to the terms of the Bond Ordinance.

Date of Authentication: _____

_____, as Registrar and
Paying Agent

By: _____
Authorized Signatory

[STATEMENT OF INSURANCE]

[FORM OF ASSIGNMENT]

ASSIGNMENT

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

(PLEASE INSERT SOCIAL SECURITY OR OTHER
IDENTIFYING NUMBER OF TRANSFEREE)

(Please print or typewrite name and address of Transferee)

the within bond and all rights thereunder, and does hereby irrevocably constitute and appoint
_____ as attorney to register the transfer of the within bond on the books kept for
registration and registration of transfer thereof, with full power of substitution in the premises.

Dated: _____

Signature Guaranteed:

Registered Owner

NOTICE: Signature(s) must be guaranteed by an eligible guarantor institution which is a member of a recognized signature guaranty program, i.e., Securities Transfer Agents Medallion Program (STAMP), Stock Exchanges Medallion Program (SEMP) or New York Stock Exchange Medallion Signature Program (MSP), a member firm of the New York Stock 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 or names of the Transferee(s), unless the signature(s) to this assignment correspond(s) with the name or names as it/they appear(s) 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 Numbers of the Transferee(s)is/are supplied.

Unless this Bond is presented by an authorized representative of The Depository Trust Company ("DTC"), New York, New York, to the County 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 authorize 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 Holder hereof, Cede & Co., has an interest herein.

ABBREVIATIONS

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

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

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

EXHIBIT C

BOND PURCHASE AGREEMENT

(on file with Clerk's Office)

EXHIBIT D

PRELIMINARY OFFICIAL STATEMENT DATED _____, 2010

NEW ISSUE- BOOK-ENTRY ONLY**RATINGS: See "Ratings" herein**

In the opinion of Bond Counsel to the County, to be delivered upon the issuance of the Series 2010A Bonds, under existing law and assuming compliance by the County with requirements of the Internal Revenue Code of 1986, as amended (the "Code") that must be met subsequent to the issuance of the Series 2010A Bonds, with which the County has certified, represented and covenanted its compliance, interest on the Series 2010A Bonds is excluded from gross income for federal income tax purposes and is not a specific preference item for purposes of the federal alternative minimum tax. Also in the opinion of Bond Counsel to the County, to be delivered upon the issuance of the Series 2010 Bonds, the Series 2010 Bonds and the income thereon are not subject to taxation under the laws of the State of Florida, except estate taxes and taxes under Chapter 220, Florida Statutes, on interest, income or profits on debt obligations owned by corporations as defined therein. Interest on the Series 2010B Bonds and Series 2010 C Bonds is not excluded from gross income for federal income tax purposes. See "TAX MATTERS" for a more detailed description.

\$ _____
**MIAMI-DADE COUNTY,
 FLORIDA**
**Capital Asset Acquisition
 Special Obligation Bonds
 Series 2010A**

\$ _____
MIAMI-DADE COUNTY, FLORIDA
**Capital Asset Acquisition
 Taxable Special Obligation Bonds
 Series 2010B**
**(Build America Bonds – Direct Payment to
 Issuer)**

\$ _____
MIAMI-DADE COUNTY, FLORIDA
**Capital Asset Acquisition
 Taxable Special Obligation Bonds
 Series 2010C**
**(Recovery Zone Economic Development
 Bonds – Direct Payment to Issuer)**

Dated: Date of Delivery**Due: April 1, as shown on inside front cover page**

The Miami-Dade County, Florida Capital Asset Acquisition Special Obligation Bonds, Series 2010A (the "Series 2010A Bonds"), the Miami-Dade County, Florida Capital Asset Acquisition Taxable Special Obligation Bonds, Series 2010B (Build America Bonds – Direct Payment to Issuer) (the "Series 2010B Bonds"), and the Miami-Dade County, Florida Capital Asset Acquisition Taxable Special Obligation Bonds, Series 2010C (Recovery Zone Economic Development Bonds – Direct Payment to Issuer) (the "Series 2010C Bonds," and together with the Series 2010A Bonds and Series 2010B Bonds, the "Series 2010 Bonds") are special limited obligations of Miami-Dade County, Florida (the "County") payable solely from Legally Available Non-Ad Valorem Revenues (as defined in this Official Statement) of the County budgeted and appropriated annually, subject to the limitations described in this Official Statement, and actually deposited by the County into the Debt Service Account or the Reserve Account created under the Bond Ordinance described herein. The Series 2010 Bonds are being issued pursuant to the Bond Ordinance for the purposes of funding the acquisition, construction, improvement or renovation of certain capital assets (as described in this Official Statement) of the County, making a deposit to the Reserve Account for the Series 2010 Bonds, and paying certain costs incurred in connection with the issuance of the Series 2010 Bonds[, including paying the premium for a financial guaranty insurance policy securing the Series 2010 Bonds].

Interest on the Series 2010 Bonds is payable commencing on [April 1, 2011 and on each April 1 and October 1 thereafter].
 _____, _____, _____, will act as Registrar and Paying Agent.

The Series 2010 Bonds are being issued in fully registered form, initially registered in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York ("DTC"), which will act as securities depository for the Series 2010 Bonds. Purchases of beneficial interests in the Series 2010 Bonds will be made in denominations of \$5,000 or any integral multiple of \$5,000. Purchases of beneficial interests in the Series 2010 Bonds will be in book-entry only form and purchasers of beneficial interests in the Series 2010 Bonds will not receive physical delivery of bond certificates. As long as DTC or its nominee is the registered owner of the Series 2010 Bonds, payments of the principal of and interest on the Series 2010 Bonds will be made directly to DTC or its nominee. See "DESCRIPTION OF THE SERIES 2010 BONDS - Book-Entry Only System" in this Official Statement.

THE SERIES 2010 BONDS ARE SPECIAL LIMITED OBLIGATIONS OF THE COUNTY, PAYABLE SOLELY FROM LEGALLY AVAILABLE NON-AD VALOREM REVENUES OF THE COUNTY BUDGETED AND APPROPRIATED ANNUALLY, SUBJECT TO THE LIMITATIONS DESCRIBED IN THIS OFFICIAL STATEMENT, AND ACTUALLY DEPOSITED IN THE DEBT SERVICE ACCOUNT OR THE RESERVE ACCOUNT CREATED UNDER THE BOND ORDINANCE. THE SERIES 2010 BONDS SHALL NOT BE DEEMED TO CONSTITUTE A DEBT OF THE COUNTY, THE STATE OF FLORIDA (THE "STATE") OR ANY POLITICAL SUBDIVISION OR AGENCY THEREOF OR A PLEDGE OF THE FAITH AND CREDIT OF THE STATE, THE COUNTY OR ANY POLITICAL SUBDIVISION OR AGENCY THEREOF. THE ISSUANCE OF THE SERIES 2010 BONDS SHALL NOT DIRECTLY, INDIRECTLY OR CONTINGENTLY OBLIGATE THE STATE, THE COUNTY OR ANY AGENCY OR POLITICAL SUBDIVISION OF THE STATE TO LEVY OR TO PLEDGE ANY FORM OF AD VALOREM TAXATION

WHATSOEVER, NOR SHALL THE SERIES 2010 BONDS CONSTITUTE A CHARGE, LIEN OR ENCUMBRANCE, LEGAL OR EQUITABLE, UPON ANY PROPERTY OF THE STATE, THE COUNTY OR ANY AGENCY OR POLITICAL SUBDIVISION OF THE STATE. NO HOLDER OF THE SERIES 2010 BONDS WILL HAVE THE RIGHT TO REQUIRE OR COMPEL THE EXERCISE OF THE AD VALOREM TAXING POWER OF THE STATE, THE COUNTY OR ANY AGENCY OR POLITICAL SUBDIVISION OF THE STATE FOR PAYMENT OF THE SERIES 2010 BONDS, OR BE ENTITLED TO PAYMENT OF SUCH AMOUNT FROM ANY OTHER FUNDS OF THE COUNTY, OTHER THAN THE ACCOUNTS CREATED UNDER THE BOND ORDINANCE IN THE MANNER AND TO THE EXTENT PROVIDED IN THE BOND ORDINANCE.

[The scheduled payment of principal of and interest on the Series 2010 Bonds when due will be guaranteed under a financial guaranty insurance policy to be issued concurrently with the delivery of the Series 2010 Bonds by _____. See "BOND INSURANCE."]

See the inside cover page for maturities, principal amounts, initial CUSIP numbers, interest rates, prices and yields.

This cover page contains information for quick reference only. It is *not* a complete summary of the information in this Official Statement. Investors must read this entire Official Statement, including the Appendices, to obtain information essential in making an informed investment decision with respect to the purchase of the Series 2010 Bonds.

The Series 2010 Bonds are offered when, as and if issued by the County and accepted by the Underwriters, subject to the delivery of legal opinions by Hogan & Lovells US LLP, Miami, Florida, and the Law Offices Steve E. Bullock, P.A., Miami, Florida, Bond Counsel. Certain legal matters will be passed upon for the County by the Office of the Miami-Dade County Attorney. Certain legal matters relating to disclosure will be passed upon for the County by Edwards Angell Palmer & Dodge LLP, West Palm Beach, Florida, and Rasco Klock Reininger Perez Esquenazi Vigil & Nieto, Coral Gables, Florida, Disclosure Counsel. Certain legal matters will be passed upon for the Underwriters by their counsel, Ruden McClosky P.A., Fort Lauderdale, Florida. Public Financial Management, Inc., Orlando, Florida, has served as Financial Advisor to the County in connection with the issuance of the Series 2010 Bonds. It is expected that the Series 2010 Bonds will be available for delivery through DTC in New York, New York, on or about _____, 2010.

Siebert Brandford Shank & Co., LLC

M.R. Beal & Company

Barclays Capital
Ramirez & Co., Inc.

RBC Capital Markets

Estrada Hinojosa & Company, Inc.
Wells Fargo Securities

Rice Financial Products Company

Jackson Securities

Dated:

**MATURITY SCHEDULE, PRINCIPAL AMOUNTS, INITIAL CUSIP NUMBERS,
INTEREST RATES, PRICES OR YIELDS**

\$ _____
MIAMI-DADE COUNTY, FLORIDA
Capital Asset Acquisition
Special Obligation Bonds
Series 2010A

<u>Maturity Date (April 1)</u>	<u>Principal* Amount</u>	<u>Initial CUSIP No. (1)</u>	<u>Interest Rate</u>	<u>Yield</u>	<u>Maturity Date (April 1)</u>	<u>Principal* Amount</u>	<u>Initial CUSIP No. (1)</u>	<u>Interest Rate</u>	<u>Yield</u>
	\$		%	%		\$		%	%

\$ _____ % Term Bonds due April 1, _____, Price _____, Initial CUSIP No. (1) _____
 \$ _____ % Term Bonds due April 1, _____, Price _____, Initial CUSIP No. (1) _____

\$ _____
MIAMI-DADE COUNTY, FLORIDA
Capital Asset Acquisition
Taxable Special Obligation Bonds
Series 2010B
(Build America Bonds – Direct Payment to Issuer)

\$ _____ % Term Bonds due April 1, _____, Price _____, Initial CUSIP No. (1) _____
 \$ _____ % Term Bonds due April 1, _____, Price _____, Initial CUSIP No. (1) _____

(1) Neither the County nor the Underwriters assume responsibility for the use of CUSIP numbers, nor is any representation made as to their correctness. The CUSIP numbers are included solely for the convenience of the readers of this Official Statement.
 * Preliminary, subject to change.

\$ _____

MIAMI-DADE COUNTY, FLORIDA
Capital Asset Acquisition
Taxable Special Obligation Bonds
Series 2010C

(Recovery Zone Economic Development Bonds – Direct Payment to Issuer)

\$ _____ % Term Bonds due April 1, _____, Price _____, Initial CUSIP No.⁽¹⁾ _____
\$ _____ % Term Bonds due April 1, _____, Price _____, Initial CUSIP No.⁽¹⁾ _____

⁽¹⁾ Neither the County nor the Underwriters assume responsibility for the use of CUSIP numbers, nor is any representation made as to their correctness. The CUSIP numbers are included solely for the convenience of the readers of this Official Statement.

* Preliminary, subject to change.

RED HERRING LANGUAGE:

This Preliminary Official Statement and the information contained herein are subject to completion or amendment. Under no circumstances shall this Preliminary Official Statement constitute an offer to sell or a solicitation of any offer to buy, nor shall there be any sale of the Series 2010 Bonds in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration, qualification or exemption under the securities laws of such jurisdiction.

MIAMI-DADE COUNTY, FLORIDA

Carlos Alvarez, Mayor

MEMBERS OF THE BOARD OF COUNTY COMMISSIONERS

Dennis C. Moss, Chairman

José "Pepe" Diaz, Vice Chairman

<u>Name</u>	<u>District</u>	<u>Name</u>	<u>District</u>
Barbara J. Jordan	1	Katy Sorenson	8
Dorrian D. Rolle	2	Dennis C. Moss	9
Audrey M. Edmonson	3	Senator Javier D. Souto	10
Sally A. Heyman	4	Joe A. Martinez	11
Bruno A. Barreiro	5	José "Pepe" Diaz	12
Rebeca Sosa	6	Natacha Seijas	13
Carlos A. Gimenez	7		

COUNTY CLERK

Harvey Ruvín

COUNTY MANAGER

George M. Burgess

COUNTY ATTORNEY

R.A. Cuevas, Jr., Esq.

FINANCE DIRECTOR

Carter Hammer

BOND COUNSEL

Hogan & Lovells US LLP
Miami, Florida

Law Offices Steve E. Bullock, P.A.
Miami, Florida

DISCLOSURE COUNSEL

Edwards Angell Palmer & Dodge LLP
West Palm Beach, Florida

Rasco Klock Reininger Perez Esquenazi Vigil & Nieto
Coral Gables, Florida

FINANCIAL ADVISOR

Public Financial Management, Inc.
Orlando, Florida

INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

KPMG LLP
Miami, Florida

No dealer, broker, salesman or other person has been authorized by the County or the Underwriters to give any information or to make any representations, other than those contained in this Official Statement, and if given or made, such other information or representations must not be relied upon as having been authorized by the County or the Underwriters. This Official Statement does not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the Series 2010 Bonds by any person in any jurisdiction in which it is unlawful for such person to make such offer, solicitation or sale.

The order and placement of materials in this Official Statement, including the Appendices, are not to be deemed a determination of relevance, materiality or importance, and this Official Statement, including the Appendices, must be considered in its entirety. The captions and headings in this Official Statement are for convenience only and in no way define, limit or describe the scope or intent, or affect the meaning or construction, of any provisions or sections in this Official Statement. The offering of the Series 2010 Bonds is made only by means of this entire Official Statement.

This Official Statement contains statements, which to the extent they are not recitations of historical fact, constitute "forward-looking statements." In this respect, the words "estimate," "project," "anticipate," "expect," "intend," "belief," and similar expressions are intended to identify forward looking statements. Such statements may be subject to risks and uncertainties that could cause actual results to differ materially from those contemplated in such forward looking statements.

THIS OFFICIAL STATEMENT IS BEING PROVIDED TO PROSPECTIVE PURCHASERS EITHER IN BOUND PRINTED FORM ("ORIGINAL BOUND FORMAT") OR IN ELECTRONIC FORMAT ON THE WEBSITE [_____]. THIS OFFICIAL STATEMENT MAY BE RELIED UPON ONLY IF IT IS IN ITS ORIGINAL BOUND FORMAT OR IF IT IS PRINTED IN FULL DIRECTLY FROM SUCH WEBSITE.

THE UNDERWRITERS HAVE PROVIDED THE FOLLOWING SENTENCE FOR INCLUSION IN THIS OFFICIAL STATEMENT. *THE UNDERWRITERS HAVE REVIEWED THE INFORMATION IN THIS OFFICIAL STATEMENT IN ACCORDANCE WITH, AND AS PART OF, THEIR RESPECTIVE RESPONSIBILITIES TO INVESTORS UNDER THE FEDERAL SECURITIES LAWS AS APPLIED TO THE FACTS AND CIRCUMSTANCES OF THIS TRANSACTION, BUT THE UNDERWRITERS DO NOT GUARANTEE THE ACCURACY OR COMPLETENESS OF SUCH INFORMATION.*

IN CONNECTION WITH THIS OFFERING, THE UNDERWRITERS MAY OVERALLOT OR EFFECT TRANSACTIONS WHICH STABILIZE OR MAINTAIN THE MARKET PRICE OF THE SERIES 2010 BONDS AT A LEVEL ABOVE THAT WHICH MIGHT OTHERWISE PREVAIL IN THE OPEN MARKET. SUCH STABILIZING, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME. THE UNDERWRITERS MAY OFFER AND SELL THE SERIES 2010 BONDS TO CERTAIN DEALERS AND OTHERS AT PRICES LOWER THAN, OR WHICH PRODUCE YIELDS HIGHER THAN, THE PRICES OR YIELDS STATED ON THE INSIDE COVER PAGE OF THIS OFFICIAL STATEMENT, AND SUCH PUBLIC OFFERING PRICES OR YIELDS MAY BE CHANGED FROM TIME TO TIME, AFTER THE INITIAL OFFERING TO THE PUBLIC, BY THE UNDERWRITERS.

THE SERIES 2010 BONDS HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR ANY STATE SECURITIES LAW, NOR HAS THE BOND ORDINANCE BEEN QUALIFIED UNDER THE TRUST INDENTURE ACT OF 1939, AS AMENDED, IN RELIANCE UPON EXEMPTIONS CONTAINED IN SUCH ACTS. IN MAKING AN INVESTMENT DECISION, INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE

COUNTY AND THE TERMS OF THIS OFFERING, INCLUDING THE MERITS AND INVESTMENT RISKS INVOLVED. NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY OTHER FEDERAL, STATE OR GOVERNMENTAL ENTITY OR AGENCY WILL HAVE PASSED UPON THE ACCURACY OR ADEQUACY OF THIS OFFICIAL STATEMENT OR APPROVED OR RECOMMENDED THE SERIES 2010 BONDS FOR SALE. ANY REPRESENTATION TO THE CONTRARY MAY BE A CRIMINAL OFFENSE.

THIS PRELIMINARY OFFICIAL STATEMENT IS IN A FORM DEEMED FINAL BY THE COUNTY FOR PURPOSES OF RULE 15c2-12 PROMULGATED UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED, EXCEPT FOR CERTAIN INFORMATION PERMITTED TO BE OMITTED PURSUANT TO RULE 15c2-12(b)(1).

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OFFICIAL STATEMENT

relating to

\$ _____*
MIAMI-DADE COUNTY,
FLORIDA
Capital Asset Acquisition
Special Obligation Bonds
Series 2010A

\$ _____*
MIAMI-DADE COUNTY,
FLORIDA
Capital Asset Acquisition
Taxable Special Obligation Bonds
Series 2010B
(Build America Bonds – Direct
Payment to Issuer)

\$ _____*
MIAMI-DADE COUNTY,
FLORIDA
Capital Asset Acquisition
Taxable Special Obligation Bonds
Series 2010C
(Recovery Zone Economic
Development Bonds – Direct
Payment to Issuer)

INTRODUCTION

The purpose of this Official Statement of Miami-Dade County, Florida (the "County"), which includes the cover page, inside cover page and Appendices, is to furnish information in connection with the issuance and sale by the County of \$ _____* aggregate principal amount of Miami-Dade County, Florida Capital Asset Acquisition Special Obligation Bonds, Series 2010A (the "Series 2010A Bonds"), \$ _____* aggregate principal amount of Miami-Dade County, Florida Capital Asset Acquisition Taxable Special Obligation Bonds, Series 2010B (Build America Bonds – Direct Payment to Issuer) (the "Series 2010B Bonds"), and \$ _____* Miami-Dade County, Florida Capital Asset Acquisition Taxable Special Obligation Bonds, Series 2010C (Recovery Zone Economic Development Bonds – Direct Payment to Issuer) (the "Series 2010C Bonds," and together with the Series 2010A Bonds and Series 2010B Bonds, the "Series 2010 Bonds"). The Series 2010 Bonds are being issued pursuant to the authority of, and in compliance with, the Constitution and Laws of the State of Florida (the "State"), including, without limitation, (i) Chapter 125 and Chapter 166, Florida Statutes, each as amended, (ii) the Home Rule Amendment and Charter of the County, as amended, (iii) the Code of the County, as amended, and (iv) Ordinance No. 07-51 enacted by the Board of County Commissioners of the County (the "Board") on March 20, 2007 (the "2007 Ordinance"), Ordinance No. 09-48 enacted by the Board on June 30, 2009 (the "2009 Ordinance"), and Resolution No. R-____-10 adopted by the Board on _____, 2010 (the "2010 Resolution," and together with the 2007 Ordinance and 2009 Ordinance, the "Bond Ordinance"). The full text of the Bond Ordinance is appended to this Official Statement as "APPENDIX B – BOND ORDINANCE."

The Series 2010 Bonds are being issued for the purpose of providing funds, together with other legally available funds of the County, to: (i) pay the costs of acquisition, construction, improvement or renovation of certain capital assets, including buildings occupied or to be occupied by the County and its various departments and agencies as described under the caption "THE CAPITAL ASSET ACQUISITION PROJECTS" in this Official Statement (the "Series 2010 Capital Asset Acquisition Projects"); (ii) make a deposit to the Reserve Account for the Series 2010 Bonds; and (iii) pay the costs of issuance of the Series 2010 Bonds, [including the payment of the premium for a financial guaranty insurance policy securing the Series 2010 Bonds].

This Official Statement contains descriptions of, among other things, the Series 2010 Bonds, the Bond Ordinance and the County. Such descriptions and information do not purport to be comprehensive or definitive. Certain information in this Official Statement has been provided by The Depository Trust Company, New York, New York ("DTC") [and _____ (the "Bond Insurer")]. The County has not provided information in this Official Statement with respect to DTC [or the Bond Insurer] and does not certify as to the accuracy or sufficiency of the disclosure policies of or content provided by DTC [or

* Preliminary, subject to change.

the Bond Insurer] and is not responsible for the information provided by DTC [or the Bond Insurer]. All references in this Official Statement to the Bond Ordinance and related documents are qualified by reference to such documents, and references to the Series 2010 Bonds are qualified in their entirety by reference to the form of such bonds included in the Bond Ordinance. *All capitalized terms in this Official Statement shall have the meanings assigned to such terms in the Bond Ordinance unless another meaning is ascribed to any of such terms in this Official Statement.*

DESCRIPTION OF THE SERIES 2010 BONDS

General

The Series 2010 Bonds will be dated the date of their delivery, will bear interest from such date at such rates and will mature on the dates and in the principal amounts set forth on the inside cover page of this Official Statement. _____, _____, _____, will act as Registrar and Paying Agent for the Series 2010 Bonds (the "Registrar and Paying Agent").

Principal of the Series 2010 Bonds will be payable at the designated corporate trust office of the Registrar and Paying Agent. Interest on the Series 2010 Bonds will be payable by check or draft drawn upon the Registrar and Paying Agent and mailed to the registered owners; provided, however, that (i) as long as the Series 2010 Bonds are maintained in a book-entry only system by a securities depository, such payment shall be made by wire transfer, and (ii) if the Series 2010 Bonds are not maintained in a book-entry only system, at the written request of the registered owner of \$1,000,000 or more in principal amount of Series 2010 Bonds delivered at least 15 days prior to an Interest Payment Date, such interest will be payable by wire transfer to the bank account number in the continental United States that is designated by such registered owner. Any such written request may state that it will apply to all subsequent payments until a subsequent written notice is filed.

The Series 2010 Bonds will be issued initially as fully registered bonds in the name of Cede & Co., as nominee of DTC, which will act as securities depository for the Series 2010 Bonds. Purchases of the Series 2010 Bonds will be made through a book-entry only system maintained by DTC, in denominations of \$5,000 or any integral multiple of \$5,000, and purchasers of the Series 2010 Bonds (the "Beneficial Owners") will not receive physical delivery of bond certificates. Interest on the Series 2010 Bonds will be payable semi-annually on [April 1 and October 1 of each year, commencing April 1, 2011.] As long as DTC or its nominee is the registered owner of the Series 2010 Bonds, the principal and interest payments will be made to DTC or its nominee, which will in turn remit such principal and interest payments to DTC's Participants (as more fully described below under "Book-Entry Only System") for subsequent disbursement to the Beneficial Owners. See "Book-Entry Only System" below.

Designation of Series 2010B Bonds and Series 2010C Bonds as "Build America Bonds"

The County will designate the Series 2010B Bonds [and Series 2010C Bonds] as "Build America Bonds" for purposes of the Internal Revenue Code of 1986, as amended (the "Code"), further designate the Series 2010C Bonds as "Recovery Zone Economic Development Bonds" for purposes of the Code, and elect to receive a cash subsidy from the United States Treasury in connection therewith. See "BUILD AMERICA BONDS" in this Official Statement.

See "TAX MATTERS" for a description of certain tax consequences relating to the Series 2010B Bonds and Series 2010C Bonds.

Redemption of Series 2010 Bonds

Optional Redemption of the Series 2010A Bonds. The Series 2010A Bonds maturing on or before [April 1, 20__] shall not be subject to optional redemption prior to maturity. The Series 2010A Bonds

maturing on or after [April 1, 20__] shall be subject to optional redemption by the County prior to maturity, in whole or in part, at any time on or after [April 1, 20__], and if in part, in maturities determined by the County and by lot within a maturity, at a redemption price equal to 100% of the principal amount of the Series 2010A Bonds or portion of such Series 2010A Bonds to be redeemed, plus accrued interest to the date of redemption and without premium.

Mandatory Sinking Fund Redemption of the Series 2010A Bonds.

The Series 2010A Bonds maturing on [April 1, 20__] are subject to mandatory sinking fund redemption in part prior to maturity, by lot, at a redemption price equal to 100% of the principal amount of the Series 2010A Bonds to be redeemed, commencing [April 1, 20__] and on each April 1 thereafter, in the years and principal amounts set forth below.

<u>Year</u>	<u>Principal Amount</u>
*	\$

* Final Maturity

The Series 2010A Bonds maturing on [April 1, 20__] are subject to mandatory sinking fund redemption in part prior to maturity, by lot, at a redemption price equal to 100% of the principal amount of the Series 2010A Bonds to be redeemed, commencing [April 1, 20__] and on each April 1 thereafter, in the years and principal amounts set forth below.

<u>Year</u>	<u>Principal Amount</u>
*	\$

* Final Maturity

Optional Redemption of the Series 2010B Bonds. The Series 2010B Bonds maturing on or after [April 1, 20__] shall be subject to optional redemption by the County prior to maturity, in whole or in part, at any time on or after [April 1, 20__], and if in part, [on a pro rata basis] as described below within a maturity, at a redemption price equal to 100% of the principal amount of the Series 2010B Bonds or portion of such Series 2010B Bonds to be redeemed, plus accrued interest to the date of redemption and without premium.

Mandatory Sinking Fund Redemption of the Series 2010B Bonds.

The Series 2010B Bonds maturing on [April 1, 20__] are subject to mandatory sinking fund redemption in part prior to maturity, [on a pro rata basis] as described below, at a redemption price equal to 100% of the principal amount of the Series 2010B Bonds to be redeemed, commencing [April 1, 20__] and on each April 1 thereafter, in the years and principal amounts set forth below.

<u>Year</u>	<u>Principal Amount</u>
	\$

*

* Final Maturity

The Series 2010B Bonds maturing on [April 1, 20__] are subject to mandatory sinking fund redemption in part prior to maturity[, on a pro rata basis] as described below, at a redemption price equal to 100% of the principal amount of the Series 2010B Bonds to be redeemed, commencing [April 1, 20__] and on each April 1 thereafter, in the years and principal amounts set forth below.

<u>Year</u>	<u>Principal Amount</u>
	\$

*

* Final Maturity

Extraordinary Optional Redemption of the Series 2010B Bonds. The Series 2010B Bonds are subject to redemption prior to maturity at the election or direction of the County, in whole or in part, on any Business Day and if in part[, on a pro rata basis] as described below, upon the occurrence of an Extraordinary Event (as defined below), at a redemption price equal to the greater of:

- (1) 100% of the principal amount of the Series 2010B Bonds to be redeemed; or
- (2) the sum of the present value of the remaining scheduled payments of principal and interest to the maturity date of the Series 2010B Bonds to be redeemed, not including any portion of those payments of interest accrued and unpaid as of the date on which the Series 2010B Bonds are to be redeemed, discounted to the date on which the Series 2010B Bonds are to be redeemed on a semi-annual basis, assuming a 360-day year consisting of twelve 30-day months, at the Treasury Rate (as defined below), plus [100] basis points;

plus, in each case, accrued interest on the Series 2010B Bonds to be redeemed to the redemption date.

An "Extraordinary Event" will have occurred if a material adverse change has occurred to Section 54AA or Section 6431(b) of the Code, or such other provision of the Code as may be applicable, pursuant to which the Refundable Credit Payments are reduced or eliminated.

"Treasury Rate" shall mean, as of any redemption date for a particular Series 2010B Bond, the yield to maturity as of such redemption date of United States Treasury securities with a constant maturity (as compiled and published in the most recent Federal Reserve Statistical Release H.15 (519) that has become publicly available at least five business days prior to the redemption date (excluding inflation indexed securities) or, if such Statistical Release is no longer published, any publicly available source of similar market data) most nearly equal to the period from the redemption date to the maturity date of the Series 2010B Bond to be redeemed; provided, however, that if the period from the redemption date to such maturity date is less than one year, the weekly average yield on actually traded United States Treasury securities adjusted to a constant maturity of one year will be used.

Optional Redemption of the Series 2010C Bonds. The Series 2010C Bonds maturing on or after [April 1, 20__] shall be subject to optional redemption by the County prior to maturity, in whole or in part, at any time on or after [April 1, 20__], and if in part[, on a pro rata basis] as described below within a maturity, at a redemption price equal to 100% of the principal amount of the Series 2010B Bonds or portion of such Series 2010C Bonds to be redeemed, plus accrued interest to the date of redemption and without premium.

Mandatory Sinking Fund Redemption of the Series 2010C Bonds.

The Series 2010C Bonds maturing on [April 1, 20__] are subject to mandatory sinking fund redemption in part prior to maturity[, on a pro rata basis] as described below, at a redemption price equal to 100% of the principal amount of the Series 2010C Bonds to be redeemed, commencing [April 1, 20__] and on each April 1 thereafter, in the years and principal amounts set forth below.

<u>Year</u>	<u>Principal Amount</u>
*	\$

* Final Maturity

The Series 2010C Bonds maturing on [April 1, 20__] are subject to mandatory sinking fund redemption in part prior to maturity[, on a pro rata basis] as described below, at a redemption price equal to 100% of the principal amount of the Series 2010C Bonds to be redeemed, commencing [April 1, 20__] and on each April 1 thereafter, in the years and principal amounts set forth below.

<u>Year</u>	<u>Principal Amount</u>
*	\$

* Final Maturity

Extraordinary Optional Redemption of the Series 2010C Bonds. The Series 2010C Bonds are subject to redemption prior to maturity at the election or direction of the County, in whole or in part, on any Business Day and if in part[, on a pro rata basis] as described below, upon the occurrence of an Extraordinary Event (as defined below), at a redemption price equal to the greater of:

- (1) 100% of the principal amount of the Series 2010C Bonds to be redeemed; or
- (2) the sum of the present value of the remaining scheduled payments of principal and interest to the maturity date of the Series 2010C Bonds to be redeemed, not including any portion of those payments of interest accrued and unpaid as of the date on which the Series 2010C Bonds are to be redeemed, discounted to the date on which the Series 2010C Bonds are to be redeemed on a semi-annual basis, assuming a 360-day year consisting of twelve 30-day months, at the Treasury Rate (as defined below), plus [100] basis points;

An "Extraordinary Event" will have occurred if a material adverse change has occurred to Section 1400U-2 or Section 6431(b) of the Code, or such other provision of the Code as may be applicable, pursuant to which the Refundable Credit Payments are reduced or eliminated.

"Treasury Rate" shall mean, as of any redemption date for a particular Series 2010C Bond, the yield to maturity as of such redemption date of United States Treasury securities with a constant maturity (as compiled and published in the most recent Federal Reserve Statistical Release H.15 (519) that has become publicly available at least five business days prior to the redemption date (excluding inflation indexed securities) or, if such Statistical Release is no longer published, any publicly available source of similar market data) most nearly equal to the period from the redemption date to the maturity date of the Series 2010C Bond to be redeemed; provided, however, that if the period from the redemption date to such maturity date is less than one year, the weekly average yield on actually traded United States Treasury securities adjusted to a constant maturity of one year will be used.

Redemption of Portions of Series 2010B Bonds and Series 2010C Bonds. If less than all of the Series 2010B Bonds or Series 2010C Bonds of any maturity are to be redeemed prior to maturity, (a) if the Series 2010B Bonds or Series 2010C Bonds are in book-entry form at the time of such redemption, the Registrar and Paying Agent shall instruct DTC to instruct the DTC participants to select the specific Series 2010B Bonds or Series 2010C Bonds, as the case may be, for redemption pro rata, and neither the County nor the Registrar and Paying Agent shall have any responsibility to ensure that DTC or its participants properly select such Series 2010B Bonds or Series 2010C Bonds, as the case may be, for redemption, and (b) if the Series 2010B Bonds or Series 2010C Bonds, as the case may be, are not then in book-entry form at the time of such redemption, on each redemption date, the Registrar and Paying Agent shall select the specific Series 2010B Bonds or Series 2010C Bonds for redemption pro rata. The portion of any registered Series 2010B Bond or Series 2010C Bonds of a denomination of more than \$5,000 to be redeemed will be in the principal amount of \$5,000 or any integral multiple thereof, and in selecting portions of such Series 2010B Bonds or Series 2010 C Bonds or Series 2010C Bonds, as the case may be, for redemption, the Registrar and Paying Agent will treat each such Series 2010B Bond as representing that number of such Series 2010B Bonds or Series 2010C Bonds of \$5,000 denomination that is obtained by dividing the principal amount of such Series 2010B Bonds or Series 2010C Bonds by \$5,000.

Notice of Redemption of the Series 2010 Bonds. So long as the Series 2010 Bonds are in book-entry only form where DTC is used for determining beneficial ownership of the Series 2010 Bonds, notices of redemption shall be provided to Cede & Co. (DTC's partnership nominee) in accordance with DTC procedures. See "DESCRIPTION OF THE SERIES 2010 BONDS - Book-Entry Only System" in this Official Statement. In the event that a book-entry only System with DTC is not used for determining beneficial ownership of the Series 2010 Bonds, the redemption notice procedures described below will apply.

In the event that any Series 2010 Bonds are called for redemption, the Registrar and Paying Agent will give notice, in the name of the County, identifying the Series 2010 Bonds to be redeemed, by first class mail, postage prepaid to the registered owners of the Series 2010 Bonds not less than twenty days prior to the redemption date.

Each such notice of redemption shall state the date fixed for redemption, the name and address of the Registrar and Paying Agent, the redemption price to be paid, if less than all of the Series 2010 Bonds then Outstanding have been called for redemption, the distinctive numbers and letters, including CUSIP numbers of the Series 2010 Bonds to be redeemed and in the case of Series 2010 Bonds to be redeemed in part only, the portion of the principal amount of the Series 2010 Bonds to be redeemed. If any Series 2010 Bond is to be redeemed in part only, the notice of redemption that relates to such Series 2010 Bond shall also state that, on or after the redemption date, upon surrender of such Series 2010 Bonds, a new Series 2010 Bond or Series 2010 Bonds in a principal amount equal to the unredeemed portion of such Series 2010 Bond will be issued.

Failure to give notice in the prescribed manner with respect to any Series 2010 Bond, or any defect in such notice, shall not affect the validity of the proceedings for redemption for any Series 2010 Bond with respect to which notice was properly given.

Conditional Notice of Redemption. In the case of an optional redemption, unless the County has paid or caused to be paid to the Registrar and Paying Agent an amount, which in addition to other amounts available therefor and held by the Registrar and Paying Agent, is sufficient to redeem all of the Series 2010 Bonds to be redeemed on the redemption date at the redemption price, the notice of redemption shall be captioned "Conditional Notice of Redemption" and shall state that: (i) the redemption is conditioned on the receipt of moneys for such redemption by the Registrar and Paying Agent on or prior to the redemption date, (ii) the County retains the right to rescind such notice on or prior to the scheduled redemption date, and (iii) such notice and optional redemption shall be of no effect if such moneys are not so deposited or if the notice is rescinded. Any conditional notice may be rescinded at any time prior to the redemption date if the County delivers a written direction to the Registrar and Paying Agent directing the Registrar and Paying Agent to rescind the redemption notice.

If a conditional notice of redemption is given and either (i) the redemption has been rescinded or (ii) moneys sufficient to pay the redemption price are not timely received by the Registrar and Paying Agent, the redemption for which such notice was given shall not be undertaken and the related Series 2010 Bonds shall remain Outstanding. Neither the rescission nor the failure of the County to make sufficient funds available shall constitute an Event of Default. The Registrar and Paying Agent shall give immediate notice to the affected Bondholders that the redemption did not occur and that the Series 2010 Bonds called for redemption and not so paid remain Outstanding.

Effect of Calling for Redemption. On the date designated for redemption of any Series 2010 Bonds, notice having been mailed as provided in the 2010 Resolution, the Series 2010 Bonds so called for redemption will become and be due and payable at the redemption price provided for redemption of such Series 2010 Bonds on such date, and moneys for payment of the redemption price being held in a separate account of the Registrar and Paying Agent in trust for the Holders of the Series 2010 Bonds to be redeemed, all as provided in the 2010 Resolution, interest on the Series 2010 Bonds so called for redemption will cease to accrue, such Series 2010 Bonds will not be deemed Outstanding for purposes of the 2010 Resolution and will cease to be entitled to any lien, benefit or security under the 2010 Resolution, and the registered owners of such Series 2010 Bonds will have no rights in respect of such Series 2010 Bonds except to receive payment of the redemption price of the Series 2010 Bonds.

Book-Entry Only System

The following description of the procedures and record keeping with respect to beneficial ownership interests in the Series 2010 Bonds, payment of interest and principal on the Series 2010 Bonds to Participants or Beneficial Owners of the Series 2010 Bonds, confirmation and transfer of beneficial ownership interest in the Series 2010 Bonds and other related transactions by and between DTC, the Participants and the Beneficial Owners of the Series 2010 Bonds is based solely on information furnished by DTC on its website for inclusion in this Official Statement. Accordingly, neither the County nor the Underwriters can make any representations concerning these matters or take any responsibility for the accuracy or completeness of such information.

DTC will act as securities depository for the Series 2010 Bonds. The Series 2010 Bonds will be issued as fully-registered securities registered in the name of Cede & Co. (DTC's partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered bond will be issued for each interest rate and maturity of each series of the Series 2010 Bonds, each in the aggregate principal amount of such interest rate and maturity to be issued, as set forth on the inside cover page of this Official Statement, and will be deposited with DTC.

DTC, the world's largest depository, is a limited-purpose trust company organized under the New York Banking Law, a "banking organization" within the meaning of the New York Banking Law, a member of the Federal Reserve System, a "clearing corporation" within the meaning of the New York Uniform Commercial Code, and a "clearing agency" registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934, as amended. DTC holds and provides asset servicing for over 3.5 million issues of U.S. and non-U.S. equity, corporate and municipal debt issues, and money market instruments (from over 100 countries) that DTC's participants ("Direct Participants") deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants' accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation ("DTCC"). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly ("Indirect Participants"). DTC has Standard & Poor's highest rating: AAA. The DTC Rules applicable to its Direct and Indirect Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at www.dtcc.com and www.dtc.org.

Purchases of Series 2010 Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the Series 2010 Bonds on DTC's records. The ownership interest of each Beneficial Owner is in turn to be recorded on the Direct and Indirect Participants' records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Series 2010 Bonds are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive bond certificates representing their ownership interests in the Series 2010 Bonds, except in the event that use of the book-entry system for the Series 2010 Bonds is discontinued.

To facilitate subsequent transfers, all Series 2010 Bonds deposited by Direct Participants with DTC are registered in the name of DTC's partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of the Series 2010 Bonds with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Series 2010 Bonds; DTC's records reflect only the identity of the Direct Participants to whose accounts such Series 2010 Bonds are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. Beneficial Owners of Series 2010 Bonds may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Series 2010 Bonds, such as redemptions, defaults, and proposed amendments to the Bond Ordinance. For example, Beneficial Owners of Series 2010 Bonds may wish to ascertain that the nominee holding the Series 2010 Bonds for their benefit has agreed to obtain and transmit notices to Beneficial Owners. In the alternative, Beneficial Owners may wish to provide their names and addresses to the Registrar and Paying Agent and request that copies of notices be provided directly to them.

Redemption notices shall be sent by the Registrar and Paying Agent to DTC. If less than all of the Series 2010 Bonds within a particular maturity are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such maturity to be redeemed.

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to the Series 2010 Bonds unless authorized by a Direct Participant in accordance with DTC's MMI Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the County as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts the Series 2010 Bonds are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Principal, redemption premium, if any, and interest payments on the Series 2010 Bonds will be made to Cede & Co., or to such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detail information from the County or the Registrar and Paying Agent on the payable date in accordance with their respective holdings shown on DTC's records. Payments by Direct Participants or Indirect Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC, nor its nominee, the Registrar and Paying Agent, or the County, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of principal, redemption premium and interest to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the County or the Registrar and Paying Agent, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

DTC may discontinue providing its services as securities depository with respect to the Series 2010 Bonds at any time by giving reasonable notice to the County or the Registrar and Paying Agent. Under such circumstances, in the event that a successor securities depository is not obtained, bond certificates representing the Series 2010 Bonds are required to be printed and delivered.

The County may decide to discontinue use of the system of book-entry transfers through DTC (or a successor securities depository). In that event, bond certificates representing the Series 2010 Bonds will be printed and delivered.

NEITHER THE COUNTY NOR THE REGISTRAR AND PAYING AGENT WILL HAVE ANY RESPONSIBILITY OR OBLIGATION TO ANY DIRECT OR INDIRECT PARTICIPANT OR THE PERSONS FOR WHOM THEY ACT AS NOMINEES WITH RESPECT TO THE SERIES 2010 BONDS IN RESPECT OF THE ACCURACY OF ANY RECORDS MAINTAINED BY DTC OR ANY DIRECT OR INDIRECT PARTICIPANT, THE PAYMENT BY DTC OR ANY DIRECT OR INDIRECT PARTICIPANT OF ANY AMOUNT IN RESPECT OF THE PRINCIPAL OR INTEREST ON THE SERIES 2010 BONDS, ANY NOTICE WHICH IS PERMITTED OR REQUIRED TO BE GIVEN TO BONDHOLDERS UNDER THE BOND ORDINANCE OR ANY CONSENT GIVEN OR ACTION TAKEN BY DTC, AS BONDHOLDER. SO LONG AS CEDE & CO. IS THE REGISTERED OWNER OF SUCH BONDS, AS NOMINEE OF DTC, THE BENEFICIAL OWNERS WILL NOT RECEIVE PHYSICAL CERTIFICATES REPRESENTING THEIR INTERESTS IN THE SERIES 2010 BONDS, AND REFERENCES HEREIN TO BONDHOLDERS OR REGISTERED HOLDERS OF SUCH SERIES 2010 BONDS SHALL MEAN CEDE & CO. AND SHALL NOT MEAN THE BENEFICIAL OWNERS OF SUCH SERIES 2010 BONDS.

Registration, Transfer and Exchange

In the event of discontinuance of the book-entry only system, the Series 2010 Bonds will be subject to transfer and exchange as described below. The County shall cause the Registrar and Paying Agent to be kept at the designated corporate trust office of the Registrar and Paying Agent. Upon surrender for transfer of any Series 2010 Bonds at the designated corporate trust office of the Registrar and Paying Agent, duly endorsed by, or accompanied by a written instrument of transfer in form satisfactory to the Registrar and Paying Agent and duly executed by, the registered owner or the attorney of such owner duly authorized in writing with signature guaranteed by a member firm of STAMP, SEMP or MSP signature guaranty medallion program, the County shall execute and the Registrar and Paying Agent shall authenticate, date and deliver in the name of the transferees a new Series 2010 Bond or Series 2010 Bonds of the same series and maturity, of Authorized Denominations, for the same aggregate principal amount and of like tenor. Any Series 2010 Bond may be exchanged at the office of the Registrar and Paying Agent for the same aggregate principal amount of such Series 2010 Bonds and of like tenor. The execution by the County of any Series 2010 Bonds shall constitute full and due authorization of such Series 2010 Bonds and the Registrar and Paying Agent shall thereby be authorized to authenticate, deliver and date such Series 2010 Bonds.

The County and the Registrar and Paying Agent shall deem and treat the registered owner of any Series 2010 Bond as the absolute owner of such Series 2010 Bond for the purpose of receiving payment of or on account of principal of such Series 2010 Bond and premium, if any, thereon and interest due thereon and for all other purposes.

SECURITY FOR THE SERIES 2010 BONDS

County Covenant to Budget and Appropriate

The County has covenanted and agreed in the 2010 Resolution, to the extent permitted by and in accordance with applicable law and budgetary processes, to prepare, approve and appropriate in its Annual Budget for each Fiscal Year, by amendment if necessary, Legally Available Non-Ad Valorem Revenues (as defined below) of the County in an amount that, together with other legally available revenues budgeted and appropriated for such purpose, are equal to the Principal and Interest Requirements (as defined below) with respect to the Series 2010 Bonds for the applicable Fiscal Year, plus an amount sufficient to satisfy all other payment obligations of the County under the 2010 Resolution for the applicable Fiscal Year, including, without limitation, the obligations of the County to fund and cure deficiencies in the Debt Service Account and the Reserve Account created under the 2010 Resolution, and to make rebate payments contemplated in the 2010 Resolution, as and when the same become due.

The 2010 Resolution defines "Principal and Interest Requirements" as the respective amounts required in each Fiscal Year to provide (i) for the payment of interest on all Series 2010 Bonds then Outstanding which is payable on each Interest Payment Date in such Fiscal Year; (ii) for the payment of principal of all serial Series 2010 Bonds then Outstanding which is payable upon the maturity of serial Series 2010 Bonds in such Fiscal Year; and (iii) for the payment of Sinking Fund Installments, if any, for all term Series 2010 Bonds then Outstanding for such Fiscal Year. For purposes of computing the Principal and Interest Requirements, any principal, interest or Sinking Fund Installments due on the first day of a Fiscal Year shall be deemed due in the preceding Fiscal Year.

The 2010 Resolution provides that in determining the amount of the Principal and Interest Requirements for any Fiscal Year, if interest on the Series 2010 Bonds is payable from capitalized interest or from other amounts set aside irrevocably for such purpose at the time such Series 2010 Bonds are issued, or, if principal, interest or Sinking Fund Installments are payable in whole or in part from investment earnings retained, or moneys from any source deposited, in the Debt Service Account in

accordance with Article IX of the 2010 Resolution, interest, principal and Sinking Fund Installments on such Series 2010 Bonds shall be included in Principal and Interest Requirements only to the extent of the amount of interest, principal and Sinking Fund Installments payable in a Fiscal Year from amounts other than amounts actually on deposit in the applicable account on and as of the date of calculation.

The obligation of the County described above includes an obligation to make amendments to the budget of the County to assure compliance with the terms and provisions of the 2010 Resolution. The covenant and agreement on the part of the County to budget and appropriate sufficient amounts of Legally Available Non-Ad Valorem Revenues is cumulative and continues until such Legally Available Non-Ad Valorem Revenues in amounts, together with any other legally available revenues budgeted and appropriated for such purposes, sufficient to make all required payments as and when due, including any delinquent payments, have been budgeted, appropriated and actually paid into the accounts created under the 2010 Resolution.

Pursuant to the 2010 Resolution, the County has pledged and granted a lien on the Covenant Revenues to equally and ratably secure the payment of the principal of, premium, if any, and interest on the Series 2010 Bonds. "Covenant Revenues" are defined in the 2010 Resolution as those Legally Available Non-Ad Valorem Revenues budgeted and appropriated pursuant to Section 8.01 of the 2010 Resolution and actually deposited into the Debt Service Account or the Reserve Account pursuant to Section 9.02 of the 2010 Resolution. Notwithstanding anything in the 2010 Resolution to the contrary, all obligations of the County under the 2010 Resolution shall be secured only by the Legally Available Non-Ad Valorem Revenues and other legally available revenues budgeted and appropriated, subject to the limitations described in this Official Statement, and actually deposited into the accounts created under the 2010 Resolution. Nothing in the Bond Ordinance shall be deemed to create a pledge of or lien, legal or equitable, on the Legally Available Non-Ad Valorem Revenues, the ad valorem tax revenues or any other revenues of the County or to permit or constitute a lien upon any assets owned by the County other than the Covenant Revenues and the accounts created under the 2010 Resolution in the manner and to the extent provided in the 2010 Resolution. No Bondholder shall ever have the right to compel any exercise of the ad valorem taxing power of the County for any purpose, including, without limitation, to pay the principal of or interest or premium, if any, on the Series 2010 Bonds or to make any payment required under the 2010 Resolution, or to maintain or continue any of the activities of the County which generate user service charges, regulatory fees or any other Legally Available Non-Ad Valorem Revenues. *See also* "Limited Obligations of the County" under this caption.

Nothing contained in the Bond Ordinance precludes the County from pledging any of its Legally Available Non-Ad Valorem Revenues or other revenues to other obligations of the County or places limitations on the County's ability to make such pledges. The County has pledged revenues that are included in its Legally Available Non-Ad Valorem Revenues to other obligations of the County that have a first lien on such revenues and anticipates doing so in the future. *See* the tables under "Legally Available Non-Ad Valorem Revenues" under this caption.

In addition, nothing in the Bond Ordinance precludes the County from covenanting to budget and appropriate Legally Available Non-Ad Valorem Revenues for payments of debt service or other payments with respect to other debt. The County has previously entered into such covenants with respect to the obligations set forth in the table entitled "Historical Collections and Uses of Legally Available Non-Ad Valorem Revenues" on page 14 and certain other outstanding debt of the County described at the end of such table.

The County's covenant to budget and appropriate Legally Available Non-Ad Valorem Revenues as set forth in the 2010 Resolution is not a pledge by the County of such Legally Available Non-Ad Valorem Revenues and Bondholders do not have any prior claim on the Legally Available Non-Ad Valorem Revenues until such amounts are actually deposited in the accounts created under the 2010 Resolution. Such covenant to budget and appropriate is subject to the availability of Legally Available

Non-Ad Valorem Revenues of the County after satisfying funding requirements for obligations having an express lien on or pledge of such revenues and after satisfying funding requirements for essential governmental services of the County. Such covenant to budget and appropriate is also subject to the provisions of applicable State law, which preclude the County from expending moneys not appropriated or in excess of its current budgeted revenues. Such covenant does not require the County to levy and collect any particular source of Legally Available Non-Ad Valorem Revenues nor to maintain or increase any fees or charges with respect to any particular source of Legally Available Non-Ad Valorem Revenues. See "Legally Available Non-Ad Valorem Revenues" under this caption.

Legally Available Non-Ad Valorem Revenues

The 2010 Resolution defines "Legally Available Non-Ad Valorem Revenues" as all available revenues and taxes of the County derived from any source whatsoever other than ad valorem taxation on real and personal property, but including "operating transfers in" and appropriable fund balances within all Funds of the County over which the Board has full and complete discretion to appropriate the resources therein. As used in the preceding sentence, "Funds" means all governmental, proprietary and fiduciary funds and accounts of the County as defined by generally accepted accounting principles.

The amounts and availability of any source of Legally Available Non-Ad Valorem Revenues to the County are subject to change, including reduction or elimination by change in State law or changes in the facts or circumstances according to which certain of the Legally Available Non-Ad Valorem Revenues are allocated to the County. The amount of Legally Available Non-Ad Valorem Revenues collected by the County is directly related to the general economy of the County. Accordingly, adverse economic conditions could have a material adverse effect on the amount of such Legally Available Non-Ad Valorem Revenues collected by the County. Additionally, the amount and types of Legally Available Non-Ad Valorem Revenues that would be available under applicable law may be limited or restricted with respect to certain projects (such as gas tax revenues that must be limited to transportation projects and fines and forfeitures that are limited to court system projects).

Continued receipt of Legally Available Non-Ad Valorem Revenues is dependent upon a variety of factors, including, but not limited to, formulas specified in State law for the distribution of such revenues that take into consideration the ratio of residents in incorporated areas of the County to total County residents. The incorporation of new municipalities, aggressive annexation policies by the municipalities in the County or growth in such municipalities without corresponding growth in the unincorporated areas of the County could have an adverse effect on Legally Available Non-Ad Valorem Revenues.

Although the Series 2010 Bonds are payable from Legally Available Non-Ad Valorem Revenues (which excludes ad valorem tax revenues) budgeted and appropriated for that purpose in accordance with the Bond Ordinance, a reduction in the County's ad valorem tax revenues may increase the need for the County to apply Legally Available Non-Ad Valorem Revenues to fund essential public services and functions of the County. In that case, Legally Available Non-Ad Valorem Revenues available to the County to pay debt service on the Series 2010 Bonds could be reduced.

The County can discontinue or change any of its fees, rates and charges and may discontinue any of the activities of the County that generate user service charges, regulatory fees or any other Legally Available Non-Ad Valorem Revenues. Any of these activities could have a significant adverse effect on the funds that otherwise might be available to pay maturing debt service on the Series 2010 Bonds.

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The following table sets forth outstanding bonds of the County, as of September 30, 2009, that have a first lien on revenues that are included in the definition of Legally Available Non-Ad Valorem Revenues.

**Legally Available Non-Ad Valorem Revenues First Lien Bonds Outstanding
as of September 30, 2009**

	Date of Issue	Final Maturity	Original Principal Amount	Amount Outstanding
Guaranteed Entitlement Refunding Revenue Bonds, Series 2007 ⁽¹⁾	07/11/07	08/01/18	\$108,705,000	\$96,840,000
Special Obligation Bonds (Courthouse Center Project), Series 1998A ⁽²⁾	12/17/98	04/01/20	5,110,000	3,925,000
Special Obligation Bonds (Courthouse Center Project), Series 1998B ⁽²⁾	12/17/98	04/01/20	38,320,000	27,405,000
Fixed Rate Special Obligation Bonds (Juvenile Courthouse Project), Series 2003A ⁽²⁾	03/27/03	04/01/35	44,605,000	44,605,000
Variable Rate Demand Special Obligation Bonds (Juvenile Courthouse Project), Series 2003B ⁽²⁾⁽³⁾	03/27/03	04/01/43	45,850,000	45,850,000
Public Service Tax Revenue Bonds (UMSA), Series 1999	01/21/99	10/01/23	77,640,000	55,780,000
Public Service Tax Revenue Bonds (UMSA), Series 2002	06/15/02	04/01/27	55,275,000	46,460,000
Public Service Tax Revenue Bonds (UMSA), Series 2006	02/08/06	04/01/30	28,000,000	25,965,000
Public Service Tax Revenue Bonds (UMSA), Series 2007A	08/30/07	04/01/32	30,785,000	28,805,000
Special Obligation Bonds (Stormwater), Series 1999	03/16/99	04/01/24	41,580,000	30,215,000
Special Obligation Bonds (Stormwater), Series 2004	11/10/04	04/01/29	75,000,000	65,520,000
Total			\$550,870,000	\$471,370,000

(1) Payable from the guaranteed portion of the State revenue sharing receipts.

(2) Payable from a \$15 traffic surcharge and, if necessary, from a County covenant to budget and appropriate from Legally Available Non-Ad Valorem Revenues.

(3) On September 5, 2008, the County converted the Auction Rate Special Obligation Bonds (Juvenile Courthouse Project), Series 2003B from Auction Rate Bonds to Variable Rate Demand Bonds.

SOURCE: Miami-Dade County Finance Department.

The following table shows revenues that constitute Legally Available Non-Ad Valorem Revenues of the County for the Fiscal Years ended September 30, 2005 through September 30, 2009 that were available after making the annual debt service payments on the obligations shown in the previous table for each of the Fiscal Years. For further information relating to non-ad valorem revenues of the County, see "APPENDIX C – MIAMI-DADE COUNTY'S AUDITED ANNUAL FINANCIAL REPORT FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2009."

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Non-Ad Valorem Revenues^(*)
(For Fiscal Years Ended September 30, 2005 through September 30, 2009
(in 000's)

Non-Ad Valorem Revenues:	2005	2006	2007	2008	2009
Taxes					
Utility taxes	\$ 67,939	\$ 73,330	\$ 70,251	\$ 73,275	\$ 68,150
Communication taxes	48,949	50,037	53,129	50,689	44,028
Local option gas tax	57,526	58,572	57,389	58,403	52,669
Franchise taxes	36,616	38,724	51,813	48,668	44,241
Total	\$ 211,030	\$ 220,663	\$ 232,582	\$ 231,035	\$ 209,088
Licenses and Permits					
Building and Zoning	\$ 65,279	\$ 67,944	\$ 53,807	\$ 46,940	\$ 41,816
Occupational	8,153	9,003	9,121	10,840	10,636
Other Licenses	17,329	17,662	17,928	17,342	20,160
Total	\$ 90,761	\$ 94,609	\$ 80,856	\$ 75,122	\$ 72,612
Intergovernmental revenues					
State Sales Tax	\$ 118,751	\$ 130,538	\$ 130,822	\$ 134,017	\$ 113,916
State Revenue Sharing	74,426	81,242	77,838	79,655	75,963
Gasoline and motor fuel tax	14,007	13,719	13,820	14,849	12,738
Alcoholic beverages license	915	916	944	948	955
Other	1,237	1,001	805	1,009	1,063
Total	\$ 209,336	\$ 227,416	\$ 224,229	\$ 230,478	\$ 204,635
Charges for services					
Clerk of Circuit Court	\$ 4,175	\$ 10,006	\$ 12,063	\$ 11,405	\$ 11,556
Tax Collector fees	24,617	26,606	32,249	38,738	37,158
Merchandise sales & recreation fees	28,446	29,852	31,942	32,840	31,721
Sheriff and police services	57,604	64,473	57,646	38,078	48,150
Other	123,937	134,177	127,739	116,312	104,957
Total	\$ 238,779	\$ 265,114	\$ 261,639	\$ 237,373	\$ 233,542
Fines and forfeitures					
Circuit and County Courts	\$ 13,951	\$ 13,078	\$ 14,357	\$ 12,066	\$ 11,877
Interest Income	\$ 8,304	\$ 25,873	\$ 33,957	\$ 20,627	\$ 9,092
Other					
Administrative	\$ 20,834	\$ 23,037	\$ 43,529	\$ 48,485	\$ 49,785
Rentals	3,602	3,246	3,607	4,129	3,551
Reimbursement and others	24,272	33,691	33,789	34,253	34,252
Total	\$ 48,708	\$ 59,974	\$ 80,925	\$ 86,867	\$ 87,588
Total Revenues	\$ 820,869	\$ 906,727	\$ 928,545	\$ 893,568	\$ 828,434

(*) See the following table for certain adjustments to the total non-ad valorem revenues.

SOURCE: Miami-Dade County Finance Department.

The following table shows historical collections and uses of the total Legally Available Non-Ad Valorem Revenues of the County set forth in the previous table for the Fiscal Years ended September 30, 2005 through September 30, 2009 after certain adjustments. The information in the table is presented for comparative purposes only and should be read in conjunction with the related notes, which are an integral part of the table.

Historical Collections and Uses of Legally Available Non-Ad Valorem Revenues
(For Fiscal Years Ended September 30, 2005 through 2009)
(In Thousands)

	<u>Original Principal Amount</u>	<u>Balance 9/30/09</u>	<u>Fiscal Year 2005</u>	<u>Fiscal Year 2006</u>	<u>Fiscal Year 2007</u>	<u>Fiscal Year 2008</u>	<u>Fiscal Year 2009</u>	<u>Unaudited Fiscal Year 2009</u>
Total Unadjusted Non-Ad Valorem Revenues			\$820,869	\$906,727	\$928,545	\$893,568	\$828,434.	
Less: Transfers to debt service fund for the Public								
Service Tax Revenue Bonds			(9,310)	(10,433)	(11,795)	(13,597)	(13,306)	
Less: Local Option Gas Tax ⁽¹⁾			(57,526)	(58,572)	(57,389)	(58,403)	(52,669)	
Less: Gasoline & Motor Fuel Tax ⁽¹⁾			(14,007)	(13,719)	(13,820)	(14,849)	(12,738)	
Plus: Appropriable Fund Balance			66,566	126,490	158,525	183,838	124,723	
Operating Transfers In Adjustments ⁽²⁾			<u>80,006</u>	<u>42,181</u>	<u>17,928</u>	<u>13,562</u>	<u>17,693</u>	
Total Adjusted Legally Available Non-Ad Valorem Revenues			\$886,598	\$992,674	\$1,021,994	\$1,004,126	\$892,137	
Less: Debt Service on Other "Covenant to Budget and Appropriate" Obligations:								
Bonds:								
Special Obligation Bonds, Series 1990 ⁽³⁾⁽⁴⁾	\$64,300	\$800	\$242	\$356	\$353	\$329	\$313	
Miami-Dade Industrial Development Authority Revenue Bonds (BAC Funding Corporation Project) Series 2000A ⁽⁵⁾	21,570	18,980	1,791	1,484	1,833	1,850	1,871	
Miami-Dade Industrial Development Authority Revenue Bonds (BAC Funding Corporation Project) Taxable Series 2000B ⁽⁵⁾	205	-	-	-	-	-	-	
Capital Asset Acquisition Fixed Rate Special Obligation Bonds, Series 2002A ⁽³⁾	119,845	54,125	15,222	15,216	15,218	15,216	15,216	
Capital Asset Acquisition Auction Rate Special Obligation Bonds, Series 2002B ⁽³⁾⁽¹²⁾	11,275	-	219	357	412	288	-	
Capital Asset Acquisition Floating Rate (MUNI-CPI) Special Obligation Bonds, Series 2004A ⁽³⁾	50,000	35,000	1,558	2,229	2,392	2,389	17,629	
Capital Asset Acquisition Fixed Rate Special Obligation Bonds, Series 2004B ⁽³⁾	72,725	53,480	1,468	7,709	7,611	7,490	7,353	
Capital Asset Acquisition Fixed Rate Special Obligation Bonds, Series 2007A ⁽⁸⁾	210,270	203,415	-	-	-	11,612	13,624	
Capital Asset Acquisition Auction Rate Special Obligation Bonds, Series 2007B ⁽⁸⁾⁽¹³⁾	17,450	-	-	-	225	548	-	
Capital Asset Acquisition Fixed Rate Special Obligation Bonds, Series 2009A ⁽⁸⁾	136,320	136,320	-	-	-	-	-	
Capital Asset Acquisition Taxable Special Obligation Bonds, Series 2009B (BABs) ⁽⁸⁾	45,160	45,160	-	-	-	-	-	
Notes:								
Refunding Special Obligation Note, Series 2008A ⁽³⁾⁽¹²⁾	11,275	11,275	-	-	-	-	441	
Refunding Special Obligation Note, Series 2008A ⁽³⁾⁽¹³⁾	17,450	17,450	-	-	-	-	761	
Loans:								
Seaport - Sunshine Loan - 1986 ⁽⁶⁾	50,000	31,245	3,531	1,331	4,936	5,489	4,677	
Parks - Sunshine Loan - 1986	2,000	1,004	160	172	180	198	178	
Seaport - Sunshine Loan - 1995 ⁽⁶⁾⁽¹⁰⁾	41,390	-	948	1,378	-	-	-	
Seaport - Sunshine Loan - 1998 ⁽⁶⁾⁽¹⁰⁾	20,605	-	959	1,149	-	-	-	
Seaport - Sunshine Loan - 1999 ⁽⁶⁾⁽¹⁰⁾	36,000	-	1,693	2,022	-	-	-	
Seaport - Sunshine Loan - 2001 ⁽⁶⁾⁽¹⁰⁾	150,000	-	5,342	6,756	-	-	-	
Seaport - Sunshine Loan - 2005 ⁽⁶⁾	75,000	-	-	2,396	2,862	1,850	-	
Various Projects - Sunshine Loan - 2001 ⁽³⁾⁽⁷⁾⁽¹⁴⁾	49,000	-	5,192	5,646	5,721	5,540	-	
Sunshine Loan - Naranja Lakes Project ⁽¹¹⁾	5,000	5,000	123	160	184	260	169	
Various Projects - Sunshine Loan - 2005 ⁽³⁾⁽¹⁴⁾	71,900	-	91	9,584	9,484	1,433	-	
Sunshine Loan PHT - 2005 ⁽⁸⁾⁽¹⁴⁾	56,200	-	72	3,087	7,055	1,249	-	
Sunshine Loan - Naranja Lakes Project ⁽¹¹⁾	5,000	3,500	-	51	681	728	634	
Various Projects - Sunshine Loan - 2006 ⁽⁸⁾⁽⁹⁾⁽¹⁴⁾	100,000	-	-	-	8,948	2,409	-	
Sunshine Loan - Seaport Restructuring - 2006 ⁽⁶⁾⁽¹⁰⁾⁽¹⁶⁾	232,060	-	-	-	8,222	5,733	-	
Var. Projects-Sunshine Ln: Ser. L (2008-Restr'd) ⁽³⁾⁽⁸⁾⁽¹⁴⁾	223,578	182,831	-	-	-	18,721	27,893	
Var. Projects- Sunshine Ln: Ser. L -2008 ⁽⁸⁾⁽¹⁵⁾	52,000	46,700	-	-	-	2,775	3,853	
Seaport-Sunshine Ln: Ser. L (2008-Restr'd) ⁽⁶⁾⁽¹⁶⁾	225,900	225,900	-	-	-	1,025	5,266	
Seaport-Sunshine Ln: Ser. L (2008-Restr'd) ⁽⁶⁾⁽¹⁶⁾	<u>81,160</u>	<u>81,160</u>	-	-	-	<u>385</u>	<u>1,894</u>	
SubTotal Other Obligations	\$2,253,738	\$1,153,345	\$ 38,611	\$ 61,083	\$ 76,317	\$ 87,517	\$101,772	
Net Available Non-Ad Valorem Revenues ⁽¹⁷⁾			\$847,987	\$931,591	\$945,677	\$916,609	\$790,365	

- (1) Gas Tax Revenues are restricted for transportation purposes. Although some of the projects funded qualify for transportation, the gas tax revenues are being deducted for the purpose of computing the Legally Available Non-Ad Valorem Revenues.
- (2) Includes appropriable fund balance (balance in General Fund reduced by any reserve for encumbrances, subsequent years' budget and/or specified non-liquid assets therein) and Operating Transfer-In.
- (3) These Bonds/Loans/Notes are serviced by the benefiting departments.
- (4) The currently outstanding balance is being serviced by the Parks Department.
- (5) These Bonds were issued as Industrial Development Bonds, payable solely from pledged revenues, the trust estate, from payments made under the guaranty and other amounts to be paid under the loan agreement. Even though these Bonds are not considered County direct debt, subject to the term of the guaranty, the County has unconditionally guaranteed the payments of an amount equal to the principal of, premium if any, and interest on the Bonds on any interest payment date.
- (6) These Loans are being serviced by Seaport Revenues.
- (7) Of the total loan amount, \$34 Million is being serviced by the County's Transit Department with Federal Grants. In Fiscal Year 2008, the total amount paid in debt service was \$5.540 Million, of which, the Transit Department paid \$3.969 Million.
- (8) These Bonds/Loans are serviced by the County's Legally Available Non-Ad Valorem Revenues.
- (9) On September 7, 2006, the County entered into a loan agreement with the Sunshine State Governmental Financing Commission in the aggregate principal amount of \$100 Million for PAC, PHT, Fire Department and Department of Solid Waste Management secured by the County's covenant to budget and appropriate Legally Available Non-Ad Valorem Revenues.
- (10) On September 26, 2006, the County entered into a loan agreement with the Sunshine Governmental Financing Commission in the aggregate principal amount of \$232.060 Million for the restructuring of five (5) Seaport Sunshine Loans, extending final maturities of the individual loans. Like the other Seaport Sunshine Loans, this Loan will be serviced with Seaport Revenues.
- (11) These loans are paid by tax increment receipts generated from the Naranja Lakes CRA.
- (12) These Series 2002B Bonds were redeemed on May 30, 2008 and refunded with the Special Obligation Notes, Series 2008A on April 10, 2008.
- (13) These Series 2007B Bonds were redeemed on May 22, 2008 and refunded with the Special Obligation Notes, Series 2008B on April 10, 2008.
- (14) On June 2, 2008, these Loans under Series I were restructured into one loan – the Series "L". In Fiscal Year 2009 the total amount paid in debt service was \$27.893 Million, of which, the Transit Department paid \$3.936 Million.
- (15) On June 24, 2008, the County entered into a new Loan with the Sunshine Governmental Financing Commission in the aggregate principal amount of \$52 Million for various capital improvements, including housing safety, security construction for the PAC, optical scan equipment, renovation to County marinas, lighting projects, causeways improvements and cyber security projects.
- (16) On June 2, 2008, these Seaport Loans under the Series "I" were restructured into one loan-under the Series "L" Notes. Like the other Seaport Sunshine loans, this Restructuring Loan will be serviced with Seaport Revenues.
- (17) These revenues are also used to pay operating expenses during the Fiscal Year.

SOURCE: Miami-Dade County Finance Department.

The presentation of the information in the tables above is historical and should not be construed as a representation that the County will continue to have available to it Legally Available Non-Ad Valorem Revenues in the historical amounts shown in the tables above.

The County has also covenanted to budget and appropriate Legally Available Non-Ad Valorem Revenues for payment of debt service or other payments with respect to other County debt obligations in the event of an insufficiency of the respective revenues pledged for repayment of such debt obligations. Such other County debt obligations include (i) certain professional sports franchise facilities bonds, payable primarily from tourist bed taxes, (ii) certain courthouse facilities bonds, payable primarily from court related fees and surcharges, and (iii) certain public health facilities bonds, payable primarily from a discretionary sales surtax used only for the operation, maintenance and administration of Jackson Memorial Hospital. No such insufficiencies of the respective revenues pledged for repayment of such debt obligations have occurred.

Limited Obligations of the County

THE SERIES 2010 BONDS ARE SPECIAL LIMITED OBLIGATIONS OF THE COUNTY, PAYABLE SOLELY FROM LEGALLY AVAILABLE NON-AD VALOREM REVENUES OF THE COUNTY BUDGETED AND APPROPRIATED ANNUALLY, SUBJECT TO THE LIMITATIONS DESCRIBED IN THIS OFFICIAL STATEMENT, AND ACTUALLY DEPOSITED INTO THE DEBT SERVICE ACCOUNT OR RESERVE ACCOUNT CREATED UNDER THE BOND ORDINANCE. NEITHER THE FAITH AND CREDIT OF THE STATE, THE COUNTY NOR ANY AGENCY OR POLITICAL SUBDIVISION OF THE STATE ARE PLEDGED TO THE PAYMENT OF PRINCIPAL AND INTEREST ON THE SERIES 2010 BONDS. THE ISSUANCE OF THE SERIES 2010 BONDS SHALL NOT DIRECTLY, INDIRECTLY OR CONTINGENTLY OBLIGATE THE STATE, THE COUNTY OR ANY AGENCY OR POLITICAL SUBDIVISION OF THE STATE TO LEVY OR TO PLEDGE ANY FORM OF AD VALOREM TAXATION WHATSOEVER, NOR SHALL THE SERIES 2010 BONDS CONSTITUTE A CHARGE, LIEN OR ENCUMBRANCE, LEGAL OR EQUITABLE, UPON ANY PROPERTY OF THE STATE, THE COUNTY OR ANY AGENCY OR POLITICAL SUBDIVISION OF THE STATE. NO HOLDER OF THE SERIES 2010 BONDS WILL HAVE THE RIGHT TO REQUIRE OR COMPEL THE EXERCISE OF THE AD VALOREM TAXING POWER OF THE STATE, THE COUNTY OR ANY AGENCY OR POLITICAL SUBDIVISION OF THE STATE FOR PAYMENT OF THE SERIES 2010 BONDS, OR BE ENTITLED TO PAYMENT OF SUCH AMOUNT FROM ANY OTHER FUNDS OF THE COUNTY, OTHER THAN THE COVENANT REVENUES AND THE ACCOUNTS CREATED UNDER THE BOND ORDINANCE IN THE MANNER AND TO THE EXTENT PROVIDED IN THE BOND ORDINANCE.

Flow of Funds

Section 9.01 of the 2010 Resolution creates a Debt Service Account and a Reserve Account. Such Accounts constitute trust funds and will be held by the County's Authorized Depository for the benefit of, and shall be subject to a lien and charge in favor of, the owners of the Series 2010 Bonds, and shall at all times be kept separate and distinct from all other funds of the County and used only as provided in the 2010 Resolution.

Section 9.02 of the 2010 Resolution requires that the County deposit to the credit of the Debt Service Account and the Reserve Account, or apply as otherwise described below, on or before each Interest Payment Date, and on such other dates and times as are necessary to satisfy the deposit requirements described below, from Legally Available Non-Ad Valorem Revenues budgeted and appropriated for such purposes amounts which, together with other funds on deposit therein, will be sufficient to satisfy the cumulative deposit requirements described in clauses (i) and (ii) below. Such deposits and payments will be made in the following order and priority:

- (i) First, by deposit into the Debt Service Account an amount which, together with any other amounts required to be deposited therein pursuant to the 2010 Resolution, will be equal to the sum of the principal of, interest on and Sinking Fund Installments with respect to the Series 2010 Bonds, then or theretofore due on such Interest Payment Date. Such deposits will take into account any capitalized interest and any deficiencies in prior deposits.
- (ii) Second, by deposit into the Reserve Account an amount which, together with funds currently deposited therein, will be sufficient to make the funds on deposit therein, except as otherwise provided in the 2010 Resolution, equal to the Reserve Account Requirement, if any. Notwithstanding the foregoing, if the County determines or is required to fund a Reserve Account with respect to the Series 2010 Bonds, the County may, in lieu of cash funding such reserve, substitute a Reserve Facility issued by a Credit Facility Provider in an amount equal to the Reserve Account Requirement with respect to

the Series 2010 Bonds. Any such Reserve Facility must provide that if a deficiency exists in the Debt Service Account with respect to the principal of or interest due on the Series 2010 Bonds, which cannot be cured by funds in any other account held pursuant to the 2010 Resolution and available for such purpose, the Credit Facility Provider will pay such deficiency to the Registrar and Paying Agent for the benefit of the Bondholders, who shall be named as the beneficiary of such Reserve Facility. If a disbursement is made from a Reserve Facility as provided in the preceding sentence, the County shall be obligated to reinstate the maximum limits of such Reserve Facility following such disbursement or to replace such Reserve Facility by depositing into the Reserve Account from the first Legally Available Non-Ad Valorem Revenues budgeted and appropriated under the 2010 Resolution and available for deposit as described in this clause (ii), funds in the maximum amount originally payable under such Reserve Facility, plus amounts necessary to reimburse the Credit Facility Provider for previous disbursements made pursuant to such Reserve Facility, or a combination of such alternatives, and for purposes of this clause (ii), amounts necessary to satisfy such reimbursement obligation and other obligations of the County to such a Credit Facility Provider shall be deemed required deposits into the Reserve Account but shall be used by the County to satisfy its obligations to the Credit Facility Provider.

Use of Moneys in the Debt Service Account

Moneys on deposit in the Debt Service Account will be used solely for the payment of principal of, interest on and any redemption premiums required with respect to the Series 2010 Bonds. At the maturity date of each Series 2010 Bond and at the due date of each Sinking Fund Installment and installment of interest on each Series 2010 Bond, the County shall transfer from the Debt Service Account to the Registrar and Paying Agent for such Series 2010 Bonds sufficient moneys to pay all principal of, premium, if any, and interest then due and payable with respect to such Series 2010 Bonds. See "APPENDIX B – BOND ORDINANCE."

Reserve Account

The County is required to maintain on deposit in the Reserve Account an amount equal to (\$ _____), which is the Reserve Account Requirement for the Series 2010 Bonds. Such amounts, if any, on deposit in the Reserve Account shall be used for the purpose of curing deficiencies in the Debt Service Account with respect to the Series 2010 Bonds after application of funds otherwise available therefor. If funds on deposit in the Reserve Account exceed, in the aggregate, the Reserve Account Requirement with respect to the Series 2010 Bonds (other than due to the substitution of a Reserve Facility pursuant to the 2010 Resolution), the excess funds shall be deposited into the Debt Service Account for the benefit of Series 2010 Bonds.

[Bond Insurance

The scheduled payment of principal of, and interest on, the Series 2010 Bonds when due will be guaranteed under a financial guaranty insurance policy to be issued concurrently with the delivery of the Series 2010 Bonds by the Bond Insurer as described in this Official Statement. For a discussion of the Bond Insurer and the financial guaranty insurance policy, see "BOND INSURANCE" and APPENDIX F – "Form of Financial Guaranty Insurance Policy."]

Tax Covenants of the County

It is the intention of the County that the interest of the Series 2010A Bonds be and remain excluded from gross income for federal income tax purposes. To this end the County has represented to and covenanted with the Holders of the Series 2010A Bonds that it will comply with the requirements

applicable to it contained in Sections 103 and 141 through 150 of the Code to the extent necessary to preserve the excludability of interest on the Series 2010A Bonds from gross income for federal income tax purposes. Such covenants impose continuing obligations on the County that will exist as long as the requirements of Sections 103 and 141 through 150 of the Code are applicable to the Series 2010A Bonds and the obligation of the County to pay any rebate amount that may become due to the United States of America and to comply with the other requirements of Section 10.03 of the 2010 Resolution shall survive the defeasance or payment in full of the Series 2010A Bonds. See "APPENDIX B - BOND ORDINANCE."

[It is also the intention of the County that the County will receive the Refundable Credit Payment (as defined below). The Code imposes requirements on the Series 2010B Bonds and Series 2010C Bonds that the County must continue to meet after such Series 2010B Bonds and Series 2010C Bonds are issued in order to receive such Refundable Credit Payments. To this end the County covenants that the County will comply with the requirements applicable thereto contained in the Code to the extent necessary to receive such cash subsidy payments from the United States Treasury. The County further covenants and agrees to deposit all revenues from the Refundable Credit Payment into the County's general fund promptly upon receipt thereof.

Remedies

Upon the occurrence and continuance of any Event of Default under the 2010 Resolution, the Bondholders of not less than a majority in aggregate principal amount of the Series 2010 Bonds then Outstanding may declare the principal of all of the Series 2010 Bonds then Outstanding to be due and payable immediately, and upon such declaration the same shall become and be immediately due and payable, notwithstanding anything contained in the Series 2010 Bonds or in the 2010 Resolution to the contrary; provided, however, that if at any time after the principal of the Series 2010 Bonds shall have been so declared to be due and payable, and before the entry of final judgment or decree in any suit, action or proceeding instituted on account of such default, or before the completion of the enforcement of any other remedy under the 2010 Resolution, moneys shall have accumulated in the Debt Service Account sufficient to pay the principal of all matured Series 2010 Bonds and all arrears of interest, if any, upon all Series 2010 Bonds then Outstanding (except the principal of any Series 2010 Bonds not then due except by virtue of such declaration and the interest accrued on such Series 2010 Bonds not then due Interest Payment Date) and all amounts then payable by the County under the 2010 Resolution, each Credit Facility Agreement and any agreement pursuant to which a Reserve Facility may have been provided, shall have been paid or a sum sufficient to pay the same shall have been deposited with the Finance Director or with the Registrar and Paying Agent, and every other default in the observance or performance of any covenant, condition, agreement or provision contained in the Series 2010 Bonds or in the 2010 Resolution (other than a default in the payment of the principal of such Series 2010 Bonds or in due only because of a declaration under the 2010 Resolution) shall have been remedied, then and in every such case, the Holders of not less than a majority in aggregate principal amount of the Series 2010 Bonds not then due except by virtue of such declaration and then Outstanding may, by written notice to the County, rescind and annul such declaration or its consequences, but no such rescission or annulment shall extend to or affect any subsequent default or impair the right consequent thereon. See "ENFORCEABILITY OF REMEDIES."

Notwithstanding anything in the 2010 Resolution to the contrary, following an event of Default, a Credit Facility Provider that has not defaulted on its obligations under a Credit Facility to make payments on the Series 2010 Bonds (including the Bond Insurer with respect to the Financial Guaranty Insurance Policy) shall be entitled to exercise the rights of the owners of such Series 2010 Bonds for the purposes of the 2010 Resolution.

Subject only to the preceding paragraph, while an Event of Default has occurred and is continuing, the owners of a majority in principal amount of the Series 2010 Bonds then Outstanding shall

have the right, by an instrument in writing executed and delivered to the County, to direct the time and method of conducting all proceedings available under the 2010 Resolution or exercising any trust or power conferred by the 2010 Resolution in accordance with the provisions of the 2010 Resolution.

No Holder of any of the Series 2010 Bonds secured by the 2010 Resolution shall have any right in any manner whatsoever by its action to affect, disturb or prejudice the security of the 2010 Resolution or to enforce any right under the 2010 Resolution (except in the manner provided in the 2010 Resolution). All proceedings at law or in equity shall be instituted and maintained for the benefit of all Holders of the Series 2010 Bonds.

BUILD AMERICA BONDS

General Description

In February 2009, as part of the American Recovery and Reinvestment Act of 2009 (the "Recovery Act"), Congress added Sections 54AA, 1400U and 6431 to the Code which permit state or local governments to obtain certain tax advantages when issuing taxable obligations that meet certain requirements of the Code and the related Treasury Regulations. Such bonds are referred to as Build America Bonds. A Build America Bond is a qualified bond under Section 54AA(g) of the Code [Section 1400U-2 of the Code if the issuer further designates such Build America Bonds as a "Recovery Zone Economic Development Bond"] if it meets certain requirements of the Code and the related Treasury Regulations and the issuer has made an irrevocable election to have the special rule for qualified bonds apply. Interest on Build America Bonds is not excluded from gross income for purposes of the federal income tax, and beneficial owners of Build America Bonds will not receive any tax credits as a result of ownership of such Build America Bonds of the County, since the County will elect to receive the Refundable Credit Payment if the Series 2010B Bonds and/or Series 2010C Bonds are issued.

Interest Subsidy Payment

Under Section 6431 of the Code, an issuer of a Build America Bond may apply to receive a subsidy through a refundable tax credit (the "Credit Payment"), directly from the Secretary of the United States Treasury (the "Secretary"). The amount of a Refundable Credit Payment is set in Section 6431 of the Code at [thirty-five percent (35%)] [forty-five percent (45%) in the case of Recovery Zone Economic Development Bonds] of the corresponding interest payable on the related Series 2010B Bonds on any Interest Payment Date. To receive a Refundable Credit Payment, under currently existing procedures, the County will have to file a tax return (now designated as Form 8038-CP) between 90 and 45 days prior to the corresponding bond interest payment date. The County should expect to receive the Refundable Credit Payment contemporaneously with the Interest Payment Date with respect to the Build America Bond. Depending on the timing of the filing and other factors, the Refundable Credit Payment may be received before or after the corresponding Interest Payment Date.

The Series 2010B Bonds [and Series 2010C Bonds] as Build America Bonds

The County will make an irrevocable election to treat the Series 2010B Bonds as Build America Bonds [and further elect to designate the Series 2010C Bonds as Recovery Zone Economic Development Bonds]. As a result of such elections, interest on the Series 2010B Bonds [and Series 2010C Bonds] will be includable in gross income of the beneficial owners thereof for federal income tax purposes and the beneficial owners of the Series 2010B Bonds [and Series 2010C Bonds] will not be entitled to any tax credits as a result of either ownership of the Series 2010B Bonds [or the Series 2010C Bonds] or receipt of any interest payments on the Series 2010B Bonds [or the Series 2010C Bonds]. Beneficial owners of the Series 2010B Bonds [and Series 2010C Bonds] should consult their tax advisers with respect to the inclusion of interest on the Series 2010B Bonds [and Series 2010C Bonds] in gross income for federal income tax purposes.

The County intends to apply for Refundable Credit Payments from the United States Treasury under the "Build America Program" pursuant to Section 6431 of the Code. However, payment of debt service on the Series 2010B Bonds [and Series 2010C Bonds] is not contingent upon receipt by the County of Refundable Credit Payments, and such Refundable Credit Payments are not pledged to the payment of the Series 2010B Bonds [or the Series 2010C Bonds].

No assurances are provided that the County will receive the Refundable Credit Payment. The amount of any Refundable Credit Payment is subject to legislative changes by Congress. In certain circumstances the Refundable Credit Payments may be offset by the federal government for amounts determined to be owed by the County to it (or agencies of the federal government). Amounts owing and offset by the federal government may be unrelated to the Series 2010B Bonds [or Series 2010C Bonds]. The amount of any such offset is not predictable and the County does not currently expect that any such offsets will apply to the payment of the Refundable Credit Payments the County expects to receive. To date, the County has not been subject to any offsets with respect to its outstanding Build America Bonds. Any such offset does not alter the County's obligation to pay principal, premium, if any, and interest due on the Series 2010B Bonds [or Series 2010C Bonds] in the manner and to the extent set forth in the Bond Ordinance.

Refundable Credit Payments will only be paid if the Series 2010B Bonds [and Series 2010C Bonds] are Build America Bonds. For the Series 2010B Bonds [and Series 2010C Bonds] to be and remain Build America Bonds, the County must comply with certain covenants and the County must establish certain facts and expectations with respect to the Series 2010B Bonds [and Series 2010C Bonds], the use and investment of proceeds thereof and the use of property financed thereby. There are currently no procedures for requesting a Refundable Credit Payment after the 45th day prior to an Interest Payment Date; therefore, if the County fails to file the necessary tax return in a timely fashion, it is possible that the County will never receive such Refundable Credit Payment.

The Refundable Credit Payments do not constitute a full faith and credit guarantee of the United States of America but are required to be paid by the United States Treasury under the Recovery Act. No assurances are provided that the County will receive the Refundable Credit Payments. No assurance can be given that any future legislation, clarification, amendments to the Code, if enacted into law, or judicial decisions will not potentially reduce or eliminate Refundable Credit Payments expected to be received by the County with respect to the 2010B Bonds [or Series 2010C Bonds]. If the Refundable Credit Payments from the United States Treasury are reduced or eliminated, or significant new conditions are imposed upon the County in connection with the receipt thereof, the County has retained the right to redeem the 2010B Bonds [and Series 2010C Bonds]. See "DESCRIPTION OF THE 2010 BONDS - Redemption of 2010 Bonds - Extraordinary Optional Redemption of the Series 2010B Bonds" and "Extraordinary Optional Redemption of the Series 2010C Bonds" herein.

The County has previously issued Build America Bonds, has procedures in effect for submitting documentation to receive Refundable Credit Payments and has received Refundable Credit Payments on certain of its outstanding Build America Bonds.

[BOND INSURANCE

Concurrently with the issuance of the Series 2010 Bonds, _____ ("Bond Insurer") will issue its financial guaranty insurance policy for the Series 2010 Bonds (the "Policy"). The Policy guarantees the scheduled payment of principal of and interest on the Series 2010 Bonds when due as set forth in the form of the Policy included as an appendix to this Official Statement.]

THE SERIES 2010 CAPITAL ASSET ACQUISITION PROJECTS

Pursuant to the Bond Ordinance, the County is authorized to acquire, construct, improve or renovate certain assets, including buildings occupied or to be occupied by the County and its various departments and agencies. The County is also authorized to acquire, construct, improve or renovate capital projects for use by the County and its various departments and agencies by, among other things, various resolutions adopted by the Board. The projects to be acquired, constructed, improved or renovated with the proceeds of the Series 2010 Bonds for use by the County and its various departments and agencies are as follows:

<u>Series 2010 Capital Asset Acquisition Projects</u>	<u>Estimated Allocation</u> ⁽¹⁾
OVERTOWN II PROJECT	
(1) Acquisition of office building known as Overtown South Tower	\$76,644,000
(2) Overtown Station II equipping and information technology	5,378,000
(3) Contingency and closeout costs	<u>1,495,000</u>
OVERTOWN II PROJECT TOTAL	\$83,517,000
CAUSEWAY PROJECTS	
(1) Procurement and installation of new toll equipment at the Rickenbacker and Venetian Causeways	\$ 946,400
(2) Shoreline stabilization, beach re-nourishment, storm water management, parking improvements, invasive vegetation removal, and installation of upland area to prevent erosion of the Rickenbacker Causeway Barrier Islands	4,253,000
(3) Structural repairs to the William Powell Bridge (Rickenbacker Causeway)	700,000
(4) Planning and design of construction plans for new bridge system for future replacement of the 12 existing bridges that connect the City of Miami to Miami Beach	1,650,000
(5) Rehabilitation of bridges along the Venetian Causeway	<u>2,850,600</u>
CAUSEWAY PROJECTS TOTAL	\$10,400,000
TOTAL	<u>\$93,917,000</u>

⁽¹⁾ Amounts set forth are net of costs related to the issuance of the Series 2010 Bonds and deposits to the Reserve Account.

The allocation of the Series 2010 Bonds to the foregoing Series 2010 Capital Asset Acquisition Projects may be changed subject to approval of the County Manager, provided that any new or substitute projects are capital asset acquisition projects the costs of which are eligible to be paid from proceeds of the Series 2010 Bonds.

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ESTIMATED SOURCES AND USES OF FUNDS

The following table sets forth the estimated sources and uses of the proceeds of the Series 2010 Bonds:

Sources of Funds

Principal Amount of the Series 2010 Bonds	\$	
Plus: Original Issue Premium		
Less: Original Issue Discount		
Total Sources	\$	

Uses of Funds

Deposits to Acquisition Fund		
Acquisition Account	\$	
Cost of Issuance Account ⁽¹⁾		
Deposit to Reserve Account		
Underwriters' Discount		
Total Uses	\$	

⁽¹⁾ Includes fees of Bond Counsel, Disclosure Counsel, Financial Advisor and other costs of issuing the Series 2010 Bonds, [including the premium for the Policy].

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DEBT SERVICE REQUIREMENTS

The following table sets forth the estimated debt service requirements on the Series 2010 Bonds.

Fiscal Year Ending September 30,	<u>Series 2010A Bonds</u>			<u>Series 2010B Bonds</u>			<u>Series 2010C Bonds</u>			Total Debt Service ⁽²⁾
	<u>Principal</u>	<u>Interest</u>	<u>2010A Debt Service</u>	<u>Principal</u>	<u>Interest⁽²⁾</u>	<u>2010B Debt Service⁽²⁾</u>	<u>Principal</u>	<u>Interest⁽²⁾</u>	<u>2010C Debt Service⁽²⁾</u>	
	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$
Total	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$

(1) Totals may not add up due to rounding.

(2) Excluding federal subsidy.

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THE COUNTY

Set forth below is certain general information concerning the County, the County's government and certain governmental services provided by the County. For detailed information regarding the County and data relating to economic and demographic matters, see "APPENDIX A – GENERAL INFORMATION RELATIVE TO MIAMI-DADE COUNTY, FLORIDA."

History

The County is the largest county in the southeastern United States in terms of population. The County currently covers 2,209 square miles, located in the southeastern corner of the State, and includes, among other municipalities, the cities of Miami, Miami Beach, Coral Gables and Hialeah. In 2009, the population of the County was estimated at 2,532,000.

The County was created on January 18, 1836 under the Territorial Act of the United States. It included the land area now forming Palm Beach County and Broward County, together with the land area of the present County. In 1909, Palm Beach County was established from the northern portion of what was then Dade County. In 1915, Palm Beach County and the County contributed nearly equal portions of land to create what is now Broward County. There have been no significant boundary changes to the County since 1915.

County Government and Services

The State Legislature in 1955 approved and submitted to a general election a constitutional amendment designed to give a new form of government to the County. The amendment was approved in a statewide general election in November 1956. A Dade County Charter Board was constituted and, in April 1957, completed a draft of a charter for the County. The proposed charter (the "Home Rule Charter") was adopted in a countywide election in May 1957 and became effective on July 20, 1957. The electors of the County were granted power to revise and amend the Home Rule Charter from time to time by countywide vote. The most recent amendment was in November 2008.

Three amendments to the Home Rule Charter were of particular importance:

- January 23, 2007 – Established a "strong mayor" form of government. This amendment expands the Mayor's power over administrative matters. The County Manager, who previously was chief administrator, now reports directly to the Mayor, who has the authority to hire, fire and set the salary of the County Manager. Under this new system, the Mayor also appoints all department heads.
- January 29, 2008 – Provided that (i) the two week qualifying period for candidates shall commence three weeks earlier in order to be in line with the State and (ii) the Property Appraiser shall be elected rather than appointed.
- November 4, 2008 – Transferred the County Manager's powers, duties and responsibilities to the Mayor and provided that the County Manager assists the Mayor in the County government administration.

The County has home rule powers, subject only to the limitations of the Constitution and general laws of the State. The County, in effect, is both (1) a county government with certain powers effective throughout the entire County, including 35 municipalities, and (2) a municipal government for the unincorporated area of the County. The County has not displaced or replaced the cities, but supplements them. The County can take over particular activities of a city's operations if the services fall below minimum standards set by the Board, or with the consent of the governing body of a particular city.

The County has assumed responsibility on a countywide basis for an increasing number of functions and services, including the following:

- (a) Countywide police services, complementing the municipal police services within the cities and providing full-service police protection for the unincorporated areas of the County, with direct access to the National Crime Information Center in Washington, D.C. and the Florida Crime Information Center.
- (b) Uniform system of fire protection, complementing the municipal fire protection services within five municipalities and providing full-service fire protection for the Miami-Dade Fire and Rescue Service District, which includes the unincorporated area of the County and the 30 municipalities which have consolidated their fire departments within the Miami-Dade Fire and Rescue Department. The Miami-Dade Fire and Rescue Department also provides emergency medical services by responding to and providing on-site treatment to the seriously sick and injured.
- (c) Certain expenses of the State's consolidated two-tier court system (pursuant to Florida Statutes, Section 29.008) are the responsibility of the County. The two-tier court system consists of the higher Circuit Court and the lower County Court. The Circuit Court handles domestic relations, felonies, probate, civil cases where the amount in dispute is \$15,000 or more, juvenile cases, and appeals from the County Court. The County Court handles violations of municipal ordinances, misdemeanors and civil cases where the amount in dispute is less than \$15,000.
- (d) Countywide water and sewer system operated by the Water and Sewer Department.
- (e) Jackson Memorial Hospital ("JMH") is operated, maintained and governed by an independent governing body called the Public Health Trust (the "Trust"). Based on the number of admissions to a single facility, JMH is one of the nation's busiest medical centers. The Board appoints members of the Board of Trustees for the Trust and also approves the budget of the Trust. The County continues to subsidize treatment of indigent patients on a contractual basis with the Trust.
- (f) Unified transit system, consisting of various surface public transportation systems, a 22.4 mile long rapid transit system, the Metromover component of the rapid rail transit system with 4.4 miles of an elevated double-loop system, and Metrobus operating over 30.5 million miles annually.
- (g) Combined public library system consisting of the Main Library, 47 branches and 4 mobile libraries offering educational, informational and recreational programs and materials. It is anticipated that the construction of another new library facility will be completed by December 2010. On an annual basis, approximately 8 million people visit the libraries and check out more than 8.9 million items such as books, DVDs, books on tape, CDs and other library materials, while reference librarians answer over 8 million questions. The library system is the largest free internet provider in South Florida, registering more than 2 million internet sessions. Its web page offers an extensive digital library of more than 1,500 downloadable e-books, videos and music that are available 24/7.
- (h) Property appraisal services are performed by the County's Property Appraiser's office. Tax collection services are performed by the Miami-Dade Tax Collector. All collected taxes are distributed directly to each governmental entity, according to its respective tax levy. The municipalities, the Board of Public Instruction and several State agencies use data furnished to them by the Miami-Dade Tax Collector for the purpose of budget preparations and for their governmental operations.

- (i) Establish minimum standards, enforceable throughout the County, in areas such as environmental resources management, building and zoning, consumer protection, health, housing and welfare.
- (j) Garbage and trash collection services to an average of approximately 323,500 households during Fiscal Year 2009 within the unincorporated area and certain municipalities of the County, and disposal services to public and private haulers countywide.
- (k) The Dante B. Fascell Port of Miami (the "Port") is owned and operated by the County through the Seaport Department. The Port is the world's largest multi-day cruise port in terms of cruise passengers, handling over 4,110,100 passengers in Fiscal Year 2009. As of September 2009, the Port had the largest container cargo port in the State and is within the top ten in the United States in total number of containers held.
- (l) The following airport facilities: (i) the Miami International Airport, the principal commercial airport serving South Florida; (ii) the Opa-locka Airport, a 1,810 acre facility, (iii) the Opa-locka West Airport, a 420 acre facility that has been decommissioned, (iv) the Kendall-Tamiami Executive Airport, a 1,380-acre facility, (v) the Homestead General Aviation Airport, a 960-acre facility, and (vi) the Dade-Collier Training and Transition Airport, a facility of approximately 24,300 acres located in Collier and Miami-Dade Counties. All of these facilities are County-owned and operated by the Miami-Dade Aviation Department.
- (m) Several miscellaneous services, including mosquito and animal control.

Other Post Employment Benefits

In June 2004, the Governmental Accounting Standards Board ("GASB") issued Statement No. 45 ("GASB 45"), which addresses how state and local governments should account for and report their costs and obligations related to post-employment health care and other non-pension benefits referred to as other post employment benefits ("OPEB"). GASB 45 generally requires that state and local government employers account for and report the annual cost of OPEB and the outstanding obligations and commitments related to OPEB in essentially the same manner they currently do for pensions. Annual OPEB costs for most state and local government employers will be based on actuarially determined amounts that, if paid on an ongoing basis, generally would provide sufficient resources to pay benefits as they come due. The provisions of GASB 45 establish disclosure requirements for information about the plans in which an employer participates, the funding policy followed, the actuarial valuation process and assumptions, and for certain employers, the extent to which the plan has been funded over time.

The County provides paid medical and dental plans to active employees of the County. The County has approximately 37,000 active covered participants. The County also provides retirees the opportunity to participate in the group employee health plans. The County has approximately 1,600 pre-age-65 and approximately 1,900 post-age 65 retired employees participating in the plans. Employees who retire and begin receiving benefits under the Florida Retirement System and who were participants in the existing medical plan at the time of retirement are entitled to participate in the plan. The County contributes to both the pre-65 and post-65 retiree medical coverage. Retirees pay the full cost of dental coverage. Medical contributions vary based on plan and tier selected by the retiree. The County also provides paid health benefits to elected officials, employees who were offered an early retirement program, retirees who were injured in the line of duty and meet requirements defined in collective bargaining agreements, as well as a very small group of executive level employees.

GASB 45 reporting requirements became effective with the County's Fiscal Year ending September 30, 2008. The County's OPEB liability was estimated to be approximately \$300.8 million as of October 1, 2008, with an annual OPEB cost of \$28.8 million (assuming a 30-year amortization and level percentage of payroll, closed, amortization method, and a 4.75% discount rate). Currently, the County's policy is to fund the benefits on a pay-as-you-go basis and those estimates assume the County

will continue that policy. As of September 30, 2009, no assets have been segregated and restricted to provide postretirement benefits. During the fiscal year ended September 30, 2009, the County contributed \$21.8 million towards retirees' medical benefits on the pay-as-you-go basis.

The Actuarial Accrued Liability (AAL) for Other Post Employment Benefits, Annual Required Contribution (ARC) and contributions made during Fiscal Year 2009 were allocated to County departments as follows (in thousands):

**Other Post Employment Benefits
(in thousands)**

	AAL	ARC	Contribution	OPEB Liability @ 09/30/09
County Government	\$170,480	\$15,962	\$12,006	\$13,660
Miami-Dade Public Housing Agency	4,795	449	338	386
Solid Waste Department	8,747	819	616	705
Aviation Department	11,876	1,112	836	956
Seaport Department	3,749	351	264	302
Miami-Dade Transit Agency	32,703	3,062	2,303	2,633
Water and Sewer Department	22,909	2,145	1,613	1,845
Public Health Trust	45,588	4,878	3,865	2,135
Total	<u>\$300,847</u>	<u>\$28,778</u>	<u>\$21,841</u>	<u>\$22,622</u>

See also Note 9 in "APPENDIX C - AUDITED ANNUAL FINANCIAL REPORT OF MIAMI-DADE COUNTY FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2009."

INVESTMENT POLICY

Pursuant to Florida Statutes, Section 218.45, which requires a written investment policy by the Board, the County adopted an investment policy (the "Investment Policy") which applies to all funds held by or for the benefit of the County in excess of those required to meet short-term expenses, except for proceeds of bond issues (including the Series 2010 Bonds) which are specifically exempted by Board ordinance or resolution.

The overall investment objectives of the Investment Policy, listed in order of importance, are:

1. the safety of principal;
2. the liquidity of funds; and
3. the maximization of investment income.

The Investment Policy limits the securities eligible for inclusion in the County's portfolio to a maximum maturity of five (5) years. The Investment Policy allows investments in repurchase agreements with a maximum length to maturity of 14 days from the date of purchase; the collateral shall be "marked to market" daily.

To enhance safety, the Investment Policy requires the diversification of the portfolio to control the risk of loss resulting from over concentration of assets in a specific maturity, issuer, instrument, dealer, or bank through which the instruments are bought and sold. The Investment Policy also requires monthly portfolio reports to be presented to the Clerk of the Circuit and County Courts and to the County's Finance Director, quarterly portfolio performance reports to be submitted to the Investment Advisory Committee established by the Board and an annual portfolio performance report to be presented to the Board within 180 days of the end of the Fiscal Year.

The Investment Policy may be modified by the Board as it deems appropriate to meet the needs of the County.

LITIGATION

There is no litigation pending or, to the knowledge of the County, threatened, seeking to restrain or enjoin the issuance or delivery of the Series 2010 Bonds or questioning or affecting the validity of the Series 2010 Bonds or the proceedings and authority under which they are to be issued. Neither the

creation, organization or existence of the Board, nor the title of the present members or other officers of the Board to their respective offices is being contested.

ENFORCEABILITY OF REMEDIES

The remedies available to the owners of the Series 2010 Bonds upon an Event of Default under the Bond Ordinance are in many respects dependent upon regulatory and judicial actions that are often subject to discretion and delay. Under existing laws and judicial decisions, the remedies provided for under the Bond Ordinance may not be readily available or may be limited. The various legal opinions to be delivered concurrently with the delivery of the Series 2010 Bonds will be qualified to the extent that the enforceability of certain legal rights related to the Series 2010 Bonds is subject to various limitations, including those imposed by bankruptcy, reorganization, insolvency or other similar laws affecting the enforcement of creditors' rights generally and by equitable remedies and proceedings generally.

TAX MATTERS

Series 2010A Bonds

The information in this section applies solely to the Series 2010A Bonds.

The following discussion is a summary of the opinion of Bond Counsel to the County that is to be rendered on the tax status of interest on the Series 2010A Bonds and of certain federal and state income tax considerations that may be relevant to prospective purchasers of the Series 2010A Bonds. This discussion is based upon existing law, including current provisions of the Internal Revenue Code of 1986, as amended (the "Code"), existing and proposed regulations under the Code, and current administrative rulings and court decisions, all of which are subject to change.

Upon issuance of the Series 2010A Bonds, Hogan & Lovells US LLP and the Law Offices of Steve E. Bullock, P.A., Bond Counsel to the County, will provide their opinions, substantially in the form of Appendix D, to the effect that, under existing law, interest on the Series 2010A Bonds is excluded from gross income for federal income tax purposes, and is not a specific preference item for purposes of the federal alternative minimum tax. The foregoing opinions will assume compliance by the County with certain requirements of the Code that must be met subsequent to the issuance of the Series 2010A Bonds. The County will certify, represent and covenant to comply with such requirements. Failure to comply with such requirements could cause the interest on the Series 2010A Bonds to be included in gross income, or could otherwise adversely affect such opinions, retroactive to the date of issuance of the Series 2010A Bonds.

The opinions of Bond Counsel to the County relating to the Series 2010A Bonds will also provide to the effect that, under existing law, the Series 2010A Bonds and the income thereon are not subject to taxation under the laws of the State of Florida, except estate taxes and taxes under Chapter 220, Florida Statutes, on interest, income or profits on debt obligations owned by corporations as defined therein.

Bond Counsel to the County has advised the County that under existing laws and to the extent interest on any Series 2010A Bond is excluded from gross income for federal income tax purposes, the original issue discount on any such Series 2010A Bond will be treated as interest that is excluded from gross income for federal income tax purposes with respect to the holder, and will increase such holder's tax basis in any such Series 2010A Bond. Generally, original issue discount is the excess of the stated redemption price at maturity of any Series 2010A Bond, over the issue price of the Series 2010A Bond. Purchasers of Series 2010A Bonds should consult with their own tax advisors regarding the proper computation and accrual of original issue discount.

If a holder purchases a Series 2010A Bond for an amount that is greater than its stated redemption price at maturity, such holder will be considered to have purchased the Series 2010A Bond with "amortizable bond premium" equal in amount to such excess. A holder must amortize such premium using a constant yield method over the remaining term of the Series 2010A Bond, based on the holder's yield to maturity. As bond premium is amortized, the holder's tax basis in such Series 2010A Bond is reduced by a corresponding amount, resulting in an increase in the gain (or decrease in the loss) to be recognized for federal income tax purposes upon a sale or other disposition of the Series 2010A Bond prior to its maturity. No federal income tax deduction is allowed with respect to amortizable bond premium on a Series 2010A Bond. Purchasers of Series 2010A Bonds with amortizable bond premium should consult with their own tax advisors regarding the proper computation of amortizable bond premium and with respect to state and local tax consequences of owning such Series 2010A Bonds.

Other than the matters specifically referred to above, Bond Counsel to the County expresses and will express no opinions regarding the federal, state, local or other tax consequences of the purchase, ownership and disposition of the Series 2010A Bonds. Prospective purchasers of the Series 2010A Bonds should be aware, however, that the Code contains numerous provisions under which receipt of interest on the Series 2010A Bonds may have adverse federal tax consequences for certain taxpayers. Such consequences include the following: (i) Section 265 of the Code denies a deduction for interest on indebtedness incurred or continued to purchase or carry the Series 2010A Bonds or, in the case of financial institutions, that portion of the holder's interest expense allocable to interest on the Series 2010A Bonds (subject to certain exceptions); (ii) with respect to insurance companies subject to the tax imposed by Section 831 of the Code, Section 832(b)(5)(B)(i) reduces the deduction for loss reserves by 15% of the sum of certain items, including interest on the Series 2010A Bonds; (iii) interest on the Series 2010A Bonds earned by certain foreign corporations doing business in the United States could be subject to a branch profits tax imposed by Section 884 of the Code; (iv) passive investment income, including interest on the Series 2010A Bonds, may be subject to federal income taxation under Section 1375 of the Code for Subchapter S corporations that have Subchapter C earnings and profits at the close of the taxable year if greater than 25% of the gross receipts of such Subchapter S corporation is passive investment income; and (v) Section 86 of the Code requires recipients of certain Social Security and certain railroad retirement benefits to take into account, in determining the inclusion of such benefits in gross income, receipts or accrual of interest on the Series 2010A Bonds.

Amendments to federal and state tax laws are proposed from time to time and could be enacted, and court decisions and administrative interpretations may be rendered, in the future. There can be no assurance that any such future amendments or actions will not adversely affect the value of the Series 2010A Bonds, the exclusion of interest on the Series 2010A Bonds from gross income, alternative minimum taxable income, state taxable income, or any combination from the date of issuance of the Series 2010A Bonds or any other date, or that such changes will not result in other adverse federal or state tax consequences.

The Internal Revenue Service (the "Service" or "IRS") has an ongoing program of auditing state and local government obligations, which may include randomly selecting bond issues for audit, to determine whether interest paid to the holders is properly excludable from gross income for federal income tax purposes. It cannot be predicted whether the Series 2010A Bonds will be audited. If an audit is commenced, under current Service procedures the holders of the Series 2010A Bonds may not be permitted to participate in the audit process. Moreover, public awareness of an audit of the Series 2010A Bonds could adversely affect their value and liquidity.

Prospective purchasers of Series 2010A Bonds should consult their own tax advisors as to the applicability and extent of federal, state, local or other tax consequences of the purchase, ownership and disposition of Series 2010A Bonds in light of their particular tax situation.

Series 2010B Bonds [and Series 2010C Bonds]

The information in this section applies solely to the Series 2010B Bonds [and Series 2010C Bonds]

Florida Taxation.

Upon issuance of the Series 2010B [and Series 2010C Bonds] Bonds, Bond Counsel to the County will provide their opinions, substantially in the form appended to this Official Statement, to the effect that, under existing law, the Series 2010B Bonds [and Series 2010C Bonds] and the income thereon are not subject to taxation under the laws of the State of Florida, except estate taxes and taxes under Chapter 220, Florida Statutes, on interest, income or profits on debt obligations owned by corporations as defined therein.

As described in greater detail below, interest on the Series 2010B Bonds [and Series 2010C Bonds] is not excluded from gross income for federal income tax purposes.

The following is a summary of material U.S. federal income tax considerations of the ownership and disposition of the Series 2010B Bonds [and Series 2010C Bonds]. This summary is based upon provisions of the Code, applicable regulations, administrative rulings and judicial decisions in effect as of the date hereof, any of which may subsequently be changed, possibly retroactively, or interpreted differently by the Service so as to result in U.S. federal income tax consequences different from those discussed below. Except where noted, this summary deals only with a Series 2010B Bond [or Series 2010C Bond, as the case may be,] held as a capital asset by a beneficial owner who is a U.S. holder (as defined below) who purchases the Series 2010B Bond [or Series 2010C Bond, as the case may be,] on original issuance at the first price at which a substantial portion of such Series 2010B Bonds [or Series 2010C Bonds, as the case may be,] are sold for cash to persons other than bond houses, brokers, or similar persons or organizations acting in the capacity of underwriters, placement agents or wholesalers, referred to herein as the "issue price."

This summary does not address all aspects of U.S. federal income taxes and does not deal with all tax consequences that may be relevant to holders in light of their personal circumstances or particular situations, such as:

- tax consequences to dealers in securities or currencies, financial institutions, regulated investment companies, real estate investment trusts, tax-exempt entities, insurance companies and traders in securities that elect to use a mark-to-market method of accounting for their securities;
- tax consequences to persons holding Series 2010B Bonds [or Series 2010C Bonds, as the case may be,] as a part of a hedging, integrated, conversion or constructive sale transaction or a straddle;
- tax consequences to persons whose "functional currency" is not the U.S. dollar;
- tax consequences to entities treated as partnerships for U.S. federal income tax purposes and investors therein;
- tax consequences to certain former citizens or residents of the United States;
- alternative minimum tax consequences, if any;
- any state, local or foreign tax consequences; and

- estate or gift taxes.

If an entity that is treated as a partnership for U.S. federal income tax purposes holds Series 2010B Bonds [or Series 2010C Bonds, as the case may be], the tax treatment of a partner or member will generally depend upon the status of the partner or member and the activities of the entity. If you are a partner or member in such an entity holding the Series 2010B Bonds [or Series 2010C Bonds, as the case may be], you should consult your tax advisors.

If you are considering the purchase of Series 2010B Bonds [or Series 2010C Bonds, as the case may be], you should consult your tax advisors concerning the U.S. federal income tax consequences to you of the purchase, ownership and disposition of Series 2010B Bonds [or Series 2010C Bonds, as the case may be,] in light of your own specific situation, as well as consequences arising under the laws of any other taxing jurisdiction.

In this discussion, the term "U.S. holder" refers to a beneficial owner of Series 2010B Bonds [or Series 2010C Bonds, as the case may be,] that is, for U.S. federal income tax purposes:

- an individual citizen or resident of the United States;
- a corporation (or any other entity treated as a corporation for U.S. federal income tax purposes) created or organized in or under the laws of the United States, any state thereof or the District of Columbia;
- an estate the income of which is subject to U.S. federal income taxation regardless of its source; or
- a trust, if it (1) is subject to the primary supervision of a court within the United States and one or more U.S. persons have the authority to control all substantial decisions of the trust, or (2) has a valid election in effect under applicable U.S. Treasury regulations to be treated as a U.S. person.

U.S. Internal Revenue Service Circular 230 Disclosure

Pursuant to U.S. Internal Revenue Service Circular 230, we hereby inform you that the description set forth herein with respect to U.S. federal tax issues was not intended or written to be used, and such description cannot be used, by any taxpayer for the purpose of avoiding any penalties that may be imposed on the taxpayer under the Code. The following description was written to support the marketing of the Series 2010B Bonds [or Series 2010C Bonds, as the case may be]. Each taxpayer should seek advice based on the taxpayer's particular circumstances from an independent tax advisor.

Payment of Interest. Stated interest on a Series 2010B Bond [or Series 2010C Bonds, as the case may be,] will generally be taxable to a U.S. holder as ordinary income at the time it is received or accrued in accordance with the U.S. holder's usual method of accounting for tax purposes.

Original Issue Discount. If any Series 2010B Bonds [or Series 2010C Bonds, as the case may be,] are issued with original issue discount, or "OID," a U.S. holder of such Series 2010B Bonds [or Series 2010C Bonds, as the case may be,] will be subject to special tax accounting rules, as described in greater detail below. In that case, U.S. holders should be aware that they generally must include OID in gross income in advance of the receipt of cash attributable to that income. A Series 2010B Bond [or Series 2010C Bonds, as the case may be,] with an "issue price" that is less than its stated redemption price at maturity (the sum of all payments to be made on the Series 2010B Bond [or Series 2010C Bonds, as the case may be,] other than payments of stated interest) will generally be issued with OID in an amount equal to that difference if that difference is at least 0.25% of the stated redemption price at maturity multiplied by the number of complete years to maturity. The "issue price" of a Series 2010B Bond [or Series 2010C Bonds, as the case may be,] will be the first price at which a substantial amount of such Series 2010B Bonds [or Series 2010C Bonds, as the case may be,] is sold to investors (excluding sales to

bond houses, brokers, or similar persons or organizations acting in the capacity of underwriter, placement agent or wholesaler).

A U.S. holder generally must include OID in gross income in advance of the receipt of some or all of the related cash payments using the "constant yield method" described in the following paragraphs. The amount of OID that a U.S. holder must include in income is the sum of the "daily portions" of OID with respect to the Series 2010B Bond [or Series 2010C Bonds, as the case may be,] for each day during the taxable year or portion of the taxable year in which such holder held that Series 2010B Bond [or Series 2010C Bonds, as the case may be,]. The daily portion is determined by allocating to each day in any "accrual period" a pro rata portion of the OID allocable to that accrual period. The "accrual period" for a Series 2010B Bond [or Series 2010C Bonds, as the case may be,] may be of any length and may vary in length over the term of the Series 2010B Bond [or Series 2010C Bonds, as the case may be,], provided that each accrual period is no longer than one year and each scheduled payment of principal or interest occurs on the first day or the final day of an accrual period. The amount of OID allocable to any accrual period other than the final accrual period is an amount equal to the excess, if any, of:

- the Series 2010B Bond's [or Series 2010C Bond's] "adjusted issue price" at the beginning of the accrual period multiplied by its yield to maturity, determined on the basis of compounding at the close of each accrual period and properly adjusted for the length of the accrual period, over
- the sum of all stated interest allocable to the accrual period.

OID allocable to a final accrual period is the difference between the amount payable at maturity, other than a payment of stated interest, and the adjusted issue price at the beginning of the final accrual period. Special rules will apply for calculating OID for an initial short accrual period. The "adjusted issue price" of a Series 2010B Bond [or Series 2010C Bonds, as the case may be,] at the beginning of any accrual period is equal to its issue price increased by the OID that has accrued for each prior accrual period. Under these rules, a U.S. holder will have to include in income increasingly greater amounts of OID in successive accrual periods.

U.S. holders may elect to treat all interest on any Series 2010B Bond [or Series 2010C Bonds, as the case may be,] as OID and calculate the amount includible in gross income under the constant yield method described above. The election is to be made for the taxable year in which such holder acquired the Series 2010B Bond [or Series 2010C Bonds, as the case may be,] and may not be revoked without the consent of the IRS. U.S. holders should consult with their own tax advisors about this election.

Sale, Redemption or Other Taxable Disposition of Series 2010B Bonds [and Series 2010C Bonds].

A U.S. holder will generally recognize gain or loss upon the sale, redemption or other taxable disposition of a Series 2010B Bond [or Series 2010C Bond, as the case may be,] equal to the difference between the amount realized (less accrued stated interest, which will be taxable as such) upon the sale, redemption or other taxable disposition and the U.S. holder's adjusted tax basis in the Series 2010B Bond [or Series 2010C Bond, as the case may be,]. Legal defeasance of the Series 2010B Bonds may result in a deemed exchange of such Series 2010B Bonds [or Series 2010C Bond, as the case may be,], in which event the holder will recognize gain or loss as described in the preceding sentence. A U.S. holder's adjusted tax basis in a Series 2010B Bond [or Series 2010C Bond, as the case may be,] will generally be equal to the amount that such U.S. holder paid for the Series 2010B Bond [or Series 2010C Bond, as the case may be,] increased by any previously accrued OID. Any gain or loss recognized on a taxable disposition of the Series 2010B Bond [or Series 2010C Bond, as the case may be,] will be capital gain or loss. If, at the time of the sale, redemption or other taxable disposition of the Series 2010B Bond [or Series 2010C Bond, as the case may be,], a U.S. holder is treated as holding the Series 2010B Bond [or Series 2010C Bond, as the case may be,] for more than one year, this capital gain or loss will be long-

term capital gain or loss. Otherwise, this capital gain or loss will be short-term capital gain or loss. In the case of certain non-corporate U.S. holders (including individuals), long-term capital gain generally will be subject to a maximum U.S. federal income tax rate of 15%, which maximum tax rate currently is scheduled to increase to 20% for dispositions occurring during the taxable years beginning on or after January 1, 2011. A U.S. holder's ability to deduct capital losses may be limited.

Information Reporting and Backup Withholding. Information reporting requirements generally will apply to interest (including OID) on the Series 2010B Bonds [or Series 2010C Bonds, as the case may be,] and the proceeds of a sale of a Series 2010B Bond [or Series 2010C Bond, as the case may be,] paid to a U.S. holder unless the U.S. holder is an exempt recipient (such as a corporation). Backup withholding will apply to those payments if the U.S. holder fails to provide its correct taxpayer identification number, or certification of exempt status, or if the U.S. holder is notified by the IRS that it has failed to report in full payments of interest and dividend income. Any amounts withheld under the backup withholding rules will be allowed as a refund or a credit against a U.S. holder's U.S. federal income tax liability if the required information is furnished in a timely manner to the IRS.

In General

Bond Counsel to the County will render their opinions as of the issue date, and will assume no obligation to update their opinions after the issue date to reflect any future facts or circumstances, or any future changes in law or interpretation, or otherwise. Moreover, the opinions of Bond Counsel to the County are not binding on the courts or the IRS; rather, such opinions represent Bond Counsel's legal judgment based upon their review of existing law and upon the certifications, representations and covenants referenced above.

Amendments to federal and state tax laws are proposed from time to time and could be enacted, and court decisions and administrative interpretations may be rendered, in the future. There can be no assurance that any such future amendments or actions will not adversely affect the value of the Series 2010 Bonds or, as applicable, the exclusion of interest on the Series 2010 Bonds from gross income, alternative minimum taxable income, state taxable income, or any combination from the date of issuance of the Series 2010 Bonds or any other date, or that such changes will not result in other adverse federal or state tax consequences.

FINANCIAL ADVISOR

Public Financial Management, Inc., Orlando, Florida, is the Financial Advisor to the County with respect to the issuance and sale of the Series 2010 Bonds. The Financial Advisor has assisted the County in the preparation of this Official Statement and has advised the County as to other matters relating to the planning, structuring and issuance of the Series 2010 Bonds. The Financial Advisor is not obligated to undertake and has not undertaken to make an independent verification or to assume responsibility for the accuracy, completeness or fairness of the information contained in this Official Statement.

Public Financial Management, Inc. is an independent advisory firm and is not engaged in the business of underwriting, trading or distributing municipal or other public securities.

UNDERWRITING

Siebert Brandford Shank & Co., LLC, as representative, and the other underwriters listed on the cover page (the "Underwriters"), have agreed pursuant to a bond purchase agreement between the County and the Underwriters, subject to certain conditions, to purchase (i) the Series 2010A Bonds from the County at a purchase price equal to the par amount of the Series 2010A Bonds less an Underwriters' discount of \$ _____ [plus net original issue premium] [less net original issue discount] of \$ _____, (ii) the Series 2010B Bonds from the County at a purchase price equal to the par amount

of the Series 2010B Bonds less an Underwriters' discount of \$ _____ [plus net original issue premium] [less net original issue discount] of \$ _____ [and (iii) the Series 2010C Bonds from the County at a purchase price equal to the par amount of the Series 2010C Bonds less an Underwriters' discount of \$ _____ [plus net original issue premium] [less net original issue discount] of \$ _____]. The initial public offering prices or yields reflected by the prices or yields set forth on the inside cover page of this Official Statement may be changed by the Underwriters, after the initial offering to the public, and the Series 2010 Bonds may be offered and sold to certain dealers (including dealers depositing such Series 2010 Bonds into investment trusts) and others at prices lower than or yields higher than such public offering price or yields. The Underwriters reserve the right to over allot or effect transactions that stabilize or maintain the market prices of the Series 2010 Bonds at levels above that which might otherwise prevail in the open market and to discontinue such stabilizing, if commenced, at any time.

Wells Fargo Securities is the trade name for certain capital markets and investment banking services of Wells Fargo & Company and its subsidiaries, including Wells Fargo Bank, National Association.

FINANCIAL INFORMATION

The County's Audited Annual Financial Report for the Fiscal Year ended September 30, 2009 is included in this Official Statement as APPENDIX C.

RATINGS

Standard & Poor's Ratings Services ("S&P") and Moody's Investors Service, Inc. ("Moody's") have assigned ratings of "_____" with a "_____" outlook, and "_____" with a "_____" outlook, respectively, to the Series 2010 Bonds [with the understanding that upon delivery of the Series 2010 Bonds, the Bond Insurer will issue its Policy. Such ratings based upon the issuance of the Policy are not a condition to the issuance and delivery of the Series 2010 Bonds.] S&P and Moody's have assigned underlying ratings of "_____" and "_____" respectively, to the Series 2010 Bonds, without taking into account the issuance of the Policy by the Bond Insurer. The rating, including any related outlook with respect to potential changes in such rating, reflects only the views of the rating agency providing such rating and is not a recommendation to buy, sell or hold the Series 2010 Bonds. An explanation of the procedure and methodology used by a rating agency and the significance of such ratings may be obtained from the rating agency furnishing the same. Such rating may be changed at any time, and no assurance can be given that the rating will not be revised downward or withdrawn entirely by the rating agency if, in the judgment of the rating agency, circumstances so warrant. Any such downward revision or withdrawal of any such rating is likely to have an adverse effect on the market price of the Series 2010 Bonds.

CONTINUING DISCLOSURE

The County has agreed, in accordance with the provisions of, and to the degree necessary to comply with, the secondary disclosure requirements of Rule 15c2-12 (the "Rule") of the Securities and Exchange Commission ("SEC"), to provide or cause to be provided for the benefit of the Beneficial Owners of the Series 2010 Bonds to the centralized information repository developed and operated by the Municipal Securities Rulemaking Board ("MSRB") in an electronic format prescribed by the MSRB or such other municipal securities information repository as may be required by law or applicable regulation, from time to time (each such information repository, a "MSIR"), the following annual financial information (the "Annual Information"), commencing with the Fiscal Year ending September 30, 2010:

- (1) Historical collections of non-ad valorem revenues by the County, in a form which is generally consistent with the presentation of such information in this Official Statement.

- (2) The County's Comprehensive Annual Financial Report utilizing generally accepted accounting principles applicable to local governments.

The information in paragraphs (1) and (2) above will be available on or before June 1 of each year for the preceding Fiscal Year, commencing June 1, 2011, and will be made available, in addition to the centralized information repository and any additional MSIR, to each Beneficial Owner of the Series 2010 Bonds who requests such information in writing. The County's Comprehensive Annual Financial Report referred to in paragraph (2) above is expected to be available separately from the information in paragraph (1) above and will be provided by the County as soon as practical after the acceptance of the County's audited financial statements from the auditors by the County. The County's Comprehensive Annual Financial Report is generally available within eight (8) months from the end of the Fiscal Year.

The County has agreed to provide or cause to be provided, in a timely manner, to the centralized information repository and any additional MSIR in the appropriate format required by law or applicable regulation, notice of the occurrence of any of the following events with respect to the Series 2010 Bonds, if such event is material:

- (1) principal and interest payment delinquencies;
- (2) non-payment related defaults;
- (3) unscheduled draws on debt service reserves reflecting financial difficulties;
- (4) unscheduled draws on credit enhancements reflecting financial difficulties;
- (5) substitution of credit or liquidity providers, or their failure to perform;
- (6) adverse tax opinions or events affecting the tax-exempt status of the Series 2010 Bonds;
- (7) modifications to rights of holders of the Series 2010 Bonds;
- (8) bond calls;
- (9) defeasance;
- (10) release, substitution, or sale of any property securing repayment of the Series 2010 Bonds; and
- (11) rating changes.

The County has agreed to provide or cause to be provided, in a timely manner, to the centralized information repository and any additional MSIR in the appropriate format required by law or applicable regulation, notice of its failure to provide the Annual Information with respect to itself on or prior to June 1 following the end of the preceding Fiscal Year.

The foregoing obligation of the County shall remain in effect only so long as the Series 2010 Bonds are Outstanding. The County has reserved the right to terminate its obligation to provide the Annual Information and notices of material events, as set forth above, if and when the County no longer remains an "obligated person" with respect to the Series 2010 Bonds within the meaning of the Rule.

The County has agreed that its undertaking pursuant to the Rule set forth in this Official Statement is intended to be for the benefit of the Beneficial Owners of the Series 2010 Bonds and shall be enforceable by such Beneficial Owners if the County fails to cure a breach within a reasonable time after receipt of written notice from a Beneficial Owner that a breach exists; provided that any such Beneficial Owner's right to enforce the provisions of this undertaking shall be on behalf of all Beneficial Owners and shall be limited to a right to obtain specific performance of the County's obligations in a Federal or State court located within the County and any failure by the County to comply with the provisions of this undertaking shall not be a default with respect to the Series 2010 Bonds.

In the event that the SEC approves any additional MSIRs after the date of issuance of the Series 2010 Bonds, the County will, if the County is notified of such additional MSIRs, provide such

information to the additional MSIRs. Failure to provide such information to any new MSIR whose status as a MSIR is unknown to the County shall not constitute a breach of this covenant.

The requirements of filing the Annual Information do not necessitate the preparation of any separate annual report addressing only the Series 2010 Bonds. The requirements may be met by the filing of an annual information statement or the County's Comprehensive Annual Financial Report, provided such report includes all of the required Annual Information and is available by June 1 of each year for the preceding Fiscal Year. Additionally, the County may incorporate any information in any prior filing with each MSIR or included in any official statement of the County, provided such official statement is filed with the MSRB.

The County has reserved the right to modify from time to time the specific types of information provided or the format of the presentation of such information, to the extent necessary or appropriate in the judgment of the County, provided that the County has agreed that any such modification will be done in a manner consistent with the Rule.

Except to cure any ambiguity, inconsistency or formal defect or omission in the relevant provisions of the 2010 Resolution, the County covenants as to secondary disclosure (the "Covenants") may only be amended if:

- (A) the amendment is made in connection with a change in circumstances that arises from a change in legal requirements, change in law or change in the identity, nature or status of the County or type of business conducted; the Covenants, as amended, would have complied with the requirements of the Rule at the time of award of the Series 2010 Bonds, after taking into account any amendments or change in circumstances; and the amendment does not materially impair the interests of the Beneficial Owners, as determined by the Board, counsel or other independent counsel knowledgeable in the area of federal securities laws and regulations; or
- (B) all or any part of the Rule, as interpreted by staff of the SEC at the date of adoption of the 2010 Resolution, ceases to be in effect for any reason, and the County elects that the Covenants shall be deemed amended accordingly.

Any assertion of beneficial ownership must be filed, with full documentary support, as part of the written request described above.

The County is presently in compliance with its prior continuing disclosure undertakings pursuant to the Rule.

LEGAL MATTERS

Certain legal matters incident to the authorization, issuance and sale of the Series 2010 Bonds, including their legality and enforceability and the exclusion of interest on the Series 2010A Bonds from gross income for federal income tax purposes, are subject to the approval of Hogan & Lovells US LLP, Miami, Florida, and the Law Offices Steve E. Bullock, P.A., Miami, Florida, Bond Counsel, copies of whose legal opinions will be delivered with the Series 2010 Bonds. Certain other legal matters will be passed upon for the County by the Office of the Miami-Dade County Attorney. Certain legal matters relating to disclosure will be passed upon for the County by Edwards Angell Palmer & Dodge LLP, West Palm Beach, Florida, and Rasco Klock Reininger Perez Esquenazi Vigil & Nieto, Coral Gables, Florida, Disclosure Counsel. Ruden McClosky P.A., Fort Lauderdale, Florida is acting as counsel to the Underwriters. The fees payable to Bond Counsel, Disclosure Counsel and Underwriters' Counsel are contingent upon the issuance and delivery of the Series 2010 Bonds.

The proposed text of the legal opinion of Bond Counsel is set forth as APPENDIX D to this Official Statement. The proposed text of the legal opinion to be delivered to the Underwriters by Disclosure Counsel is set forth as APPENDIX E to this Official Statement. The actual legal opinions to be delivered may vary from the text of APPENDIX D or APPENDIX E, as the case may be, if necessary, to reflect facts and law on the date of delivery of the Series 2010 Bonds.

The legal opinions of Bond Counsel, Disclosure Counsel and the Office of the Miami-Dade County Attorney are based on existing law, which is subject to change. Such legal opinions are further based on factual representations made to Bond Counsel, Disclosure Counsel and the Office of the Miami-Dade County Attorney as of the date thereof. Bond Counsel, Disclosure Counsel and the Office of the Miami-Dade County Attorney assume no duty to update or supplement their respective opinions to reflect any facts or circumstances, including changes in law, that may thereafter occur or become effective.

The legal opinions to be delivered concurrently with the delivery of the Series 2010 Bonds express the professional judgment of the attorneys rendering the opinions regarding the legal issues expressly addressed therein. By rendering a legal opinion, the opinion giver does not become an insurer or guarantor of the result indicated by that expression of professional judgment, of the transaction on which the opinion is rendered, or of the future performance of parties to the transaction. Nor does the rendering of an opinion guarantee the outcome of any legal dispute that may arise out of the transaction.

DISCLOSURE REQUIRED BY FLORIDA BLUE SKY REGULATIONS

Florida law requires the County to make a full and fair disclosure of any bonds or other debt obligations which it has issued or guaranteed and which are or have been in default as to principal or interest at any time after December 31, 1975 (including bonds or other debt obligations for which it has served as a conduit issuer). Florida law further provides, however, that if the County in good faith believes that such disclosures would not be considered material by a reasonable investor, such disclosures may be omitted. The County is not and has not been in default as to principal and interest on bonds or other debt obligations which it has issued as the principal obligor or guarantor.

There are several special purpose governmental authorities of the County that serve as conduit issuers of private activity bonds for purposes such as housing, industrial development and health care. Defaults have occurred in connection with some of those private activity bonds; however, such defaults affect only the defaulted issues and have no effect on the payment of the Series 2010 Bonds. The County has no obligation to pay such bonds and the conduit issuers had only a limited obligation to pay such bonds from the payments made by the underlying obligors with respect to such issues. Therefore, the County in good faith believes that defaults relating to conduit issuers are not material with regard to the Series 2010 Bonds and any disclosure concerning any defaults of conduit financings is not necessary.

CERTIFICATE CONCERNING THE OFFICIAL STATEMENT

Concurrently with the delivery of the Series 2010 Bonds, the County will furnish its certificate, executed by the County's Finance Director to the effect that, to the best of his knowledge, this Official Statement, as of its date and as of the date of delivery of the Series 2010 Bonds, does not contain any untrue statement of material fact and does not omit any material fact that should be included herein for the purpose for which this Official Statement is to be used, or which is necessary to make the statements contained herein, in light of the circumstances under which they were made, not misleading.

MISCELLANEOUS

References to the Bond Ordinance and certain other contracts, agreements and other materials not purporting to be quoted in full are brief outlines of certain provisions and do not purport to summarize or

describe all the provisions of such documents. Reference is hereby made to such documents and other materials for the complete provisions, copies of which will be furnished by the County upon written request.

Any statements in this Official Statement involving matters of opinion, whether or not expressly so stated, are intended as such and not as representations of fact. Statements in this Official Statement, while not guaranteed, are based upon information which the County believes to be reliable.

The delivery of this Official Statement by the County has been duly authorized by the Board.

APPENDIX A

**GENERAL INFORMATION RELATIVE TO
MIAMI-DADE COUNTY, FLORIDA**

GENERAL INFORMATION RELATIVE TO MIAMI-DADE COUNTY, FLORIDA

Economy

The County's economy has transitioned from mixed service and industrial in the 1970s to a knowledge-based economy. The shift to knowledge-based sectors, such as life sciences, aviation, financial services and IT/Telecom has diversified the local economy. Other important sectors include international trade, health services and the tourism industry, which remains one of the largest sectors in the local economy. Wholesale and retail trades are strong economic forces in the local economy, as well and are projected to continue, which is reflective of the County's position as a wholesale center in Southeast Florida, serving a large international market. The diversification of the economy creates a more stable economic base.

In an effort to further strengthen and diversify the County's economic base, the County commissioned a private consulting firm in 1984 to identify goals and objectives for various public and private entities. The Beacon Council was established as a public-private partnership to promote these goals and objectives.

International Commerce

The Greater Miami Area is the center for international commerce for the southeastern United States as well as Latin America and the Caribbean. Its proximity to the Caribbean, Mexico, Central America and South America makes it a natural center of commerce in the Americas. Approximately 1,200 multinational corporations are established in South Florida. In addition, the international background of many of its residents is an important labor force characteristic for multinational companies which operate across language and cultural differences.

Trade with Latin America, Europe and Caribbean countries has generated substantial growth in the number of financial institutions conducting business in the County. The large Spanish-speaking labor force and the County's proximity to Latin America have also contributed to the growth of the banking industry in the County. According to the Federal Reserve Bank of Atlanta, as of September 30, 2009 there were 14 Edge Act Banks throughout the United States; five of those institutions were located in the County with over \$11.6 billion on deposit. Edge Act Banks are federally chartered organizations offering a wide range of banking services, but limited to international transactions only. These banking institutions are: Bancafe International, Banco Itau Europa International, Banco Santander International, HSBC Private Bank International and Standard Chartered Bank International America.

The County had the highest concentration of international bank agencies on the east coast south of New York City, with a total of 23 foreign chartered banks and over \$8 billion on deposit as of September 30, 2009, according to the Florida Department of Financial Services, Office of Financial Regulations.

Corporate Expansion

The favorable geographic location of the County, a well-trained labor force and the favorable transportation infrastructure have allowed the economic base of the County to expand by attracting and retaining many national and international firms doing business in Latin America, the Caribbean, the United States and the rest of the world. Among these corporations with world or national headquarters in the County are: Burger King, Carnival Cruise Lines, Royal Caribbean Cruises, and Lennar. Those corporations with Latin American regional headquarters include: Federal Express Corporation, Kraft Foods International, Porsche Latin America, Telefonica, and Caterpillar.

Industrial Development Authority

The role of the Miami-Dade County Industrial Development Authority (the "IDA") is the development and management of the tax-exempt industrial development revenue bond program, which serves as a financial incentive to support private sector business and industry expansion and location. Programs developed are consistent with the IDA's legal status and compatible with the economic development goals established by the Board and other economic development organizations operating in the County.

Between 1979 and the creation of the Beacon Council in 1986, the IDA provided expansion and location assistance to 195 private sector businesses, accounting for a capital investment of \$695 million and the creation of over 11,286 new jobs.

The IDA's principal program, the Tax-Exempt Industrial Development Revenue Bond Program, has generated 439 applications through October 2009. From 1986 to November 2009, bonds for 216 company projects have been issued in an aggregate principal amount in excess of \$1.5 billion. Approximately 9,409 new jobs have been generated by these projects. The IDA continues to manage approximately 54 outstanding Industrial Development Revenue Bond Issues, approximating \$802 million in capital investment.

Other Authority Activities

In October 1979, the Miami-Dade County Health Facilities Authority (the "Health Authority") was formed to assist local not-for-profit health care corporations to acquire, construct, improve or refinance health care projects located in the County through the issuance of tax-exempt bonds or notes. As of November 2009, the Health Facilities Authority has issued 24 series of bonds totaling over \$1.9 billion.

In October 1969, the Board created the Miami-Dade County Educational Facilities Authority (the "EFA") to assist institutions of higher learning within the County to have an additional means to finance facilities and structures needed to maintain and expand learning opportunities and intellectual development. As of November 2009, the EFA has issued 52 series of bonds totaling over \$1.7 billion.

In December 1978, the Housing Finance Authority of Miami-Dade County (Florida) (the "HFA") was formed to issue bonds to provide the HFA with moneys to purchase mortgage loans secured by mortgages on single family residential real property owned by low and moderate income persons residing in the County. Since its inception, the HFA has generated \$1.18 billion in mortgage funds through the issuance of revenue bonds under the Single Family Mortgage Revenue Bond Program. As of November 2009, under the HFA's Multi-Family Mortgage Revenue Bond Program, revenue bonds aggregating approximately \$917 million have been issued for new construction or rehabilitation of 16,752 units.

The bonds issued by the foregoing authorities and the IDA are not debts or obligations of the County or the State or any political subdivision thereof, but are payable solely from the revenues provided by the respective private activity borrower as security therefor.

Film Industry

Miami-Dade County's film and entertainment industry was challenged in 2009 with both a declining economy and lack of production incentive funding from the State contributing to a downturn in the sector. Major motion pictures were almost entirely non-existent during the year, due to the lack of incentive funding. Television was the bright spot in Miami-Dade County's production economy at \$55 million through the first 10 months of 2009, with USA Networks' "Burn Notice" filming its 13 episode third season entirely in South Florida, numerous reality series and the very active Spanish language television business contributing about \$20 million to the bottom line during such period. This represents

a decrease of approximately 38% in estimated spending from the previous year. In all, more than 800 productions were filmed or shot on location in Miami-Dade County in 2009, spending an estimated \$90-\$100 million.

Surface Transportation

The County owns and operates through its Transit Department, a unified multi-modal public transportation system. Operating in a fully integrated configuration, the County's Transit Department provides public transportation services through: (i) Metrorail - a 22.6-mile, 22-station elevated electric rail line connecting South Miami-Dade and the City of Hialeah with the Downtown and Civic Center areas, providing 18.5 million passenger trips annually; (ii) Metromover - a fully automated, driverless 4.4-mile elevated electric double-loop people-mover system interfaced with Metrorail and completing approximately 8.8 million passenger trips annually throughout 21 stations in the central business district and south to the Brickell international banking area and north to the Omni area; and (iii) Metrobus, including both directly operated and contracted conventional urban bus service, operating over 29.2 million miles per year, interconnecting with all Metrorail stations and key Metromover stations, and providing over 115 million passenger trips annually.

The County also provides para-transit service to qualified elderly and handicapped riders through its Special Transportation Service, which supplies over 1.56 million passenger trips per year in a demand-response environment.

Additionally, the County's Transit Department is operating the Bus Rapid Transit ("BRT") on the South Miami-Dade Busway, a dedicated-use BRT corridor that runs parallel to US1/South Dixie Highway. Service commenced in 1997 and was extended from North Kendall Drive/SW 88th Street to SW 264th Street. A final segment was recently completed in December 2007. The South Miami-Dade Busway traverses over twenty miles, connecting Florida City (SW 344th Street) with the Metrorail system, with connection to downtown Miami.

Airport

The County owns and operates the Miami International Airport (the "Airport"), the principal commercial airport serving Southeast Florida. The Airport also has the third highest international passenger traffic in the U.S. During Fiscal Year 2009, the Airport handled 33,875,470 passengers and 1,699,219 tons of air freight. The Airport is classified by the Federal Aviation Administration as a large hub airport, the highest classification given by that organization. The Airport is also one of the principal maintenance and overhaul bases, as well as a principal training center, for the airline industry in the United States, Central and South America, and the Caribbean.

A five year summary of the passengers served and cargo handled by the Airport is shown below:

**Passengers and Cargo Handled by
Miami International Airport
2005-2009**

<u>Fiscal Year</u>	<u>Passengers (in thousands)</u>	<u>Cargo (in millions)</u>	<u>Total Landed Weight (million lbs.)</u>
2005	30,912	1.96	31,148
2006	32,094	1.97	30,735
2007	33,278	2.10	31,420
2008	34,066	2.08	31,590
2009	33,875	1.70	30,172

SOURCE: Miami-Dade County Aviation Department

Seaport

The Port is an island port, which covers 640 acres of land, operated by the Seaport Department. It is the world's largest multi-day cruise port. Embarkations and debarkations on cruise ships totaled over 4.1 million passengers for Fiscal Year 2009. With the increase in activity from the Far-East markets and South and Central America, cargo tonnage transiting the Port amounted to over 6.8 million tons for Fiscal Year 2009.

The following table sets forth a five-year summary of both cruise passengers served and cargo handled:

Passengers and Cargo Handled by Port 2005-2009

<u>Fiscal Year</u>	<u>Cruise Passengers (in thousands)</u>	<u>Cargo Tonnage (in millions)</u>
2005	3,605	9.47
2006	3,731	8.65
2007	3,787	7.83
2008	4,137	7.42
2009	4,110	6.83

SOURCE: Miami-Dade County Seaport Department

Tourism

The Greater Miami Area is a leading center for tourism in the State. Miami was a primary destination for domestic air travelers after Orlando according to the Florida Division of Tourism. It is also the principal port of entry in the State for international air travelers. During 2007, approximately 80% of international air travelers (excluding travelers from Canada) entering the State arrived through the Airport. The Airport has the third highest international passenger traffic behind New York's John F. Kennedy International Airport and the Los Angeles International Airport.

An estimated 11.9 million visitors spent at least one night in Greater Miami and the Beaches in 2009. Due to the economy's impact on travel, Miami visitors were down -1.6% in 2009 compared to 2008. Domestic visitors accounted for 52% of all overnight visitors and were down -1.4 compared to the previous year. International visitors were down -1.8% in 2009 compared to 2008 and made up 48% of all overnight visitors

While the majority of international visitors to Greater Miami Beach and the Beaches continue to originate from Latin America, visitors originating from Europe accounted for 1.2 million in 2009 a decline from 1.4 in 2008. Visitors from Canada and Japan were also accounted for in 2009, with 537,000 visitors in total.

The following is a five-year summary of domestic and international visitors, including a further breakdown of international visitors by region of origin, and the estimated economic impact produced by those visitors:

**Tourism Statistics
2005-2009**

	Visitors (in thousands)			Estimated Economic Impact (in millions)		
	<u>Domestic</u>	<u>Int'l</u>	<u>Total</u>	<u>Domestic</u>	<u>Int'l</u>	<u>Total</u>
2005	6,029	5,273	11,302	\$ 6,883	\$ 6,875	\$ 12,457
2006	6,263	5,322	11,585	7,688	9,108	16,796
2007	6,473	5,493	11,966	7,146	10,759	17,905
2008	6,341	5,787	12,128	6,557	10,745	17,302
2009	6,251	5,684	11,935	5,954	11,156	17,110

SOURCE: Greater Miami Convention and Visitors Bureau

**International Visitors by Region
2005-2009
(in thousands)**

	<u>European</u>	<u>Caribbean</u>	<u>Latin American</u>	<u>Canada Japan/Other</u>	<u>Total</u>
2005	1,213	686	2,673	701	5,273
2006	1,224	665	2,778	655	5,322
2007	1,294	683	2,835	680	5,492
2008	1,361	702	3,020	704	5,787
2009	1,279	682	3,067	656	5,684

SOURCE: Greater Miami Convention and Visitors Bureau

Employment

The following table illustrates the economic diversity of the County's employment base. No single industry clearly dominates the County's employment market, and there have not been any significant decreases within the industry classifications displayed for the latest years for which information is available.

Estimated Employment In Non-Agricultural Establishments 2007-2009

	September 2007	Percent	September 2008	Percent	September 2009	Percent
Goods Producing Sector						
Construction	56,200	5.3	45,800	4.4	39,100	3.9
Manufacturing	47,300	4.4	44,400	4.3	41,400	4.1
Mining & Natural Resources	600	0.1	500	0.0	400	0.0
Total Goods Producing Sector	104,100	9.8	90,700	8.7	80,900	8.0
Service Providing Sector						
Transportation, Warehousing and Utilities	61,400	5.8	60,300	5.8	59,000	5.8
Wholesale Trade	75,600	7.1	73,800	7.2	74,100	7.3
Retail Trade	128,500	12.1	125,700	12.1	120,300	11.9
Information	20,800	2.0	19,600	1.9	18,600	1.9
Financial Activities	74,800	7.0	72,600	7.0	70,800	7.0
Professional and Business Services	145,500	13.6	139,500	13.4	134,900	13.4
Education and Health Services	150,900	14.2	155,400	15.0	156,000	15.4
Leisure and Hospitality	103,700	9.7	102,000	9.8	101,100	10.0
Other Services	41,800	3.9	43,700	4.2	42,700	4.3
Government	157,500	14.8	155,000	14.9	151,800	15.0
Total Service Providing Sector	960,500	90.2	947,600	91.3	929,300	92.0
Total Non-Agricultural Employment	1,064,600	100%	1,038,300	100%	1,010,200	100%

SOURCES: Florida Agency for Workplace Innovation, Labor Market Statistics, Current Employment Statistics Program (in cooperation with U.S. Department of Labor, Bureau of Labor Statistics).
Miami-Dade County, Department of Planning and Zoning, Research Section, November 2009.

County Demographics

**Estimates of Population by Age
Miami-Dade County
2000 to 2030**

Age Group	2000	2005	2010	2015	2020	2025	2030
Under 16	495,375	522,784	537,561	572,850	593,548	630,244	654,791
16-64	1,457,435	1,558,892	1,683,790	1,776,675	1,877,694	1,947,052	2,023,662
65 & Over	300,552	321,796	342,534	375,098	414,197	468,786	527,834
Total	2,253,362	2,403,472	2,563,885	2,724,623	2,885,439	3,046,082	3,206,287

SOURCES: U.S. Census Bureau, Decennial Census Report for 2000. Projections provided by Miami-Dade County, Department of Planning and Zoning, Research Section, November 2009.

**Trends and Forecasts, Population in
Incorporated and Unincorporated Areas
1960 – 2015**

<u>Year</u>	<u>Population in Incorporated Areas</u>	<u>Population in Unincorporated Areas</u>	<u>Total</u>	<u>Percentage Growth in Population</u>
<u>Trends:</u>				
1960	582,713	352,334	935,047	N/A
1970	730,425	537,367	1,267,792	36.5%
1980	829,881	795,900	1,625,781	28.2
1990	909,371	1,027,723	1,937,094	19.1
1995	973,912	1,110,293	2,084,205	7.6
2000	1,049,074	1,204,288	2,253,362	8.1
2001	1,087,033	1,202,189	2,289,222	1.6
2002	1,095,529	1,221,147	2,316,676	1.2
2003	1,127,234	1,216,799	2,344,033	1.2
2004	1,271,676	1,099,261	2,370,937	1.1
2005	1,298,454	1,105,018	2,403,472	1.4
2006	1,350,926	1,084,591	2,435,517	1.3
2007	1,372,281	1,095,302	2,467,583	1.3
2008	1,398,177	1,101,490	2,499,667	1.3
2009	1,418,558	1,113,211	2,531,769	1.2
<u>Forecasts:</u>				
2010	1,417,608	1,146,277	2,563,885	2.6
2015	1,506,519	1,218,104	2,724,623	6.3

SOURCES: U.S. Census Bureau, Decennial Census Reports for 1960-2000. Projections provided by Miami-Dade County, Department of Planning and Zoning, Research Section, November 2009.

Population By Race and Ethnic Group⁽¹⁾
Miami-Dade County
1970 - 2020
(in thousands)

<u>Year</u>	<u>Total⁽²⁾</u>	<u>Hispanic⁽¹⁾</u>	<u>Blacks⁽¹⁾</u>	<u>Non-Hispanic Whites and Others</u>
1970	1,268	299	190	782
1975	1,462	467	237	765
1980	1,626	581	284	773
1985	1,771	768	367	656
1990	1,967	968	409	618
1995	2,084	1,155	446	519
2000	2,253	1,292	457	534
2005	2,402	1,455	461	497
2010 ⁽³⁾	2,551	1,621	526	442
2015 ⁽³⁾	2,703	1,794	554	395
2020 ⁽³⁾	2,858	1,972	583	347

(In Percentages)

1970 ⁽²⁾	100%	24%	15%	62%
1975 ⁽²⁾	100	32	16	52
1980 ⁽²⁾	100	36	17	48
1985 ⁽²⁾	100	43	21	37
1990 ⁽²⁾	100	49	21	31
1995 ⁽²⁾	100	55	21	25
2000 ⁽²⁾	100	57	20	24
2005 ⁽²⁾	100	61	21	20
2010 ⁽³⁾	100	64	21	17
2015 ⁽³⁾	100	66	21	15
2020 ⁽³⁾	100	69	20	12

SOURCES: U.S. Census Bureau, Census of Population Reports for 1970-2000. Projections provided by Miami-Dade County, Department of Planning and Zoning, Research Section, November 2009.

Notes:

- (1) Persons of Hispanic origin may be of any race. Hispanic Blacks are counted as both Hispanic and Black. Other Non-Hispanics are grouped with Non-Hispanic White category. Sum of components exceeds total.
- (2) Numbers may not add due to rounding.
- (3) Projections.

The following tables set forth the leading public and private County employers:

Fifteen Largest Public Employers

<u>Employers' Name</u>	<u>Number of Employees</u>
Miami-Dade County Public Schools	38,819
Miami-Dade County	29,000
U.S. Federal Government	19,900
Florida State Government	16,100
Jackson Health System	12,468
Florida International University	8,000
Miami-Dade Community College	5,798
City of Miami	4,400
VA Healthcare System	2,385
Homestead Air Reserve Base	2,056
City of Hialeah	2,000
City of Miami Beach	1,900
U.S. Southern Command	1,600
City of Coral Gables	828
City of North Miami Beach	689

Fifteen Largest Private Employers

<u>Employers' Name</u>	<u>Number of Employees</u>
University of Miami	12,000
Baptist Health Systems of South Florida	12,000
Publix Super Markets	11,625
American Airlines	9,000
University of Miami Health	7,025
United Parcel Service	4,982
BellSouth/AT&T	4,100
Florida Power & Light Company	3,840
Winn Dixie Stores	3,500
Carnival Cruise Lines	3,500
Mount Sinai Medical Center	3,391
Royal Caribbean International/Celebrity Cruises	3,330
University of Miami Hospital	2,975
Miami Children's Hospital	2,900
Sedano's Supermarkets	2,500

SOURCE: The Beacon Council/Miami-Dade County, Florida,
Miami Business Profile & Relocation Guide, January 2010

The following table sets forth the unemployment rates within the County and comparative rates for the United States and the State:

**Unemployment Rates
2005-2009**

<u>Area</u>	<u>2005</u>	<u>2006</u>	<u>2007</u>	<u>2008</u>	<u>2009*</u>
USA	5.1%	4.6%	4.6%	5.8%	9.7%
Florida	3.8	3.4	4.1	6.2	11.6
Miami-Dade County	4.6	4.1	4.4	5.8	11.3

SOURCES: Florida Agency for Workplace Innovation, Office of Workforce Information Services, Labor Market Statistics and Miami-Dade County, Department of Planning and Zoning, Research Section, December 2009.

*12 month average thru December.

The following table sets forth the per capita personal income within the County and comparative per capita personal income for the United States, the Southeastern region and the State:

**Per Capita Personal Income
2003 - 2007**

<u>Year</u>	<u>USA</u>	<u>Southeastern</u>	<u>Florida</u>	<u>Miami-Dade</u>
2003	\$31,530	\$28,380	\$30,369	\$27,908
2004	33,157	29,970	32,672	29,830
2005	34,690	31,324	34,709	31,863
2006	36,794	33,457	37,099	34,708
2007	38,615	34,859	38,417	36,081

*Note that this table contains the most current information available as of the date of this Official Statement.

SOURCES: U.S. Department of Commerce, Economic and Statistical Administration Bureau of Economic Analysis/Regional Economic Information System; Miami-Dade County Department of Planning and Zoning, Research Section, November 2009.

APPENDIX B

BOND ORDINANCE

APPENDIX C

**MIAMI-DADE COUNTY'S AUDITED ANNUAL FINANCIAL REPORT
FOR THE FISCAL YEAR ENDED
SEPTEMBER 30, 2009**

APPENDIX D

PROPOSED FORM OF OPINION OF BOND COUNSEL

On the date of issuance of the Series 2010 Bonds in definitive form, Hogan & Lovells US LLP and the Law Offices Steve E. Bullock, P.A., Bond Counsel, propose to render their opinions in substantially the following form:

[To Be Provided]

APPENDIX E

PROPOSED FORM OF OPINION OF DISCLOSURE COUNSEL

On the date of issuance of the Series 2010 Bonds in definitive form, Edwards Angell Palmer & Dodge LLP and Rasco Klock Reininger Perez Esquenazi Vigil & Nieto, Disclosure Counsel, propose to render their approving opinion in substantially the following form:

_____, 2010

Board of County Commissioners
of Miami-Dade County, Florida
Miami, Florida

\$ _____
**MIAMI-DADE COUNTY,
FLORIDA**
Capital Asset Acquisition
Special Obligation Bonds
Series 2010A

\$ _____
**MIAMI-DADE COUNTY,
FLORIDA**
Capital Asset Acquisition
Taxable Special Obligation
Bonds
Series 2010B
(Build America Bonds – Direct
Payment to Issuer)

\$ _____*
**MIAMI-DADE COUNTY,
FLORIDA**
Capital Asset Acquisition
Taxable Special Obligation Bonds
Series 2010C
(Recovery Zone Economic
Development Bonds – Direct
Payment to Issuer)

Ladies and Gentlemen:

We have served as disclosure counsel to Miami-Dade County, Florida (the "County") in connection with the issuance by the County of its \$ _____ Miami-Dade County, Florida Capital Asset Acquisition Special Obligation Bonds, Series 2010A (the "Series 2010A Bonds"), \$ _____ aggregate principal amount of Miami-Dade County, Florida Capital Asset Acquisition Taxable Special Obligation Bonds, Series 2010B (Build America Bonds – Direct Payment to Issuer) (the "Series 2010B Bonds"), and \$ _____* Miami-Dade County, Florida Capital Asset Acquisition Taxable Special Obligation Bonds, Series 2010C (Recovery Zone Economic Development Bonds – Direct Payment to Issuer) (the "Series 2010C Bonds," and together with the Series 2010A Bonds and Series 2010B Bonds, the "Series 2010 Bonds").

In connection with the issuance and delivery of this opinion, we have considered such matters of law and fact and have relied upon such certificates and other information furnished to us as we deemed appropriate. We are not expressing any opinion or views herein on the authorization, issuance, delivery or validity of the Series 2010 Bonds and we have assumed, but not independently verified, that the signatures on all documents and certificates that we have examined are genuine.

To the extent that the opinions expressed herein relate to or are dependent upon the determination that the proceedings and actions related to the authorization, issuance and sale of the Series 2010 Bonds are lawful and valid under the laws of the State of Florida, or that the Series 2010 Bonds are valid and binding obligations of the County enforceable in accordance with their respective terms, or that the interest on the Series 2010A Bonds is excluded from gross income of the owners of the Series 2010A Bonds for federal income tax purposes, we understand that you are relying upon the opinions delivered on the date hereof of Hogan & Lovells US LLP and the Law Offices Steve E. Bullock, P.A., Bond Counsel, and no opinion is expressed herein as to such matters.

The scope of our engagement with respect to the issuance of the Series 2010 Bonds was not to establish factual matters and because of the wholly or partially non-legal character of many of the

determinations involved in the preparation of the Official Statement, dated _____, 2010 (the "Official Statement"), we are not passing on and do not assume any responsibility for, except as set forth in the next paragraph, the accuracy or completeness of the contents of the Official Statement (including, without limitation, any appendices, schedules, and exhibits thereto) and we make no representation that we have independently verified the accuracy, completeness or fairness of such statements. As your counsel, we have participated in the preparation of the Official Statement and in discussions and conferences with representatives of the County from the Finance Department and the County Attorney's Office, Public Financial Management, Inc., Financial Advisor to the County, Hogan & Hartson LLP and the Law Offices Steve E. Bullock, P.A., Bond Counsel and representatives of Siebert Brandford Shank & Co., LLC (the "Underwriters"), in which the contents of the Official Statement and related matters were discussed.

Based solely on the basis of our participation in the preparation of the Official Statement, our examination of certificates, documents, instruments and records and the above-mentioned discussions, nothing has come to our attention which would lead us to believe that the Official Statement (except for the financial and statistical data in the Official Statement, including, without limitation, the appendices thereto, and the matters set forth therein under the captions "DESCRIPTION OF THE SERIES 2010 BONDS – Book-Entry-Only System," [and "BOND INSURANCE"] and in APPENDICES A, B, C, D [and F] as to which no opinion is expressed) is not a fair and accurate summary of the matters purported to be summarized therein or that the Official Statement (except as set forth above) contained as of its date or as of the date hereof, any untrue statement of a material fact or omitted or omits to state any material fact necessary in order to make the statements therein, in light of the circumstances under which they were made, not misleading. We are also of the opinion that the continuing disclosure undertaking set forth in the 2010 Resolution and in the Omnibus Certificate of the County delivered at the closing satisfy the requirements set forth in Rule 15c2-12(b)(5)(i) of the Securities Exchange Act of 1934, as amended.

In reaching the conclusions expressed herein, we have with your concurrence, assumed and relied on the genuineness and authenticity of all signatures not witnessed by us; the authenticity of all documents, records, instruments, items and letters submitted to us as originals; the conformity with originals of all items submitted to us as certified or photostatic copies and examined by us; the legal capacity and authority of the persons who executed the documents; the accuracy of all warranties, representations and statements of fact contained in the documents and instruments submitted to us in connection with the purchase and sale of the Series 2010 Bonds; that neither you nor the Underwriters have any actual knowledge or any reason to believe that any portion of the Official Statement is not accurate; and the continuing accuracy on this date of any certificates supplied to us regarding the matters addressed herein, which assumptions we have not verified. As to questions of fact material to our opinions, we have relied upon and assumed the correctness of the public records and certificates by and representations of public officials and other officers and representatives of various parties to this transaction. We have no actual knowledge of any factual information that would lead us to form a legal opinion that the public records or the certificates which we have relied upon contain any untrue statement of a material fact.

We are further of the opinion that, assuming the Bonds are the legal, valid and binding obligations of the County, the Series 2010 Bonds are exempt from registration under the Securities Act of 1933, as amended, and the Bond Ordinance is exempt from qualification pursuant to the Trust Indenture Act of 1939, as amended.

The opinions set forth herein are expressly limited to, and we opine only with respect to, the laws of the State of Florida and the United States of America. The only opinions rendered hereby shall be those expressly stated herein, and no opinion shall be implied or inferred as a result of anything contained herein or omitted herefrom.

This opinion may be relied upon solely by the County and only in connection with the transaction to which reference is made above and may not be used or relied upon by any other person for any purposes whatsoever without our prior written consent.

Respectfully submitted,

APPENDIX F

[FORM OF FINANCIAL GUARANTY INSURANCE POLICY]

MIAMI-DADE COUNTY
BOARD OF COUNTY COMMISSIONERS
OFFICE OF THE COMMISSION AUDITOR



Legislative Notes

Agenda Item: 8(E)1(B)
File Number: 101424
Committee(s) of Reference: Board of County Commissioners
Date of Analysis: June 4, 2010
Type of Item: Capital Asset Acquisition Special Obligation Bonds (Series 2010)

Summary

This resolution authorizes the Finance Director, as the Mayor's designee, to issue and negotiate the sale of Miami-Dade County Capital Asset Acquisition Special Obligation Bonds (Series 2010 Bonds) in multiple sub-series, in an amount not to exceed \$107 million for 40 years in maturity; and to use Build America Bonds (BABs) as a portion of the issuance (if advisable).

The corresponding substitute does the following:

- Revises the resolution.
 - Incorporates the flexibility to issue Recovery Zone Economic Development Bonds (RZEDs);
 - RZEDs are a form of BABs.
 - Adds a "make whole redemption provision" for the RZEDs and BABs recovery;
 - Renumbers sections; and
 - Corrects scrivener's errors.
- Revises the County Manager's memo.
 - Amends the Fiscal Impact section to update the financial information;
 - Adds a new Track Record/Monitor section; and
 - Amends the Background section to provide greater details on the capital projects financed by the Series 2010 Bonds.
- Deletes the Supplemental Report that accompanied Exhibit A.

Background and Relevant Legislation

In a series of bond enabling ordinances enacted by the Board of County Commissioners (BCC) from 2007 through 2010, the BCC authorized the issuance of Capital Asset Acquisition Special Obligation Bonds to finance the acquisition, construction and/or renovation of priority capital assets, including the purchase of the Overtown II building. This resolution implements the authority conferred under the Enabling

Bond Ordinances for specific projects, provided the issuance of additional bonds, as authorized, does not exceed \$107 million.

Principal and interest payments will be made solely from legally available non-Ad Valorem revenues as appropriated annually in the County's budget and from revenues otherwise available from authorized funds and debt service revenues. Revenues include but are not limited to causeway revenues from the Rickenbacker and Venetian Causeway projects and rental payments from other governmental agencies occupying the Overtown II building.

Policy Change and Implication

As noted above, the BCC has previously authorized the issuance of Capital Asset Acquisition Special Obligation Bonds; therefore, the proposed resolution does not constitute a new policy.

Budgetary Impact

Debt Service

According to the May 11, 2010 memo, the estimated average annual debt service payment resulting from the issuance of the Series 2010 Bond is calculated at an estimated true interest cost of 5.30% with federal subsidy for a 30-year maturity term, based on April 2010 market conditions. Taking into consideration unexpected market volatility and without the federal subsidy, the true interest cost parameter is 7.23%.

The aggregate gross debt service in 2010 is estimated to be \$45.536 million. Once this item comes on line in 2011, it will add to the existing debt service for the next 28 years approximately \$7.690 million.

An updated debt service schedule will be provided to the BCC for consideration prior to final approval.

Build America Bonds (BABs)

The American Recovery and Reinvestment Act (the "Act") created a new form of bonds known as Build America Bonds ("BABs"). BABs are taxable and, through federal subsidies or tax credits, are intended to reduce municipal borrowing costs.¹ If the County issues BABs, it intends to receive the cash subsidy from the U.S. Treasury equivalent to 35% interest on the BABs in lieu of providing the tax credits or direct payments to bond investors.

According to the County Administration, BABs are risky because failure to comply with the IRS rules may result in the loss of all or some of the federal subsidy. Moreover, a change in federal law may adversely impact the subsidy amount that the County receives in the future. The current economic benefit is estimated to be 7%. Economic benefits are assessed only at the time of sale.

Because the Overtown II building is located in a redevelopment zone, the County will issue approximately \$40 million in bonds as RZEDs.

The proceeds from the Series 2010 Bonds (assuming a true interest costs of 6.3%), are to be issued for the following purposes:

¹ <http://www.munibondadvisor.com/BuildAmericaBonds.htm>

- Deposit to the Acquisition Fund: \$95,033,023
 - Deposit to Acquisition Account (\$93.917 million); and
 - Cost of Issuance Account (\$1.116 million).
- Deposit to Reserve Account: \$7.691 million
- Original Issue Discount: \$3.616 million

Questions / Comments

According to a County Manager's memo dated July 30, 2009, the County has a total of 176 leases in non-County facilities, totaling over \$16.7 million in annual payments.

Overtown Station II Office Facilities (Overtown II)

According to the County Administration, the County has a legal obligation to either lease (estimated to cost the County \$9 million) or to buy (estimated to cost the County \$15 million) the Overtown II building. Due to the cost savings, the County is intending to purchase the building.

The Overtown II building will house the current tenants from the 140 W. Flagler building, along with the State Attorney's Child Support Enforcement Unit, the Miami-Dade Police Department, Clerk of the Court, Administrative Office of the Courts, Building Code Compliance, and Consumer Services.

Originally, the 140 W. Flagler building was identified for renovations; however, with estimates totaling around \$26 million, the renovations have been deemed too costly. Therefore, the next alternative is to move the current occupants into the Overtown II building and to close and sell or board up the 140 W. Flagler building.

In addition, there are three (3) floors in the Overtown II building without potential occupancy. Administration is assessing the current leases in non-County facilities including the lease by Jackson at the Dupont building, to determine which ones can be moved into this space. The building will be ready for occupancy within 1 to 1 ½ years.

Rickenbacker and Venetian Causeway Projects

The debt service payments will be funded from toll revenues. Tolls along the Rickenbacker and Venetian Causeway will remain constant until 2014.

Prepared by: Elizabeth N. Owens

Exhibit "C"

BOND PURCHASE AGREEMENT

EXHIBIT "C"

RM P.A. Draft 6/4/10

MIAMI-DADE COUNTY, FLORIDA

**\$ _____ CAPITAL ASSET ACQUISITION
SPECIAL OBLIGATION BONDS, SERIES 2010A**

**\$ _____ CAPITAL ASSET ACQUISITION
TAXABLE SPECIAL OBLIGATION BONDS, SERIES 2010B
(BUILD AMERICA BONDS – DIRECT PAYMENT TO ISSUER)**

**\$ _____ CAPITAL ASSET ACQUISITION
TAXABLE SPECIAL OBLIGATION BONDS, SERIES 2010C
(RECOVERY ZONE ECONOMIC DEVELOPMENT BONDS – DIRECT PAYMENT
TO ISSUER)**

BOND PURCHASE AGREEMENT

_____, 2010

Board of County Commissioners of
Miami-Dade County, Florida
111 Northwest First Street
Miami, Florida 33128-1995

Ladies and Gentlemen:

Siebert Brandford Shank & Co., LLC (the "Senior Manager"), acting on behalf of itself and M.R. Beal & Company, RBC Capital Markets Corporation, Rice Financial Products Company (collectively, the "Co-Senior Managers"), Barclays Capital, Estrada Hinojosa & Company, Inc., Jackson Securities, LLC, Samuel A. Ramirez & Co., Inc. and Wells Fargo Securities (the "Co-Managers", and collectively with the Senior Manager and the Co-Senior Managers, the "Underwriters") offers to enter into this Bond Purchase Agreement (the "Bond Purchase Agreement") with Miami-Dade County, Florida (the "County"), which, upon acceptance of this offer by the County, will be binding upon the County and the Underwriters. This offer is made subject to acceptance by the County by execution of this Bond Purchase Agreement and, if not so accepted, will be subject to withdrawal by the Underwriters upon written notice by the Senior Manager to the County at any time prior to its acceptance by the County.

The Senior Manager represents that it is authorized on behalf of itself and the other Underwriters to enter into this Bond Purchase Agreement and to take any other actions which may be required on behalf of the other Underwriters.

All capitalized terms not otherwise defined in this Bond Purchase Agreement shall have the same meanings as set forth in the Bond Ordinance or Official Statement, as each are defined in this Bond Purchase Agreement.

1. Purchase and Sale of Bonds.

(a) Subject to the terms and conditions and in reliance upon the representations, warranties and covenants set forth in this Bond Purchase Agreement, the Underwriters, jointly and severally, agree to purchase from the County, and the County agrees to sell to the Underwriters on the Closing Date (as defined in this Bond Purchase Agreement), all but not less than all of (i) the \$ _____ .00 aggregate principal amount of Miami-Dade County, Florida, Capital Asset Acquisition Special Obligation Bonds, Series 2010A (the "Series 2010A Bonds"), at the aggregate purchase price of \$ _____ (representing the principal amount of the Series 2010A Bonds of \$ _____ .00 [plus net original issue premium of \$ _____] and less Underwriters' discount of \$ _____); (ii) the \$ _____ .00 aggregate principal amount of Miami-Dade County, Florida Capital Asset Acquisition Taxable Special Obligation Bonds, Series 2010B (Build America Bonds – Direct Payment to Issuer) (the "Series 2010B Bonds"), at the aggregate purchase price of \$ _____ (representing the principal amount of the Series 2010B Bonds of \$ _____ .00 and less Underwriters' discount of \$ _____); and (iii) the \$ _____ .00 aggregate principal amount of Miami-Dade County, Florida Capital Asset Acquisition Taxable Special Obligation Bonds, Series 2010C (Recovery Zone Economic Development Bonds – Direct Payment to Issuer) (the "Series 2010C Bonds," and, together with the Series 2010A Bonds and Series 2010B Bonds, the "Series 2010 Bonds"), at the aggregate purchase price of \$ _____ (representing the principal amount of the Series 2010C Bonds of \$ _____ .00 and less Underwriters' discount of \$ _____). The Series 2010 Bonds shall be dated the date of delivery. The Series 2010 Bonds shall bear interest at the rates, be sold to the public at the prices, mature on the dates and be subject to redemption all as set forth on attached Schedule I to this Bond Purchase Agreement. The Series 2010 Bonds shall be more fully described in the Preliminary Official Statement, dated _____, 2010, relating to the Series 2010 Bonds (the "Preliminary Official Statement"). Such Preliminary Official Statement, as amended to delete preliminary language and reflect the final terms of the Series 2010 Bonds, and as amended and supplemented prior to the Closing with such changes as shall be approved by the Finance Director and the Underwriters (such approval to be conclusively evidenced by the Underwriters' acceptance of such revised and finalized Preliminary Official Statement prior to Closing), is herein referred to as the "Official Statement."

The Underwriters agree to make a bona fide public offering of the Series 2010 Bonds, solely pursuant to the Official Statement, at the initial offering prices set forth in the Official Statement. Notwithstanding the foregoing, the Underwriters reserve the right to change such initial offering prices of the Series 2010 Bonds after the initial public offering as the Senior Manager shall deem necessary in connection with the marketing of the Series 2010 Bonds and to offer and sell the Series 2010 Bonds to certain dealers (including dealers depositing the Series 2010 Bonds into investment trusts) at concessions to be determined by the Senior Manager. The Underwriters also reserve the right to over allot or effect transactions that stabilize or maintain the market prices of the Series 2010 Bonds at levels above that which might otherwise prevail in the open market and to discontinue such stabilizing, if commenced, at any time.

(b) The Series 2010 Bonds shall be issued pursuant to the Constitution and Statutes of the State of Florida, including Chapters 125 and 166, Florida Statutes, as amended, the Home Rule Amendment and Charter of Miami-Dade County, Florida, as amended (the "Charter"), the Code of Miami-Dade County, Florida, as amended (the "County Code") and other applicable provisions of law (collectively, the "Act") and shall also be issued pursuant to Ordinance No. 07-51 enacted by the Board of County Commissioners of Miami-Dade County, Florida (the "Board") on March 20, 2007 (the "2007 Ordinance"), Ordinance No. 09-48 enacted by the Board on June 30, 2009 (the "2009 Ordinance") and by Resolution No. R-____-10 adopted by the Board on _____, 2010 (the "2010 Resolution," together with the 2007 Ordinance and the 2009 Ordinance, collectively, the "Bond Ordinance"). The Series 2010 Bonds shall be substantially in the forms described in the 2010 Resolution, and shall be issued pursuant. The Underwriters, through the Senior Manager, have delivered to the County a disclosure letter containing the information required by Section 218.385, Florida Statutes, which letter is attached as Schedule II.

(c) The Series 2010 Bonds are being issued for the purpose of funding the acquisition, construction, improvement or renovation of certain capital assets (as described in the Preliminary Official Statement) of the County (the "Project"), making a deposit to the Reserve Account for the Series 2010 Bonds, and paying certain costs incurred in connection with the issuance of the Series 2010 Bonds [including paying the premium for a financial guaranty insurance policy securing the Series 2010 Bonds (the "Bond Policy")].

(d) The County authorizes the Underwriters to use and distribute copies of the Official Statement and copies of the Bond Ordinance in connection with the public offering and sale of the Series 2010 Bonds.

(e) The County consents to and ratifies the use by the Underwriters of the Preliminary Official Statement for the purposes of marketing the Series 2010 Bonds in connection with the original public offer, sale and distribution of the Series 2010 Bonds by the Underwriters. As of its date, the Preliminary Official Statement was "deemed final" (except for permitted omissions under the Rule, defined below) by the County for purposes of Rule 15c2-12(b)(1) promulgated under the Securities Exchange Act of 1934, as amended (the "Rule").

(f) The County shall deliver, or cause to be delivered, to the Underwriters copies of the final Official Statement (dated the date of this Bond Purchase Agreement) relating to the Series 2010 Bonds, and shall cause copies of the Official Statement, in sufficient quantity for the Underwriters to comply with Rule G-32 of the Municipal Securities Rulemaking Board and the Rule to be available to the Underwriters on or before the earlier of (i) seven (7) Business Days after execution of this Bond Purchase Agreement or (ii) three (3) Business Days prior to the Closing Date and in sufficient time to accompany any confirmation that requests payment from any customer of the Underwriters. Delivery of such copies of the Official Statement as provided above shall constitute the County's representation that such Official Statement is complete as of the date of its delivery and shall constitute the County's approval and authorization for use thereof by the Underwriters in the public offering and sale of the Series 2010 Bonds. The County agrees to deliver to the Underwriters such reasonable quantities of the Preliminary Official Statement and Official Statement and such reasonable quantities of the Bond Ordinance as the Underwriters may request for use in connection with the offering and sale

of the Series 2010 Bonds. On or before the Closing Date, the Senior Manager shall file, or cause to be filed, the Official Statement with the Municipal Securities Rulemaking Board (the "MSRB") through its Electronic Municipal Market Access system ("EMMA").

2. Events Requiring Disclosure. If, after the date of this Bond Purchase Agreement and during the Disclosure Period (as defined in Section 5(w) hereof), any event shall occur which might or would cause the Official Statement, as then supplemented or amended, to contain any untrue statement of a material fact or to omit to state a material fact necessary to make the statements therein, in light of the circumstances under which they were made, not misleading, the County shall notify the Underwriters thereof, and, if in the opinion of Disclosure Counsel, such event requires the preparation and publication of a supplement or amendment to the Official Statement, the County will at its own expense forthwith prepare and furnish to the Underwriters a sufficient number of copies of an amendment of or supplement to the Official Statement (in form and substance satisfactory to the Underwriters) which will supplement or amend the Official Statement so that it will not contain an untrue statement of a material fact or omit to state a material fact necessary in order to make the statements therein, in light of the circumstances existing at such time, not misleading.

3. Good Faith Deposit. In connection with the execution of this Bond Purchase Agreement, the Senior Manager, on behalf of the Underwriters, has delivered to the County a wire transfer credited to the order of the County in immediately available federal funds in the aggregate amount equal to approximately two percent of the par value of the Series 2010 Bonds (\$2,140,000.00) (the "Good Faith Deposit") which is being delivered to the County on account of the purchase price of the Series 2010 Bonds and as security for the performance by the Underwriters of their obligation to accept and to pay for the Series 2010 Bonds. If the County does not accept this offer, the Good Faith Deposit shall be immediately returned to the Senior Manager by wire transfer credited to the order of the Senior Manager, in the amount of the Good Faith Deposit. In the event the Closing takes place, the amount of the Good Faith Deposit shall be credited against the purchase price of the Series 2010 Bonds pursuant to Section 4. In the event of the County's failure to deliver the Series 2010 Bonds at the Closing, or if the County shall be unable at or prior to the Closing to satisfy the conditions to the obligations of the Underwriters contained in this Bond Purchase Agreement (unless such conditions are waived by the Senior Manager), or if the obligations of the Underwriters shall be terminated for any reason permitted by this Bond Purchase Agreement, the County shall immediately wire to the Senior Manager in federal funds the amount of the Good Faith Deposit and such wire shall constitute a full release and discharge of all claims by the Underwriters against the County arising out of the transactions contemplated by this Bond Purchase Agreement. In the event that the Underwriters fail other than for a reason permitted under this Bond Purchase Agreement to accept and pay for the Series 2010 Bonds upon their tender by the County at the Closing, the amount of the Good Faith Deposit shall be retained by the County and such retention shall represent full liquidated damages and not a penalty, for such failure and for any and all defaults on the part of the Underwriters and the retention of such funds shall constitute a full release and discharge of all claims, rights and damages for such failure and for any and all such defaults. It is understood by both the County and the Underwriters that actual damages in the circumstances as described in the preceding sentence may be difficult or impossible to compute; therefore, the funds

represented by the Good Faith Deposit are a reasonable estimate of the liquidated damages in this type of situation.

4. Closing. The Closing will occur before 1:00 p.m., Eastern Daylight Time, on _____, 2010 or at such other time or on such earlier or later date as shall have been mutually agreed upon by the County and the Senior Manager. Prior to the Closing, the County shall deliver the Series 2010 Bonds in definitive form to the Underwriters, through the facilities of The Depository Trust Company (“DTC”) utilizing the DTC Fast system of registration, bearing CUSIP numbers and duly executed and authenticated. The County has provided DTC with its blanket issuer letter of representations. The Senior Manager, on behalf of the Underwriters, will accept such delivery and pay the purchase price of the Series 2010 Bonds less the amount of the Good Faith Deposit by delivering to the County a wire transfer credited to the order of the County in immediately available federal funds; [provided, however, that the portion of the purchase price representing the premium for the financial guaranty insurance policy may be paid by the Senior Manager, on behalf of the County, directly to _____ (the “Bond Insurer”) in immediately available funds.] Payment for and delivery of the Series 2010 Bonds shall be made at such place as shall be agreed upon between the County and the Senior Manager. Such payment and delivery is called the “Closing” and the date of the Closing is called the “Closing Date.”

5. Representations, Warranties, and Covenants of the County. The County, by its acceptance of this Bond Purchase Agreement, represents, warrants and covenants to the Senior Manager on behalf of each of the Underwriters as of the date of this Bond Purchase Agreement that:

(a) The County is, and will be on the Closing Date, a political subdivision of the State of Florida (the “State”) duly created and validly existing under the Constitution and laws of the State;

(b) The Board had, has and will have, as the case may be, full legal right, power and authority to: (i) enact the 2007 Ordinance, the 2009 Ordinance and adopt the 2010 Resolution; (ii) execute and deliver this Bond Purchase Agreement, the Registrar and Paying Agent Agreement [and the Insurance Agreement dated _____, 2010 between the County and the Bond Insurer (the “Insurance Agreement”)] and to deliver the Official Statement; (iii) issue, sell, execute and deliver the Series 2010 Bonds to the Underwriters, as provided in this Bond Purchase Agreement; (iv) secure the Series 2010 Bonds in the manner contemplated by the Bond Ordinance; and (v) carry out and consummate all other transactions contemplated by the preceding documents and instruments; provided, however, that no representation is made by the County concerning compliance with the federal securities laws or the securities or Blue Sky laws or the legality of the Series 2010 Bonds for investment under the laws of the various states;

(c) The Board has duly enacted the 2007 Ordinance and the 2009 Ordinance and has duly adopted the 2010 Resolution and has duly authorized or ratified: (i) the execution, delivery and performance of the Registrar and Paying Agent Agreement, the Insurance Agreement], this Bond Purchase Agreement, and the issuance, sale, execution and delivery of the Series 2010 Bonds; (ii) the delivery and distribution of the Preliminary Official Statement and the use, distribution and delivery of the Official Statement; and (iii) the taking of any and all

such action as may be required on the part of the County to carry out, give effect to and consummate the transactions contemplated by the preceding documents and instruments; provided, however, that no representation is made by the County concerning compliance with the federal securities laws or securities or Blue Sky laws or the legality of the Series 2010 Bonds for investment under the laws of the various states;

(d) This Bond Purchase Agreement, the Registrar and Paying Agent Agreement [and the Insurance Agreement], when executed and delivered by the parties, and the Bond Ordinance constitute the legal, valid and binding obligations of the County enforceable in accordance with their terms, except as enforcement may be limited by bankruptcy, insolvency, moratorium or other laws affecting creditors' rights generally or subject to the exercise of the state's police power and to judicial discretion in appropriate cases;

(e) The County has complied, or will at Closing be in compliance, in all material respects with the Bond Ordinance [and the Insurance Agreement]. The Bond Ordinance is in full force and effect and has not been amended since their enactment or adoption, as applicable, except as provided in this Bond Purchase Agreement;

(f) When paid for by the Underwriters at Closing in accordance with the provisions of this Bond Purchase Agreement, and when authenticated by the Registrar and Paying Agent, the Series 2010 Bonds will be duly authorized, executed, issued and delivered and will constitute legal, valid and binding obligations of the County enforceable in accordance with their terms and the terms of the Bond Ordinance, except as may be limited by bankruptcy, insolvency, moratorium or other laws affecting creditors' rights generally or subject to the exercise of the state's police power and to judicial discretion in appropriate cases;

(g) The Series 2010 Bonds are payable from Legally Available Non-Ad Valorem Revenues of the County in the manner and to the extent set forth in the Bond Ordinance;

(h) At Closing, all approvals, consents and orders of and filings with any governmental authority or agency which would constitute a condition precedent to the issuance of the Series 2010 Bonds or the execution and delivery of or the performance by the County of its obligations under this Bond Purchase Agreement, the Registrar and Paying Agent Agreement, [the Insurance Agreement,] the Series 2010 Bonds and the Bond Ordinance will have been obtained or made and any consents, approvals and orders so received or filings so made will be in full force and effect; provided, however, that no representation is made by the County concerning compliance with the federal securities laws or the securities or Blue Sky laws of the various states or the legality of the Series 2010 Bonds for investment under the laws of the various states;

(i) Except as described in the Official Statement, the County is not in breach of or in default under any applicable law or administrative regulation of the State or the United States of America, or any applicable judgment or decree or any trust agreement, loan agreement, bond, note, resolution, ordinance, agreement or other instrument to which the County is a party or is otherwise subject, the consequence of which or the correction of which would materially and adversely affect the operation of the County; and the execution and delivery of this Bond

Purchase Agreement, the Registrar and Paying Agent Agreement, [the Insurance Agreement], the Series 2010 Bonds and the adoption or enactment, as applicable, of the Bond Ordinance and compliance with the provisions of each of such agreements or instruments do not and will not conflict with or constitute a breach or violation of or default under any applicable law or administrative regulation of the State or the United States of America or any applicable judgment or decree or any trust agreement, loan agreement, bond, note, resolution, ordinance, agreement or other instrument to which the County is a party or is otherwise subject;

(j) Other than as disclosed in the Official Statement, the enactment or adoption, as applicable, by the Board and performance by the County of its obligations under the Bond Ordinance and the authorization, execution, delivery and performance of its obligations under this Bond Purchase Agreement, the Registrar and Paying Agent Agreement, [the Insurance Agreement], the Series 2010 Bonds, and any other agreement or instrument to which the County is a party, used or contemplated for use in consummation of the transactions contemplated by this Bond Purchase Agreement or by the Official Statement, and, to the best of the County's knowledge, compliance with the provisions of each such instrument, do not and will not conflict with, or constitute or result in: (i) a violation of the Act, or any existing law, administrative regulation, rule, decree or order, state or federal; or (ii) a breach of or default under a material provision of any agreement, indenture, lease, note, bond, resolution, ordinance, or other instrument to which the County, or its properties or any of the officers of the County as such is subject; or (iii) the creation or imposition of any prohibited lien, charge or encumbrance of any nature whatsoever upon any of the revenues, credit, property or assets of the County under the terms of the Constitution of the State or any law, instrument or agreement;

(k) At Closing and as of the date of the Official Statement, the historical financial and statistical information contained in the Official Statement relating to the Legally Available Non Ad Valorem Revenues will fairly present the County's results concerning the Legally Available Non Ad Valorem Revenues, as of the dates and for the periods set forth in such historical financial and statistical information;

(l) Except as otherwise described in the Official Statement, there shall not have been any material adverse change since September 30, 2009 in the results of operations of financial condition of the County, other than changes in the ordinary course of business or in the normal operation of the County;

(m) Between the time of the execution of this Bond Purchase Agreement by the County and Closing, the County will not execute or issue any bonds or notes payable from or secured by the Legally Available Non Ad Valorem Revenues without the written consent of the Senior Manager;

(n) The County will furnish such information, execute such instruments and take such other action in cooperation with the Underwriters at the Underwriters' expense as the Senior Manager may reasonably request to qualify the Series 2010 Bonds for offer and sale and to determine the eligibility of the Series 2010 Bonds for investment under the Blue Sky or other securities laws and regulations of such states and other jurisdictions of the United States of America as the Senior Manager may designate, provided that the County shall not be required to file a general consent to service of process or qualify to do business in any jurisdiction or

become subject to service of process in any jurisdiction in which the County is not now subject to such service. It is understood that the County is not responsible for compliance with or the consequences of failure to comply with applicable Blue Sky or other securities laws and regulations or the legality of the Series 2010 Bonds for investment under the laws of the various states;

(o) To the best of the County's knowledge and belief, other than as described in the Official Statement, there is no claim, action, suit, proceeding, inquiry or investigation, at law or in equity, or before or by any court, public board or body pending, or, to the best knowledge of the County, threatened against or affecting the County: (i) to restrain or enjoin the issuance or delivery of any of the Series 2010 Bonds; (ii) in any way contesting or affecting: (1) the authority for the issuance of the Series 2010 Bonds; (2) the validity or enforceability of the Bond Ordinance, the Series 2010 Bonds and this Bond Purchase Agreement; or (3) the power of the Board to enact or adopt, as applicable, the Bond Ordinance and to execute and deliver the Series 2010 Bonds, the Registrar and Paying Agent Agreement, [the Insurance Agreement], this Bond Purchase Agreement and to consummate the transactions relating to the County contemplated by the Bond Ordinance and this Bond Purchase Agreement; (iii) in any way contesting the existence or powers of the County or the Board or the title to office of any member of the Board; or (iv) in any way contesting the completeness, accuracy or fairness of the Preliminary Official Statement or the Official Statement;

(p) The County will not knowingly take or omit to take any action, which action or omission would adversely affect the exclusion from gross income for federal income tax purposes of the interest on the Series 2010A Bonds under the Internal Revenue Code of 1986, as amended (the "Code"), or the qualification of the Series 2010B Bonds as Build America Bonds under applicable provisions of the Code or regulations promulgated thereunder or the qualification of the Series 2010C Bonds as Recovery Zone Economic Development Bonds under applicable provisions of the Code or regulations promulgated thereunder;

(q) To the best of the County's knowledge, since December 31, 1975, the County has not been in default in the payment of principal of or interest on, any direct County indebtedness or other obligations in the nature of direct County indebtedness which it has issued, assumed or guaranteed as to payment of principal or interest;

(r) Any certificate signed by any official of the County and delivered to the Underwriters in connection with the issuance, sale and delivery of the Series 2010 Bonds shall be deemed to be a representation and warranty by the County to each of the Underwriters as to the statements made in such certificate;

(s) The description of the Series 2010 Bonds in the Official Statement conforms in all material respects to the Series 2010 Bonds;

(t) The County will apply the proceeds of the Series 2010 Bonds in accordance with the 2010 Resolution and as contemplated by the Official Statement;

(u) Neither the County nor anyone authorized to act on its behalf, directly or indirectly, has offered the Series 2010 Bonds for sale to, or solicited any offer to buy the Series 2010 Bonds from, anyone other than the Underwriters;

(v) All proceedings of the Board relating to the enactment of the 2007 Ordinance and the 2009 Ordinance, the adoption of the 2010 Resolution, the approval of this Bond Purchase Agreement, the Registrar and Paying Agent Agreement, [the Insurance Agreement] and the Official Statement, and the approval and authorization of the issuance and sale of the Series 2010 Bonds were, or will be prior to Closing, conducted at duly convened meetings of the Board with respect to which all required notices were duly given to the public, at which quorums were at all material times present, and no authority or proceeding for the issuance of the Series 2010 Bonds has been or will be repealed, rescinded, or revoked;

(w) (i) For the purposes of this Bond Purchase Agreement, the term "Disclosure Period" shall mean the earlier of (1) ninety (90) days from the End of the Underwriting Period, or (2) the time when the Official Statement is available to any person from the MSRB through EMMA, but in no case less than twenty-five (25) days following the End of the Underwriting Period.

(ii) For the purposes of this Bond Purchase Agreement, the term "End of the Underwriting Period" shall mean the later of (1) the Closing, or (2) the date on which the Underwriters do not retain, directly or as a member of an underwriting syndicate, an unsold balance of the Series 2010 Bonds for sale to the public.

(iii) The Underwriters agree to notify the County in writing following the occurrence of the End of the Underwriting Period for the Series 2010 Bonds, provided that such period shall not extend beyond ninety (90) days following the Closing Date;

(iv) The Preliminary Official Statement (except for permitted omissions under the Rule) was, as of its date, and the Official Statement is, as of the date hereof, and the Preliminary Official Statement (except for permitted omissions under the Rule) and the Official Statement and any amendments or supplements to each (including any financial and statistical data included in each) will at all times prior to and including the Closing Date and during the Disclosure Period be true, correct and complete in all material respects and will not contain any untrue statement of a material fact or omit to state any material fact which should be included therein for the purpose for which each has been, or will be, used or which is necessary in order to make the statements made therein, in light of the circumstances in which they were made, not misleading.

(x) If the Official Statement is supplemented or amended pursuant to Section 2 of this Bond Purchase Agreement, or otherwise by the County, at the time of each supplement or amendment to the Official Statement and (unless subsequently again supplemented or amended pursuant to Section 2 of this Bond Purchase Agreement) at all times during the Disclosure Period, the Official Statement as so supplemented or amended will not contain any untrue statement of a material fact or omit to state a material fact necessary in order to make the statements contained therein, in light of the circumstances under which they were made, not misleading;

(y) The County will comply with the continuing disclosure commitment set out in the 2010 Resolution including: (i) certain annual financial information and operating data (the "Annual Information") for the period specified in the 2010 Resolution, together with the County's most recent audited financial statements that are normally available to the general public; (ii) timely notice of the occurrence of certain material events with respect to the Series 2010 Bonds; and (iii) timely notice of the County's inability to provide the Annual Information on or before the date specified in the 2010 Resolution; and

(z) The County has complied, and will comply in the future, with any and all continuing disclosure commitments previously made by the County and has not been in default under any continuing disclosure commitments previously made by the County within the past five (5) years.

(aa) Within a reasonable period after Closing, the County shall deliver or cause to be delivered to the Underwriters one (1) transcript of the proceedings relating to the authorization and issuance of the Series 2010 Bonds that shall include certified or executed copies of the 2007 Ordinance, the 2009 Ordinance, the 2010 Resolution and this Bond Purchase Agreement.

6. Conditions of Closing. The Underwriters have entered into this Bond Purchase Agreement in reliance on the representations, warranties and covenants of the County. The obligations of the Underwriters shall be subject to the performance by the County of its obligations to be performed at or prior to Closing, to the accuracy of and compliance with the representations, warranties and covenants of the County, in each such case as of the time of delivery of this Bond Purchase Agreement and as of Closing, and are also subject, in the discretion of the Senior Manager, to the following further conditions:

(a) At Closing: (i) the Bond Ordinance shall be in full force and effect and shall not have been repealed or amended in any material way since the date of this Bond Purchase Agreement unless agreed to by the Senior Manager; (ii) this Bond Purchase Agreement, the Registrar and Paying Agent Agreement [and the Insurance Agreement] shall not have been amended, modified or supplemented, except as may have been agreed to in writing by the Senior Manager, and the County shall have executed each of them; (iii) the County shall have taken all action and performed all of its obligations as shall, in the opinions of Hogan Lovells US, Miami, Florida and the Law Offices of Steve E. Bullock, P.A., Miami, Florida ("Bond Counsel") or Edwards Angell Palmer & Dodge LLP, West Palm Beach, Florida and Rasco Klock Reininger Perez Esquenazi Vigil & Nieto, Coral Gables, Florida ("Disclosure Counsel"), be necessary in connection with the transaction contemplated by the 2010 Resolution, the Series 2010 Bonds and this Bond Purchase Agreement; (iv) the Series 2010 Bonds shall have been duly authorized, executed and delivered; (v) the Official Statement shall not have been amended, modified or supplemented, except as provided in Section 2 of this Bond Purchase Agreement; and (vi) the Registrar and Paying Agent Agreement [and the Insurance Agreement] shall be in full force and effect.

(b) At or prior to the Closing Date, the Underwriters shall have received the following:

(i) The opinion of the Office of the Miami-Dade County Attorney, dated the Closing Date, substantially in the form attached as Exhibit "A";

(ii) The final approving opinion of Bond Counsel, dated the Closing Date in substantially the form attached to the Official Statement as APPENDIX D, together with a reliance letter addressed to the Underwriters;

(iii) The opinion of Disclosure Counsel dated the Closing Date in substantially the form attached to the Official Statement as Appendix E, together with a reliance letter addressed to the Underwriters;

(iv) The opinion of Counsel to the Underwriters, dated the Closing Date,; and

(v) The supplemental opinion of Bond Counsel, dated the Closing Date, substantially in the form attached as Exhibit "B" to this Bond Purchase Agreement.

(c) At Closing, the Underwriters shall receive a certificate, dated the Closing Date, signed by the Finance Director and Deputy Clerk of the County to the effect that, to the best of their knowledge, information and belief: (i) the representations and warranties of the County contained in the Bond Purchase Agreement are true and correct in all material respects as of the Closing Date as if made on the Closing Date; and (ii) the County has performed all obligations to be performed under the Bond Purchase Agreement and the Bond Ordinance as of the Closing Date;

(d) At Closing, the Underwriters shall receive copies of the 2007 Ordinance, the 2009 Ordinance and the 2010 Resolution certified by the Ex-Officio Clerk or Deputy Clerk of the Board as a true and correct copies of the originals, as currently in full force and effect and as not having been otherwise amended since their enactment or adoption, as applicable, except as provided in this Bond Purchase Agreement;

(e) At Closing, the Underwriters shall receive letters from Moody's Investor Services ("Moody's") and Standard & Poor's Ratings Services, a division of The McGraw-Hill Companies ("S&P") confirming [that they have rated the Series 2010 Bonds "___" or higher and "_____" or higher, respectively, based on the Bond Policy issued by the Bond Insurer, as well as confirming] the underlying ratings on the Series 2010 Bonds of "_____" by S&P and "_____" by Moody's and that all such ratings are in effect on the Closing Date;

(f) At Closing, the Underwriters shall receive certifications from the Registrar and Paying Agent, dated the Closing Date to the effect that: (i) the Registrar and Paying Agent is a banking corporation, duly organized and validly existing under the laws of the United States of America or the state of their incorporation and authorized to do business in the State, as the case may be; (ii) the Registrar and Paying Agent has duly accepted its duties under the 2010 Resolution and the Registrar and Paying Agent Agreement; and (iii) the Registrar and Paying Agent has taken all necessary corporate action required to act in its role as Registrar and Paying Agent under the 2010 Resolution and the Registrar and Paying Agent Agreement and to perform their duties under such documents;

(g) At Closing, the Underwriters shall receive two (2) copies of the Official Statement;

(h) [At Closing, the Underwriters shall receive evidence satisfactory to the Underwriters that the Bond Insurer has issued the Bond Policy];

(i) [At Closing, the Underwriters shall receive an opinion of Bond Insurer's counsel, addressed to the Underwriters and the County, as to the enforceability of the Bond Policy];

(j) [At Closing, the Underwriters shall receive an opinion of general counsel to the Bond Insurer or a certificate of an officer of the Bond Insurer, dated the Closing Date and addressed to the Underwriters and the County, concerning the information relating to the Bond Insurer contained in the Preliminary Official Statement and the Official Statement, in form and substance satisfactory to the Underwriters and the County].

(k) At Closing, the Underwriters shall receive such additional legal opinions, certificates (including such certificates as may be required by regulations of the Internal Revenue Service in order to establish the exclusion from income, for federal income tax purposes, of the interest on the Series 2010A Bonds (which certificates shall be satisfactory in form and substance to Bond Counsel) and other evidence as the Senior Manager may reasonably deem necessary, provided such additional legal opinions, certificates and other evidence are requested by the Senior Manager at least one (1) business day before Closing.

The foregoing opinions, certificates and other evidence shall be in form and substance satisfactory to the Senior Manager, including but not limited to, any certifications contained in any Omnibus Certificate delivered by the County in connection with the Closing.

If the County shall be unable to satisfy the conditions to the obligations of the Underwriters contained in this Bond Purchase Agreement, or if the obligations of the Underwriters shall be terminated for any reason permitted by this Bond Purchase Agreement, this Bond Purchase Agreement shall terminate and neither the Underwriters nor the County shall be under any further obligation or liability to the other under this Bond Purchase Agreement, except as provided in Section 8 and except that the Good Faith Deposit shall be returned to the Senior Manager by the County as provided in Section 3.

7. Termination of Bond Purchase Agreement. The Senior Manager shall have the right to delay the Closing and reschedule the Closing Date if, subsequent to the date hereof, and at any time prior to the Closing Date, a material disruption in securities settlement, payment or clearance services affecting the Series 2010 Bonds shall have occurred. In such event, the Closing Date shall be rescheduled to a date mutually agreed upon by the County and the Senior Manager once the material disruption has been alleviated. The Senior Manager may terminate this Bond Purchase Agreement, in its absolute discretion, without liability, by written notification to the County, if at any time subsequent to the date of this Bond Purchase Agreement and prior to the Closing:

(a) The marketability of the Series 2010 Bonds, in the reasonable opinion of the Senior Manager, has been materially adversely affected by an amendment to the Constitution of the United States of America or by any legislation (other than any actions taken by either House of Congress on or prior to the date of this Bond Purchase Agreement): (i) enacted or adopted by the United States of America; (ii) recommended to the Congress or otherwise endorsed for passage, by press release, other form of notice or otherwise, by the President of the United States of America, the Chairman or ranking minority member of the Committee on Finance of the United States Senate or the Committee on Ways and Means of the United States House of Representatives, the Treasury Department of the United States of America or the Internal Revenue Service; or (iii) favorably reported out of the appropriate Committee for passage to either House of the Congress by any full Committee of such House to which such legislation has been referred for consideration, or by any decision of any court of the United States of America or by any order, rule or regulation (final, temporary or proposed) on behalf of the Treasury Department of the United States of America, the Internal Revenue Service or any other authority or regulatory body of the United States of America, or by a release or announcement or communication issued or sent by the Treasury Department or the Internal Revenue Service of the United States of America, or any comparable legislative, judicial or administrative development affecting the federal tax status of the County, its property or income, obligations of the general character of the Series 2010 Bonds, or any tax exemption of the Series 2010A Bonds or the qualification of the Series 2010B Bonds as Build America Bonds or the qualification of the Series 2010C Bonds as Recovery Zone Economic Development Bonds; or

(b) Any legislation, rule, or regulation shall be introduced in, or be enacted or adopted by any department or agency in the State, or a decision by any court of competent jurisdiction within the State shall be rendered which, in the reasonable opinion of the Senior Manager, materially affects the market price for the Series 2010 Bonds or the sale, at the contemplated offering prices stated in this Bond Purchase Agreement, by the Underwriters of the Series 2010 Bonds to be purchased by them; or

(c) Any amendment or supplement to the Official Statement, [other than an amendment or supplement directly relating to a downgrade in the financial strength of the Bond Insurer to no lower than “___” and “___” by Moody’s and S&P, respectively], is proposed by the County or deemed necessary by Bond Counsel or Disclosure Counsel, which, in the reasonable opinion of the Senior Manager, materially adversely affects the market price for the Series 2010 Bonds or the sale, at the prices stated in this Bond Purchase Agreement, by the Underwriters of the Series 2010 Bonds; or

(d) Legislation shall be enacted or adopted, or any action shall be taken by, or on behalf of, the United States Securities and Exchange Commission (the “Commission”) which, in the reasonable opinion of Counsel to the Underwriters, has the effect of requiring the contemplated distribution of the Series 2010 Bonds to be registered under the Securities Act of 1933, as amended, or the 2007 Ordinance, the 2009 Ordinance or the 2010 Resolution to be qualified under the Trust Indenture Act of 1939, as amended, or any laws analogous thereto relating to governmental bodies, and compliance therewith cannot be accomplished prior to the Closing; or

(e) Legislation shall be introduced by amendment or otherwise in or be enacted by, the House of Representatives or the Senate of the Congress of the United States of America, or a decision by a Court of the United States of America shall be rendered, or a stop order, ruling, release, regulation, official statement or no-action letter by or on behalf of the Commission or any other governmental agency having jurisdiction of the subject matter of the Series 2010 Bonds shall have been proposed, issued or made (which is beyond the control of the Senior Manager or the County to prevent or avoid) to the effect that the issuance, offering or sale of the Series 2010 Bonds, including all the underlying obligations as contemplated by this Bond Purchase Agreement or by the Official Statement, or any document relating to the issuance, offering or sale of the Series 2010 Bonds is or would be in violation of any of the federal securities laws at Closing, including the Securities Act of 1933, as amended and then in effect, the Securities Exchange Act of 1934, as amended and then in effect, or the Trust Indenture Act of 1939, as amended and then in effect, or with the purpose or effect of otherwise prohibiting the offering and sale of obligations of the general character of the Series 2010 Bonds, as contemplated by this Bond Purchase Agreement; or

(f) There shall have occurred, after the signing of this Bond Purchase Agreement, either a financial crisis or a default with respect to the debt obligations of the County, or proceedings under the federal or State bankruptcy laws shall have been instituted by the County, in either case the effect of which, in the reasonable judgment of the Senior Manager, is such as to materially and adversely affect (i) the market price or the sale at the contemplated offering prices as stated in this Bond Purchase Agreement, by the Underwriters of the Series 2010 Bonds, or (ii) the ability of the Underwriters to enforce contracts for the sale of the Series 2010 Bonds; or

(g) A general banking moratorium shall have been declared by the United States of America, New York or State authorities, which in the reasonable opinion of the Senior Manager, materially adversely affects the market price for the Series 2010 Bonds or the sale, at the contemplated offering prices, by the Underwriters of the Series 2010 Bonds; or

(h) Any national securities exchange, or any governmental authority, shall impose, as to the Series 2010 Bonds or any obligation of the general character of the Series 2010 Bonds, any material restrictions not now in force, or increase materially those now in force, with respect to the extension of credit by, or the charge to the net capital requirements of the Underwriters, or the establishment of material restrictions upon trading of securities, including limited or minimum prices, by any governmental authority or by any national securities exchange; or

(i) Legal action shall have been filed against the County from which an adverse ruling would materially adversely affect the transactions contemplated by this Bond Purchase Agreement or by the Official Statement or the validity of the Series 2010 Bonds, the 2007 Ordinance, the 2009 Ordinance, the 2010 Resolution or this Bond Purchase Agreement; provided, however, that as to any such litigation, the County may request and the Senior Manager may accept an opinion by Bond Counsel, or of other counsel acceptable to the Senior Manager, that in such counsel's opinion the issues raised by any such litigation or proceeding are without substance or that the contentions of any plaintiffs are without merit; or

(j) Trading in any securities of the County shall have been suspended on any national securities exchange; or any proceeding shall be pending or threatened by the Commission against the County; or a general suspension of trading on the New York Stock Exchange or other national securities exchange, the effect of which, in the reasonable opinion of the Senior Manager, is to affect materially and adversely the market prices of the Series 2010 Bonds; or

(k) Any information shall have become known or an event shall have occurred which, in the Senior Manager's reasonable opinion, makes untrue, incorrect or misleading in any material respect any statement or information contained in the Official Statement, as that information has been supplemented or amended, or causes the Official Statement, as so supplemented or amended, to contain an untrue, incorrect or misleading statement of a material fact or to omit to state a material fact required or necessary to be stated in the Official Statement in order to make the statements made in the Official Statement, in light of the circumstances under which they were made, not misleading and upon the receipt of notice of same by the County, (i) the County fails to promptly amend or supplement the Official Statement in a manner which is reasonably acceptable in form and content to the Senior Manager or (ii) the County agrees to the proposed amendment, and such disclosed information or event in the reasonable opinion of the Senior Manager (upon due inquiry by the Senior Manager and the County's Financial Advisor as to the effect such information or event has on the market price of the Series 2010 Bonds or their sale at the prices stated in this Bond Purchase Agreement) materially adversely affects the market price for the Series 2010 Bonds or their sale, at the prices stated in this Bond Purchase Agreement, and the County's Financial Advisor concurs in such conclusion; or

(l) There shall have occurred an outbreak or escalation of hostilities, declaration by the United States of a national emergency or war or other calamity or crisis, or any change in the financial, political or economic conditions in the United States or elsewhere which, in the reasonable opinion of the Senior Manager, makes it impracticable or inadvisable to proceed with the offering of the Series 2010 Bonds or the delivery of the Series 2010 Bonds on the terms and in the manner contemplated by the Official Statement or would have a material adverse affect on the market price of the Series 2010 Bonds or their sale at the prices stated in this Bond Purchase Agreement.

(m) Any new restriction on transactions in securities materially affecting the market for securities (including the limitation on interest rates) or the extension of credit by, or a charge to the net capital requirements of, underwriters shall have been established by the New York Stock Exchange, the Securities Exchange Commission, any other federal or state agency or the Congress of the United States, or by Executive Order.

(n) [There shall have occurred, after the signing of this Bond Purchase Agreement, a downgrading of the Bond Insurer by Moody's below "____" and by S&P below "____."]]

8. Expenses.

(a) The County agrees to pay all expenses incident to the performance of its obligations under this Bond Purchase Agreement, including, but not limited to: (i) the cost of the preparation, printing or other reproduction (for distribution prior to, on, or after the date of acceptance of this Bond Purchase Agreement) of copies of the Preliminary Official Statement and Official Statement; (ii) charges made by rating agencies for the rating of the Series 2010 Bonds; (iii) the fees and disbursements of Bond Counsel, Disclosure Counsel, the Financial Advisor, and of any other experts or consultants retained by the County; (iv) the cost of any consent letters, statements or certificates delivered by the County's accountants or consultants; (v) certain costs of issuance of the Series 2010 Bonds, [including the cost of the financial guaranty insurance premium for the Series 2010 Bonds]; and (vi) the out-of-pocket expenses of the County.

(b) The Underwriters shall pay all expenses incident to their performance of their obligation under this Bond Purchase Agreement, including, but not limited to: (i) the cost of delivering the Series 2010 Bonds to the purchasers; (ii) the fees and disbursements of Counsel to the Underwriters; and (iii) all other expenses incurred by them or any of them in connection with their offering and distribution of the Series 2010 Bonds, including the preparation, printing and separate distribution, if any, of the Blue Sky memoranda and legal investment surveys, if any.

(c) Except as otherwise specifically set forth in this Bond Purchase Agreement, in the event either the County or the Underwriters shall have paid obligations of the other as set forth in this Section, appropriate reimbursements and adjustments shall be made.

9. Truth in Bonding Statement. The County is proposing to issue the Series 2010 Bonds, the proceeds of which, together with certain other moneys of the County, will be used for the purpose of providing funds to (i) pay all or a portion of the Costs of the Project as provided in the 2010 Resolution and described in the Official Statement; (ii) make a deposit to the Reserve Account for the Series 2010 Bonds in an amount equal to the Reserve Account Requirement; and (iii) pay costs of issuance of the Series 2010 Bonds.

The debt or obligation created by the Series 2010A Bonds is expected to be repaid over a period of approximately ___ years. At a true interest cost (TIC) of _____%, the total interest paid over the life of the debt or obligation will be \$_____. The source of repayment or security for this proposal to issue the Series 2010A Bonds is exclusively limited to the Legally Available Non Ad Valorem Revenues to the extent and as described in the Bond Ordinance. Authorizing this debt or obligation will result in an average of \$_____ of Legally Available Non Ad Valorem Revenues not being available to the County to finance the other services of the County each year for the approximately ___ year period for the Series 2010A Bonds.

The debt or obligation created by the Series 2010B Bonds is expected to be repaid over a period of approximately ___ years. At a true interest cost (TIC) of _____%, the total interest paid over the life of the debt or obligation will be \$_____ [(taking into account federal subsidy payments)]. The source of repayment or security for this proposal to issue the Series 2010B Bonds is exclusively limited to the Legally Available Non Ad Valorem Revenues to the extent

and as described in the Bond Ordinance. Authorizing this debt or obligation will result in an average of \$_____ of Legally Available Non Ad Valorem Revenues [(taking into account federal subsidy payments)] not being available to the County to finance the other services of the County each year for the approximately __ year period for the Series 2010B Bonds.

The debt or obligation created by the Series 2010C Bonds is expected to be repaid over a period of approximately __ years. At a true interest cost (TIC) of _____%, the total interest paid over the life of the debt or obligation will be \$_____ [(taking into account federal subsidy payments)]. The source of repayment or security for this proposal to issue the Series 2010C Bonds is exclusively limited to the Legally Available Non Ad Valorem Revenues to the extent and as described in the Bond Ordinance. Authorizing this debt or obligation will result in an average of \$_____ of Legally Available Non Ad Valorem Revenues [(taking into account federal subsidy payments)] not being available to the County to finance the other services of the County each year for the approximately __ year period for the Series 2010C Bonds.

10. Public Entity Crimes. The Underwriters represent that each of them, including its employees, officers, directors, executives, partners, shareholders or agents who are active in the management of the entity, have not been charged with and convicted of a public entities crime pursuant to Section 287.133, Florida Statutes.

11. Miscellaneous.

(a) All notices, demands and formal actions shall be in writing and mailed, telegraphed, or delivered to:

-The Senior Manager:

Siebert Brandford Shank & Co., LLC
1625 K Street NW, Suite 330
Washington, DC 20006
Attention: Jonathan F. Kim, Managing
Director

The County:

Miami-Dade County
Stephen P. Clark Center
111 N.W. First Street, Suite 2550
Miami, Florida 33128-1995
Attention: Finance Director

(or such other addresses as may be designated in writing to the other party).

(b) This Bond Purchase Agreement will inure to the benefit of and be binding upon the parties and their successors and assigns, and will not confer any rights upon any other person. The terms “successors” and “assigns” shall not include any purchaser of any of the Series 2010 Bonds from the Underwriters merely because of such purchase.

(c) All the representations, warranties, covenants and agreements of the County in this Bond Purchase Agreement shall remain operative and in full force and effect as if made on the date of this Bond Purchase Agreement and the Closing Date, regardless of (i) any investigation made by or on behalf of any of the Underwriters, or (ii) delivery of and any payment for the Series 2010 Bonds.

(d) The agreements contained in Sections 3 and 8 shall survive any termination of this Bond Purchase Agreement.

(e) Section headings have been inserted in this Bond Purchase Agreement as a matter of convenience of reference only and it is agreed that such section headings are not a part of this Bond Purchase Agreement and will not be used in the interpretation of any provisions of this Bond Purchase Agreement.

(f) If any provision of this Bond Purchase Agreement shall be held or deemed to be, or shall in fact be, invalid, inoperative or unenforceable as applied in any particular case in any jurisdiction or jurisdictions, or in all jurisdictions because it conflicts with any provisions of any constitution, statute, or rule of public policy, or for any other reasons, such circumstances shall not have the effect of rendering the provision in question invalid, inoperative or unenforceable in any other case or circumstances, or of rendering any other provision or provisions of this Bond Purchase Agreement invalid, inoperative or unenforceable to any extent whatever.

(g) This Bond Purchase Agreement may be executed in several counterparts, each of which shall be regarded as an original and all of which shall constitute one and the same document.

(h) This Bond Purchase Agreement shall be governed by and construed in accordance with the laws of the State of Florida.

(i) This Bond Purchase Agreement shall become effective upon the execution by the appropriate County officials of the acceptance of this Bond Purchase Agreement by the County and shall be valid and enforceable at the time of such acceptance.

**SENIOR MANAGER, on behalf of the
Underwriters:**

SIEBERT BRANDFORD SHANK & CO., LLC

By: _____
Name: _____
Title: _____

Accepted as of the date first above written.

MIAMI-DADE COUNTY, FLORIDA

By: _____
Carter Hammer, Finance Director

Approved as to form and legal sufficiency:

By: _____
Gerald T. Heffernan,
Assistant County Attorney

SCHEDULE I

BOND TERMS

\$ _____
**MIAMI-DADE COUNTY, FLORIDA
CAPITAL ASSET ACQUISITION
SPECIAL OBLIGATION BONDS,
SERIES 2010A**

<u>Maturity Date (April 1)</u>	<u>Principal Amount</u>	<u>Interest Rate</u>	<u>Yield</u>
--	-------------------------	----------------------	--------------

\$ _____ % Term Series 2010A Bonds due April 1, 20__ Yield ____ %
\$ _____ % Term Series 2010A Bonds due April 1, 20__ Yield ____ %

\$ _____
MIAMI-DADE COUNTY, FLORIDA
CAPITAL ASSET ACQUISITION
TAXABLE SPECIAL OBLIGATION BONDS,
SERIES 2010B
(Build America Bonds – Direct Payment to Issuer)

\$ _____ % Term Series 2010B Bonds due April 1, 20__ Yield _____ %
\$ _____ % Term Series 2010B Bonds due April 1, 20__ Yield _____ %

\$ _____
MIAMI-DADE COUNTY, FLORIDA
CAPITAL ASSET ACQUISITION
TAXABLE SPECIAL OBLIGATION BONDS,
SERIES 2010C
(Recovery Zone Economic Development Bonds – Direct Payment to Issuer)

\$ _____ % Term Series 2010C Bonds due April 1, 20__ Yield _____ %
\$ _____ % Term Series 2010C Bonds due April 1, 20__ Yield _____ %

II. NET TO COUNTY AT CLOSING

Series 2010 Bonds

Par Amount of Bonds

[Plus: Net Original Issue Premium]

Less: Underwriters' Discount

[Less: Bond Insurance]

Less: Good Faith Deposit

Net to County

III. REDEMPTION PROVISIONS

[To follow]

SCHEDULE II

DISCLOSURE LETTER

_____, 2010

Board of County Commissioners of
Miami-Dade County, Florida
111 Northwest First Street
Miami, Florida 33128-1995

MIAMI-DADE COUNTY, FLORIDA

**\$ _____ CAPITAL ASSET ACQUISITION SPECIAL OBLIGATION BONDS, SERIES
2010A**

**\$ _____ CAPITAL ASSET ACQUISITION TAXABLE SPECIAL OBLIGATION BONDS,
SERIES 2010B**

(Build America Bonds – Direct Payment to Issuer)

**\$ _____ CAPITAL ASSET ACQUISITION TAXABLE SPECIAL OBLIGATION BONDS,
SERIES 2010C**

(Recovery Zone Economic Development Bonds – Direct Payment to Issuer)

Ladies and Gentlemen:

Pursuant to Section 218.385, Florida Statutes, and in reference to the issuance by Miami-Dade County, Florida (the "County") of the Capital Asset Acquisition Special Obligation Bonds, Series 2010A (the "Series 2010A Bonds"), the Capital Asset Acquisition Taxable Special Obligation Bonds, Series 2010B (Build America Bonds – Direct Payment to Issuer) (the "Series 2010B Bonds") and the Capital Asset Acquisition Taxable Special Obligation Bonds, Series 2010C (Recovery Zone Economic Development Bonds – Direct Payment to Issuer) (the "Series 2010C Bonds" and, together with the Series 2010A Bonds and Series 2010B Bonds, the "Series 2010 Bonds"), Siebert Brandford Shank & Co., LLC (the "Senior Manager"), acting on behalf of itself and M.R. Beal & Company, RBC Capital Markets Corporation, Rice Financial Products Company (collectively, the "Co-Senior Managers"), Barclays Capital, Estrada Hinojosa & Company, Inc., Jackson Securities, LLC, Samuel A. Ramirez & Co., Inc. and Wells Fargo Securities (collectively, the "Co-Managers," and with the Senior Manager and the Co-Senior Managers, the "Underwriters") as named in the Bond Purchase Agreement (the "Bond Purchase Agreement") dated _____, 2010, by and among the Underwriters and Miami-Dade County, Florida (the "County"), makes the following disclosures to the County.

The Underwriters are acting as investment bankers to the County for the public offering of the Series 2010 Bonds issued in the aggregate principal amount of \$ _____. The Underwriters' discount to be paid to the Underwriters for the Series 2010 Bonds is \$ _____.

1 (a) Expenses estimated to be incurred by the Underwriters in connection with the issuance of the Series 2010A Bonds:

	<u>Dollar</u> <u>Amount</u>	<u>Per Bonds</u>
Underwriters' Counsel Fees and Expenses		
BMA Fee		
MSRB Fee		
DTC		
Dalcomp/Dalnet		
CUSIP		
Day Loan		
Communications, Overnight and Miscellaneous		
TOTAL		

(b) Expenses estimated to be incurred by the Underwriters in connection with the issuance of the Series 2010B Bonds:

	<u>Dollar</u> <u>Amount</u>	<u>Per Bonds</u>
Underwriters' Counsel Fees and Expenses		
BMA Fee		
MSRB Fee		
DTC		
Dalcomp/Dalnet		
CUSIP		
Day Loan		
Communications, Overnight and Miscellaneous		
TOTAL		

(c) Expenses estimated to be incurred by the Underwriters in connection with the issuance of the Series 2010C Bonds:

	<u>Dollar</u> <u>Amount</u>	<u>Per Bonds</u>
Underwriters' Counsel Fees and Expenses		
BMA Fee		
MSRB Fee		
DTC		
Dalcomp/Dalnet		
CUSIP		
Day Loan		
Communications, Overnight and Miscellaneous		
TOTAL		

2 Names, addresses and estimated amounts of compensation of any person who is not regularly employed by, or not a partner or officer of, an underwriter, bank, banker or financial consultant or advisor and who enters into an understanding with either the County or the Underwriters, directly, expressly or impliedly, to act solely as an intermediary between the County and the Underwriters for the purpose of influencing any transaction in the purchase of the Series 2010 Bonds:

[None]

3 The amount of underwriting spread expected to be realized:

Series 2010A Bonds

	<u>Dollar</u> <u>Amount</u>	<u>Per Bonds</u>
Average Takedown Expenses		
Management Fee		
Total		

Series 2010B Bonds

	<u>Dollar</u> <u>Amount</u>	<u>Per Bonds</u>
Average Takedown Expenses		
Management Fee		
Total		

Series 2010C Bonds

	<u>Dollar</u> <u>Amount</u>	<u>Per Bonds</u>
Average Takedown		
Expenses		
Management Fee		
Total		

4 Any other fee, bonus and other compensation estimated to be paid by the Underwriters in connection with the Series 2010 Bonds to any person not regularly employed or retained by the Underwriters:

[None]

5 The name and address of the Underwriters connected with the Series 2010 Bonds:

See attached list

Very truly yours,

SIEBERT BRANDFORD SHANK & CO., LLC,
on behalf of the Underwriters

By: _____
Name: _____
Title: _____

NAMES AND ADDRESSES OF THE UNDERWRITERS

Senior Manager:

Siebert Brandford Shank & Company, LLC
1625 K Street NW, Suite 330
Washington, DC 20006

Co-Senior Managers:

M.R. Beal & Company
110 Wall Street, 6th Floor
New York, New York 10005

Rice Financial Products Company
801 Brickell Avenue
Miami, Florida 33131

RBC Capital Markets Corporation
801 Brickell Avenue, Suite 1500
Miami, Florida, 33131

Co-Managers:

Samuel A. Ramirez & Co., Inc.
61 Broadway, Suite 2924
New York, New York

Jackson Securities, LLC
801 Brickell Avenue, Suite 934
Miami, Florida 33131

Wells Fargo Securities
2362 Gulf-to-Bay Boulevard
Mail Code W57517
Clearwater, Florida 33765

Estrada Hinojosa & Company, Inc.
2937 SW 27th Avenue
Miami, Florida 33133

Barclays Capital
745 Seventh Avenue, 19th Floor
New York, New York, 10019

EXHIBIT A

FORM OF MIAMI-DADE COUNTY ATTORNEY OPINION

Ladies and Gentlemen:

This letter shall serve as the opinion of the Office of the Miami-Dade County Attorney of Miami-Dade County, Florida (the "County") which is being delivered pursuant to Section 6(b)(i) of the Bond Purchase Agreement by and among the County and the Underwriters, dated _____, 2010 (the "Bond Purchase Agreement") in connection with the issuance by the County of the Series 2010 Bonds. All terms used but not defined in this opinion shall have the meaning ascribed to them in the Bond Purchase Agreement and the Bond Ordinance (all as described in the next paragraph).

The Series 2010 Bonds are being issued pursuant to the Constitution and laws of the State of Florida (the "State"), including particularly Chapter 125 and Chapter 166, Florida Statutes, each as amended, the Home Rule Amendment and Charter of Miami-Dade County, Florida, as amended, and other applicable provisions of Florida law (collectively, the "Act"), Ordinance No. 07-51 enacted by the Board of County Commissioners of Miami-Dade County, Florida (the "Board") on March 20, 2007 (the "2007 Ordinance"), Ordinance No. 09-48 enacted by the Board on June 30, 2009 (the "2009 Ordinance") and Resolution No. R-____-10 adopted by the Board on _____, 2010 (the "2010 Resolution" and together with the 2007 Ordinance and the 2009 Ordinance, the "Bond Ordinance").

In our capacity as counsel to the County in connection with the issuance of the Series 2010 Bonds, we have reviewed: (i) the Act; (ii) the Bond Ordinance; (iii) the Bond Purchase Agreement; (iv) the Official Statement dated _____, 2010 relating to the Series 2010 Bonds (the "Official Statement"); and (v) such other documents, agreements, certificates and affidavits relating to the issuance of the Series 2010 Bonds as we have deemed necessary to render the opinions expressed in this letter.

We are of the opinion that:

1. The County is a political subdivision of the State of Florida, duly organized and validly existing under the Constitution and laws of the State of Florida with the full legal right, power and authority to issue the Series 2010 Bonds, to use the proceeds from such issuance in the manner contemplated by the Bond Ordinance and to execute the Bond Purchase Agreement and to perform its obligations thereunder.

2. The 2007 Ordinance and the 2009 Ordinance are valid ordinances of the County and the 2010 Resolution is a valid resolution of the County and each has been duly enacted or adopted, as applicable, by the Board at meetings duly noticed, called and held in accordance with the Act.

3. The issuance of the Series 2010 Bonds has been duly authorized and approved by the County and all conditions precedent to the execution, delivery or sale of the Series 2010 Bonds under the Bond Ordinance, have been fulfilled.

4. The Bond Purchase Agreement, the Registrar and Paying Agent Agreement [and the Insurance Agreement] have each been duly authorized, executed and delivered by the County and assuming valid authorization, execution and delivery by the other parties thereto, each constitutes a valid and legally binding obligation of the County. The Series 2010 Bonds, the Bond Ordinance, the Registrar and Paying Agent Agreement [, the Insurance Agreement] and the Bond Purchase Agreement are each enforceable in accordance with their respective terms. No representation is made concerning compliance with the federal securities laws or the securities or blue sky laws or legal investment laws of the various states.

5. Except as described in the Official Statement, no litigation or other proceedings are pending or, to the best of our knowledge, threatened in any court or other tribunal, state or federal, against the County (i) restraining or enjoining, or seeking to restrain or enjoin, the issuance, sale, execution or delivery of any of the Series 2010 Bonds, or (ii) in any way questioning or affecting the validity or enforceability of any provision of the Series 2010 Bonds, the Bond Ordinance, the Bond Purchase Agreement, Registrar and Paying Agent Agreement [or the Insurance Agreement], or (iii) in any way questioning or affecting the validity of any of the proceedings or authority for authorization, sale, execution or delivery of the Series 2010 Bonds, or of any provision, program, or transaction made or authorized for their payment or (iv) questioning or affecting the organization of the County or title of its officers to their respective offices.

6. The enactment or adoption, as the case may be, of the Bond Ordinance, the performance by the County of its obligations under the Bond Ordinance, and the authorization, execution, delivery and performance of the obligations of the County under the Bond Purchase Agreement, the Registrar and Paying Agent Agreement [, the Insurance Agreement] and the Series 2010 Bonds and any other agreement or instrument to which the County is a party, used or contemplated by the Bond Ordinance or the Bond Purchase Agreement or by the Official Statement in connection with the issuance of the Series 2010 Bonds, and the compliance with the provisions of each such instrument do not, and will not, conflict with or violate the Act, the Code of Miami-Dade County, Florida, as amended, or any existing federal or state law, administrative regulation, rule, decree or order, or to the best of our knowledge, constitute or result in a breach of or default under a material provision of any agreement or instrument to which the County or its properties, or any of the officers of the County, are subject or result in the creation or imposition of any prohibited lien, charge, or encumbrance of any nature whatsoever upon any of the terms of the Constitution of the State of Florida, any law or, to the best of our knowledge, any instrument or agreement.

7. The statements contained in the Official Statement under the captions "THE COUNTY" and "LITIGATION," insofar as the statements contained under such headings purport to summarize certain legal matters relating to the County or certain provisions of the Bond Ordinance or the Series 2010 Bonds, fairly and accurately present the information purported to be summarized in each.

8. The Board has duly approved the use and distribution of the Official Statement at the meeting in which the 2010 Resolution was adopted and has duly authorized such changes, insertions and omissions as may be approved by an authorized official of the County.

The opinions expressed in this letter are generally qualified as follows:

(a) All opinions relating to the enforceability with respect to the County are subject to and limited by applicable bankruptcy, insolvency, reorganization, moratorium or other similar laws, in each case relating to or affecting the enforcement of creditors' rights, generally, and equitable principles that may affect remedies or injunctive or other equitable relief.

(b) All opinions are predicated upon present laws, facts, and circumstances and we assume no affirmative obligation to update the opinions if such laws, facts or circumstances change after the date of this opinion.

(c) Our opinions do not pertain to any law other than the laws of the State of Florida and the laws of the United States. No opinion is expressed as to the requirements of any federal laws which may govern the issuance, offering and sale of the Series 2010 Bonds, except as specifically set forth in this letter, or which may govern the exclusion from income for federal income tax purposes of the interest on the Series 2010A Bonds.

(d) The opinions expressed in this letter are for the sole benefit of the parties named above in connection with the original issuance, sale and delivery of the Series 2010 Bonds and no other individual or entity may rely upon them without our prior written approval or acknowledgement.

Respectfully submitted,

MIAMI-DADE COUNTY ATTORNEY'S OFFICE

By: _____
Assistant County Attorney

EXHIBIT B

FORM OF SUPPLEMENTAL OPINION OF BOND COUNSEL

[Closing Date]

Board of County Commissioners of Miami-Dade County, Florida
111 NW First Street,
Miami, Florida, 33128

Siebert Brandford Shank & Co., LLC,
as Representative of the Underwriters
1625 K Street NW, Suite 904
Washington, DC 20006

Re: \$ _____ Miami-Dade County, Florida Capital Asset Acquisition Special Obligation Bonds, Series 2010A, \$ _____ Miami-Dade County, Florida Capital Asset Acquisition Taxable Special Obligation Bonds, Series 2010B (Build America Bonds - Direct Payment to Issuer) and \$ _____ Miami-Dade County, Florida Capital Asset Acquisition Taxable Special Obligation Bonds, Series 2010C (Recovery Zone Economic Development Bonds - Direct Payment to Issuer)

Ladies and Gentlemen:

We have acted as Bond Counsel in connection with the issuance by Miami-Dade County, Florida (the "County") of the above captioned bonds (collectively, the "Series 2010 Bonds") dated of even date herewith. The Bonds are being issued pursuant to the authority of the Constitution and laws of the State of Florida, including particularly Chapters 125 and 166, Florida Statutes, as amended, the Home Rule Amendment and Charter of Miami-Dade County, Florida, as amended, the Code of Miami-Dade County, Florida, as amended (the "Act"), Ordinance No. 07-51 duly enacted by the Board of County Commissioners of Miami-Dade County, Florida (the "Board") on March 20, 2007 (the "2007 Ordinance"), Ordinance No. 09-48 duly enacted by the Board on June 30, 2009 (the "2009 Ordinance") and Resolution No. R-____-10 adopted by the Board on _____, 2010 (the "2010 Resolution," and collectively with the 2007 Ordinance and 2009 Ordinance, the "Bond Ordinance").

We have examined the Bond Ordinance, the Bond Purchase Agreement dated _____, 2010 (the "Bond Purchase Agreement") between the County and Siebert Brandford Shank & Co., LLC, as representative of the underwriters listed therein (the "Underwriters"), the Official Statement dated the date of the Bond Purchase Agreement relating to the Series 2010 Bonds (the "Official Statement"), and such certified proceedings and other papers as we deemed necessary to render this opinion. Capitalized terms used and not defined herein shall have the meanings given to them in the Bond Purchase Agreement.

The opinions expressed herein are supplemental to, and are subject to all qualifications and limitations contained in, our approving opinion of even date herewith pertaining to the issuance of the Series 2010 Bonds.

As to questions of fact material to our opinion, we have relied upon representations of the County contained in the certified proceedings and other public record certifications of public officials, furnished to us, without undertaking to verify such fact by independent investigation and we are not aware that any such representations are inaccurate in any material respect.

Based upon the foregoing, we are of the opinion, under existing law, that:

1. The Series 2010 Bonds are exempt from registration pursuant to the Securities Act of 1933, as amended and the Bond Ordinance is exempt from qualification pursuant to the Trust Indenture Act of 1939, as amended.

2. The statements contained in the Official Statement under the headings "INTRODUCTION", "DESCRIPTION OF THE SERIES 2010 Bonds" (other than the information under the caption "Book-Entry Only System"), "SECURITY FOR THE SERIES 2010 Bonds" [(other than the information under the caption "Bond Insurance")], "BUILD AMERICA BONDS," and in Appendix B thereto (excluding any financial, statistical and demographic information and information regarding DTC, its book-entry system of registration, [the Bond Insurer and the Municipal Bond Insurance Policy], as to all of which no view is expressed), insofar as such information purports to be descriptions or summaries of the Bond Ordinance, the laws of the State of Florida and the United States and the Series 2010 Bonds, fairly represent the information purported to be summarized therein. We have also reviewed the statements contained in the Official Statement under the section captioned "TAX MATTERS" and believe that such statements are accurate. We have not undertaken independently to verify and therefore express no opinion as to the accuracy, completeness, fairness or sufficiency of any of the information or statements contained in the Official Statement, or any exhibits, schedules or appendices thereto, other than as set forth above.

This letter is furnished by us as bond counsel. No attorney-client relationship has existed or exists between our firm and the Underwriters in connection with the Series 2010 Bonds or by virtue of this letter. This letter is delivered to Siebert Brandford Shank & Co., LLC, as Senior Manager on behalf of the Underwriters, solely for its benefit and the benefit of the other Underwriters for the Series 2010 Bonds and may not be used, circulated, quoted or otherwise referred to or relied upon for any other purpose or by any other person. This letter is not intended to, and may not be, relied upon by holders of the Series 2010 Bonds.

Respectfully submitted,