

2034

\$24,427,515

PALM BEACH COUNTY, FLORIDA
Taxable Public Improvement Revenue Bonds, Series 2004B
(Biomedical Research Park Project)

Palm Beach County Attorney's Office
Governmental Center, Suite 601
301 N. Olive Avenue
West Palm Beach, FL 33401

October 28, 2004

PALM BEACH COUNTY
BOARD OF COUNTY COMMISSIONERS
AGENDA ITEM SUMMARY

Agenda Item:

6C-2

R-2004-1240

Ms/Mc 6-0

At-aba.

Meeting Date: Oct. 26, 2004

☐

Consent

☒

Regular

☐

Public Hearing

Department: Office of Financial Management & Budget

I. EXECUTIVE BRIEF

Motion and Title: Staff recommends motion to adopt a Resolution authorizing the negotiated sale of Palm Beach County Taxable Public Improvement Revenue Bonds, Series 2004B (Biomedical Research Park Project) in the aggregate principal amount of \$24,427,515 for the purpose of paying at or prior to maturity, the County's outstanding Taxable Public Improvement Revenue Bond Anticipation Notes (Biomedical Research Park Project), Series 2004C and paying or reimbursing the County for paying certain preliminary expenses relating to the Biomedical Research Park Project and to pay all costs necessary or incidental to the foregoing; determining certain details of said Bonds; awarding the sale of the Bonds to Bank of America, N. A. pursuant to a negotiated sale; appointing a paying agent and registrar for the Bonds; authorizing the proper officers of the County to do all other things deemed necessary or advisable as to the sale and delivery of the Bonds; and providing for an effective date.

Summary: The proceeds of the Series B Taxable Revenue Bonds will be used to pay the principal and interest on the Series C Bond Anticipation Notes (\$22,473,590), to reimburse the County for paying certain preliminary expenses related to the Biomedical Research Park Project (\$1,877,494) and cost of issuance of the Series B Bonds (\$76,431). Based on the recommendation of the County's financial advisor, the County requested proposals from banks for a ten year variable rate taxable loan in the form of taxable bonds to repay Series 2004C Taxable Bond Anticipation Notes. Structuring the loan as a variable rate taxable bond allows the County to prepay all or any part of the taxable bonds from the sale of property at the Biomedical Research Park. The Taxable Bonds are secured by a pledge of the County's legally available non-ad valorem revenues. Countywide (PFK)

Background and Justification: On May 18, 2004, the County issued its Public Improvement Revenue Bond Anticipation Notes (Biomedical Research Park Project), Series 2004B in the aggregate principal amount of \$34,576,915 and its Taxable Public Improvement Revenue Bond Anticipation Notes (Biomedical Research Park Project), Series 2004C in the aggregate principal amount of \$22,330,925, both notes maturing on December 30, 2004. The proceeds from the Series B and Series C Notes together with \$3,189,161 from the County's general fund contingency were required to fund the purchase of approximately 1919 acres of land known as the Mecca Farms site. The above Series 2004B Taxable Bonds were issued to pay off the Series 2004C Taxable Bond Anticipation Notes.

Attachments:

1. Bond Resolution

Recommended by:

Richard Roberts

10/22/04

Department Director

Date

Approved By:

[Signature]

11/2/04

County Administrator

Date

II. FISCAL IMPACT ANALYSIS

A. Five Year Summary of Fiscal Impact:

Fiscal Years	2005	2006	2007	2008	2009
Capital Expenditures	_____	_____	_____	_____	_____
Operating Costs	_____	_____	_____	_____	_____
External Revenues	_____	_____	_____	_____	_____
Program Income (County)	_____	_____	_____	_____	_____
In-Kind Match (County)	_____	_____	_____	_____	_____
NET FISCAL IMPACT	_____	_____	_____	_____	_____
No. ADDITIONAL FTE POSITIONS (Cumulative)	_____	_____	_____	_____	_____
Is Item Included in Current Budget? Yes _____ No _____					
Budget Account No.: Fund _____ Department _____ Unit _____					
Object _____ Reporting Category _____					

B. Recommended Sources of Funds/Summary of Fiscal Impact:

C. Departmental Fiscal Review: _____

III. REVIEW COMMENTS

A. OFMB Fiscal and/or Contract Dev. and Control Comments:

John A. Long 5/20/04 N/A
OFMB Contract Dev. and Control

B. Legal Sufficiency:

Paul F. K. 10/21/04
Assistant County Attorney

C. Other Department Review:

Department Director

REVISED 9/03

ADM FORM 01

(THIS SUMMARY IS NOT TO BE USED AS A BASIS FOR PAYMENT.)

PALM BEACH COUNTY, FLORIDA

TAXABLE PUBLIC IMPROVEMENT REVENUE BONDS, SERIES 2004B

(BIOMEDICAL RESEARCH PARK PROJECT)

Resolution No. R-2004- 2240

Adopted October 26, 2004

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RESOLUTION NO. R-2004- 2240

A RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF PALM BEACH COUNTY, FLORIDA, AUTHORIZING THE NEGOTIATED SALE OF PALM BEACH COUNTY, FLORIDA, TAXABLE PUBLIC IMPROVEMENT REVENUE BONDS, SERIES 2004B (BIOMEDICAL RESEARCH PARK PROJECT) IN THE AGGREGATE PRINCIPAL AMOUNT OF \$24,427,515 FOR THE PURPOSE OF PAYING, AT OR PRIOR TO MATURITY, THE COUNTY'S OUTSTANDING TAXABLE PUBLIC IMPROVEMENT REVENUE BOND ANTICIPATION NOTES (BIOMEDICAL RESEARCH PARK PROJECT), SERIES 2004C AND PAYING OR REIMBURSING THE COUNTY FOR PAYING CERTAIN PRELIMINARY EXPENSES RELATING TO THE BIOMEDICAL RESEARCH PARK PROJECT, AS MORE FULLY DESCRIBED HEREIN, AND TO PAY ALL COSTS NECESSARY OR INCIDENTAL TO THE FOREGOING; DETERMINING CERTAIN DETAILS OF SAID BONDS; AWARDING THE SALE OF THE BONDS TO BANK OF AMERICA, N.A. PURSUANT TO A NEGOTIATED SALE; APPOINTING A PAYING AGENT AND REGISTRAR FOR THE BONDS; AUTHORIZING THE PROPER OFFICERS OF THE COUNTY TO DO ALL OTHER THINGS DEEMED NECESSARY OR ADVISABLE AS TO THE SALE AND DELIVERY OF THE BONDS; AND PROVIDING FOR AN EFFECTIVE DATE.

WHEREAS, on January 27, 2004 the Board of County Commissioners of Palm Beach County, Florida (the "County Commission"), as the governing body of Palm Beach County, Florida (the "County"), adopted Resolution No. R-2004-0147 (the "Bond Resolution") authorizing the issuance of its Public Improvement Revenue Bonds (Biomedical Research Park Project) (the "Bonds") in one or more Series (as defined in the Bond Resolution) for the purposes described in the Bond Resolution and the issuance of its Public Improvement Revenue Bond Anticipation Notes (Biomedical Research Park Project) in one or more Series in anticipation of the issuance of the Bonds; and

WHEREAS, pursuant to the Bond Resolution, as supplemented by Resolution No. R-2004-0946 adopted on May 18, 2004 (the "Note Resolution"), the County Commission has previously issued its Public Improvement Revenue Bond Anticipation Notes (Biomedical Research Park Project), Series 2004B in the aggregate principal amount of \$34,576,915 (the "Series 2004B Notes") maturing on December 30, 2004 and its Taxable Public Improvement Revenue Bond Anticipation Notes (Biomedical Research Park Project), Series 2004C in the aggregate principal amount of \$22,330,925 (the "Series 2004C Notes") maturing on December 30, 2004; and

WHEREAS, pursuant to the Note Resolution, the County deposited the net proceeds of the Series 2004B Notes and the Series 2004C Notes, after paying costs of issuance of the Series 2004B Notes and the Series 2004C Notes, together with \$3,189,161.02 of funds transferred from

the County's general fund contingency (the "County Funds") to the "Series 2004B/C Notes Construction Account" established pursuant to the Note Resolution; and

WHEREAS, pursuant to the Note Resolution, amounts on deposit in the Series 2004B/C Notes Construction Account are held to be applied to certain initial costs of the Project, consisting of the purchase of approximately 1,919 acres of land known as the Mecca Farm site for use by the County as a Biomedical Research Park (the "Land"), provided that proceeds of the Series 2004B Notes, Series 2004C Notes and County Funds, respectively, were to be allocated to the acquisition of specified portions of the Land; and

WHEREAS, the Note Resolution authorizes, among other matters, the issuance of a Series of Taxable Bonds (as defined in the Bond Resolution) in an aggregate principal amount sufficient to pay the principal of and interest on the Series 2004C Notes when due, or upon the earlier redemption thereof, and for such other purposes as specified in subsequent proceedings of the County, and the Bond Resolution provides that certain details of the Bonds issued thereunder and other matters related thereto shall be determined by subsequent proceedings of the County Commission, which shall be deemed supplemental to the Bond Resolution; and

WHEREAS, the County has advanced certain preliminary costs associated with the Project; and

WHEREAS, the County Commission now desires to provide for the issuance of a Series of Taxable Bonds pursuant to the Bond Resolution, consisting of its Taxable Public Improvement Revenue Bonds, Series 2004B (Biomedical Research Park Project), to be issued in the aggregate principal amount of \$24,427,515 (the "Series 2004B Bonds"), the proceeds of which will be used to (i) pay the principal of and interest on the Series 2004C Notes upon the redemption thereof at or prior to maturity; (ii) pay or reimburse the County for paying certain preliminary expenses related to the Project that are allocable to the taxable portion of the Project, as more fully described herein, (iii) pay all costs necessary or incidental to the foregoing; and (iv) pay the Costs of Issuance (as defined in the Bond Resolution) of the Series 2004B Bonds; and

WHEREAS, by separate proceedings, the County has provided for the issuance of Bonds pursuant to the Bond Resolution to pay the principal of and interest on the Series 2004B Notes at or prior to maturity and to pay or reimburse the County for paying certain preliminary expenses related to the Project that are allocable to the tax-exempt portion of the Project; and

WHEREAS, County Resolution R-90-938, adopted June 26, 1990, provides that before the County shall issue any indebtedness payable from Non-Ad Valorem Revenues, the County must demonstrate that after the proposed issuance of such indebtedness, it shall meet the requirements set forth in Article III, Section 11(d) of said Resolution R-90-938; and

WHEREAS, the Series 2004B Bonds will meet the tests provided under said Resolution R-90-938; and

WHEREAS, Bank of America, N.A. (the "Series 2004B Purchaser") has submitted to the County a proposal to purchase the Series 2004B Bonds, which proposal is in the form of a commitment letter (the "Commitment Letter") attached hereto as an exhibit; and

WHEREAS, pursuant to Section 218.385, Florida Statutes, an authorized officer of the Series 2004B Purchaser, on behalf of the Series 2004B Purchaser, has delivered to the County a disclosure statement and truth-in-bonding statement in the form attached hereto as an exhibit; and

WHEREAS, based on the findings set forth in Section 5 hereof, the County Commission determines that it would be in the best interest of the County that the Series 2004B Bonds be sold to the Series 2004B Purchaser on a negotiated basis; and

WHEREAS, based on the advice of the County's financial advisor, it is in the best interest of the County to accept the Commitment Letter and to award the Series 2004B Bonds to the Series 2004B Purchaser pursuant to a negotiated sale.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF PALM BEACH COUNTY, FLORIDA, AS FOLLOWS:

SECTION 1. DEFINITIONS. That all capitalized terms used in this Resolution not otherwise defined herein shall have the meanings ascribed to such terms in the Bond Resolution, unless the context clearly indicates otherwise. This Resolution is supplemental to the Bond Resolution.

SECTION 2. PURPOSE OF THE SERIES 2004B BONDS; FORM OF SERIES 2004B BONDS; APPLICATION OF PROCEEDS OF THE SERIES 2004B BONDS. The County hereby authorizes and determines at this time to issue \$24,427,515 in aggregate principal amount of the Series 2004B Bonds as Taxable Bonds pursuant to the Bond Resolution for the purpose of (i) paying, on or before December 30, 2004, the outstanding principal of and interest due on the Series 2004C Notes in full satisfaction thereof; (ii) paying or reimbursing the County for paying certain preliminary expenses related to the Project that are allocable to the taxable portion of the Project (the "Reimbursement Amount"); (iii) paying all costs necessary or incidental to the foregoing; and (iv) paying the Costs of Issuance of such Series 2004B Bonds.

The text of the Series 2004B Bonds shall be substantially in the form set forth in Exhibit A hereto. The Chair of the County Commission or, in her absence, the Vice Chairman or, in his absence, any other member of the County Commission, is hereby authorized and directed to execute, and the Clerk or any Deputy Clerk to attest, the Series 2004B Bonds, substantially in the form set forth in Exhibit A with such modifications, insertions and deletions as may be approved, in consultation with the County Administrator, by the Chair of the County Commission or, in her absence, the Vice Chairman or, in his absence, any other member of the County Commission, and to deliver the Series 2004B Bonds to the Series 2004B Purchaser.

The Series 2004B Bonds shall not be secured by the Debt Service Reserve Account of the Sinking Fund.

2
3
The proceeds received upon issuance and sale of the Series 2004B Bonds shall be applied as set forth below. The specific amounts to be deposited to each of the funds and accounts created under the Bond Resolution and herein shall be set forth in a certificate executed by the Chair (or any member of the County Commission in the absence of the Chair) and delivered at the time of issuance of the Series 2004B Bonds. Such certificate shall also set forth (i) the redemption date for the Series 2004C Notes (the "Redemption Date"), and (ii) the Reimbursement Amount.

(a) An amount of the proceeds of the Series 2004B Bonds estimated to be needed to pay Costs of Issuance shall be deposited to a separate account in the Cost of Issuance Fund established pursuant to the Bond Resolution, which account is hereby created and designated as the "Series 2004B Taxable Bonds Cost of Issuance Account."

(b) The amount necessary to pay the principal of and interest on the Series 2004C Notes on the Redemption Date shall be held in a special account in the Sinking Fund established under the Bond Resolution designated the "Series 2004C Notes Redemption Fund" and shall be applied to pay the outstanding principal of and interest on the Series 2004C Notes on the Redemption Date.

(c) The Reimbursement Amount designated in the certificate referred to above shall be deposited to a separate account in the Construction Fund established pursuant to the Bond Resolution, which account is hereby created and designated as the "Series 2004B Taxable Bonds Construction Account" to be applied to pay or reimburse the County for paying certain preliminary expenses with respect to the Project allocable to the taxable portion of the Project.

SECTION 3. DESCRIPTION OF THE SERIES 2004B BONDS. The Series 2004B Bonds shall be dated their date of delivery. Interest on the Series 2004B Bonds shall be payable in arrears on each May 1 and November 1, commencing May 1, 2005, until maturity or earlier redemption. Principal on the Series 2004B Bonds shall be payable on each November 1, commencing November 1, 2005, until maturity or earlier redemption. The Series 2004B Bonds shall mature on November 1, 2014, subject to earlier redemption (the "Maturity Date").

The Series 2004B Bonds shall bear interest at a variable rate per annum equal to the one month London Interbank Offered Rate (LIBOR) as quoted in the "Money Rates" section of The Wall Street Journal (the "Index") plus 9.9 basis points (the "Taxable Rate"). Any change in the Index, and thus, the Taxable Rate, shall take effect on the effective date as indicated in The Wall Street Journal (or alternate source determined in accordance with the provisions of the Series 2004B Bonds).

The Series 2004B Bonds shall be issued in Authorized Denominations equal to the Outstanding principal amount of the Series 2004B Bonds from time to time.

SECTION 4. REDEMPTION PROVISIONS. The Series 2004B Bonds shall be redeemable in whole or in part prior to the Maturity Date at any time, without penalty or

premium. Notwithstanding any provision of the Bond Resolution to the contrary, no notice of redemption of the Series 2004B Bonds is required.

SECTION 5. NEGOTIATED SALE. The County Commission hereby finds that, based on present market conditions, the volatility of interest rates and the recommendation of the County's financial advisor, it would be in the best interest of the County that the Series 2004B Bonds be sold to the Series 2004B Purchaser on a negotiated basis.

SECTION 6. COMMITMENT LETTER. The Commitment Letter submitted at this meeting and attached hereto as Exhibit B, be and the same hereby is approved and accepted. The Series 2004B Bonds are hereby sold to the Series 2004B Purchaser at a purchase price of \$24,427,515 (representing the par amount of the Series 2004B Bonds). The Chair of the County Commission or, in her absence, the Vice Chairman or, in his absence, any other member of the County Commission, is hereby authorized and directed to execute, and the Clerk or any Deputy Clerk to attest, the Commitment Letter and to deliver the Series 2004B Bonds to the Series 2004B Purchaser. As a condition to the delivery of the Series 2004B Bonds to the Series 2004B Purchaser, the Series 2004B Purchaser shall deliver to the County an investor letter substantially in the form of Exhibit C hereto.

SECTION 7. PAYING AGENT AND REGISTRAR. Notwithstanding any provision of the Bond Resolution to the contrary, the County is hereby appointed as paying agent and registrar for the Series 2004B Bonds.

SECTION 8. INFORMATION TO BE PROVIDED; AMENDMENTS. While The Series 2004B Bonds are Outstanding and the Series 2004B Purchaser is the Owner thereof: (a) the County shall furnish to the Series 2004B Purchaser the same documents as it is required to furnish to a Credit Facility Issuer pursuant to Article III, Section 10 (f), (g) and (h) of the Bond Resolution, as soon as reasonably possible after receipt thereof, and (b) the County shall not amend any provision of the Bond Resolution or this Resolution affecting the Series 2004B Bonds without the prior written consent of the Series 2004B Purchaser.

SECTION 9. DISCLOSURE STATEMENT. The County does hereby find that the Series 2004B Purchaser has submitted the disclosure statement and truth-in-bonding statement required by Section 218.385, Florida Statutes, a copy of which is attached hereto as Exhibit D.

SECTION 10. FURTHER AUTHORIZATIONS. The Chair of the County Commission, any other member of the Board, the Clerk or any Deputy Clerk, the County Administrator and the Debt Manager, and any other authorized official of the County, be, and each of them is hereby, authorized and directed to execute and deliver any and all documents and instruments, and to do and cause to be done any and all acts and things necessary or proper for carrying out the transactions contemplated by this Resolution.

SECTION 11. EFFECTIVE DATE. That this Resolution shall take effect upon its passage in the manner provided by law.

The foregoing resolution was offered by Commissioner Masilotti who moved its adoption. The motion was seconded by Commissioner McCarty, and upon being put to a vote, the motion passed as follows:

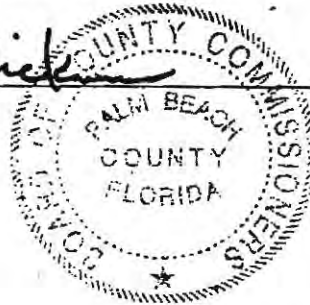
Commissioner Karen T. Marcus, Chair	- Aye
Commissioner Tony Masilotti, Vice-Chairman	- Aye
Commissioner Burt Aaronson	- Aye
Commissioner Addie L. Greene	- Aye
Commissioner Jeff Koons	- Aye
Commissioner Mary McCarty	- Aye
Commissioner Warren H. Newell	- Absent

The Chair thereupon declared the resolution duly passed and adopted this 26th day of October, 2004.

PALM BEACH COUNTY, FLORIDA, BY ITS
BOARD OF COUNTY COMMISSIONERS

DOROTHY H. WILKEN, CLERK

By: Linda C. Hickman
Deputy Clerk



Approved as to form and
legal sufficiency

By: Paul F. [Signature]
County Attorney

EXHIBIT A

FORM OF SERIES 2004B BONDS

No. 1-2004B

\$24,427,515.00

**UNITED STATES OF AMERICA
STATE OF FLORIDA
PALM BEACH COUNTY
TAXABLE PUBLIC IMPROVEMENT REVENUE BOND, SERIES 2004B
(BIOMEDICAL RESEARCH PARK PROJECT)**

Dated Date
October 28, 2004

Maturity Date
November 1, 2014

Registered Owner: BANK OF AMERICA, N.A.

Principal Amount: TWENTY-FOUR MILLION FOUR HUNDRED TWENTY-SEVEN THOUSAND FIVE HUNDRED FIFTEEN DOLLARS (\$24,427,515.00)

KNOW ALL MEN BY THESE PRESENTS, that Palm Beach County, Florida (the "County"), for value received, hereby promises to pay, solely from the Pledged Revenues (hereinafter defined) to the Registered Owner or registered assigns on the Maturity Date specified above (or earlier redemption date as herein provided) the Principal Amount stated hereon, and to pay, solely from the Pledged Revenues (as defined below), interest on the Principal Amount from the date hereof to the Maturity Date or earlier redemption date at the Interest Rate per annum set forth below. The Principal Amount and accrued interest thereon is payable in any coin or currency of the United States of America, which, on the date of payment thereof, shall be legal tender for the payment of public and private debts. All capitalized terms not otherwise defined herein shall have the meaning ascribed thereto in the Resolution (hereinafter defined). Promptly following the payment of the principal of this Bond, the Registered Owner shall provide the County with evidence of the cancellation hereof.

Interest on this Bond shall be calculated on the basis of a 360 day year consisting of twelve 30 day months and shall be payable on each May 1 and November 1, commencing May 1, 2005, through the Maturity Date or earlier redemption date. Interest on this Bond shall accrue at a variable rate per annum equal to the one month London Interbank Offered Rate (LIBOR) as quoted in the "Money Rates" section of The Wall Street Journal (the "Index") plus 9.9 basis points (the "Taxable Rate"). Any change in the Index, and thus, the Taxable Rate, shall take effect on the effective date as indicated in The Wall Street Journal (or alternate source determined as hereafter provided). In the event The Wall Street Journal ceases to be published, or LIBOR is no longer published therein, the Registered Owner, shall select an alternate, but

comparable, publication for determining LIBOR. Principal on this Bond shall be payable on each November 1, commencing November 1, 2005, through the Maturity Date or earlier redemption date. Payments of principal hereon shall be made when due in accordance with the schedule attached hereto and made a part hereof, subject to earlier redemption. If any date for the payment of principal is not a Business Day, the payment shall be due on the next Business Day and interest shall continue to accrue until payment is received by the Registered Owner. Interest shall accrue on any day that is not a Business Day at the Taxable Rate in effect on the immediately preceding Business Day.

This Bond is subject to redemption, in whole or in part, at a redemption price of par, plus accrued interest, and without premium, at the option of the County, on any Business Day. Notwithstanding anything to the contrary in the Resolution (hereinafter defined), no notice of redemption is required to be given to the Owner hereof. In the event of any partial redemption prepayment of this Bond, each partial redemption shall be applied first to accrued interest hereon, and then to such principal installments as the County shall designate, by notice in writing delivered to the Registered Owner simultaneously with such partial redemption.

This Bond represents an authorized issue of bonds of the County designated as its Taxable Public Improvement Revenue Bonds (Biomedical Research Park Project), Series 2004B issued for the purposes described in hereinafter mentioned Resolution, under the authority of and in full compliance with the Constitution, the County Charter, as amended and supplemented, and laws of the State of Florida, including particularly Chapters 125 and 166, Florida Statutes and other applicable provisions of law, and a resolution duly adopted by the Board on January 27, 2004, as supplemented by a resolution duly adopted by the Board on October 26, 2004 (collectively, the "Resolution"), and is subject to all the terms and conditions of the Resolution. This Bond is issued as a Taxable Bond under the Resolution and is issuable only as a registered bond without coupons in Authorized Denominations equal to the Outstanding principal amount of this Bond.

This Bond is a special obligation of the County and is payable solely in the manner and to the extent set forth in the Resolution. The County has pledged the Pledged Revenues (as defined below) for the payment of the principal of and interest on this Bond in accordance with the terms and the provisions of the Resolution. This Bond shall not be or constitute a general obligation of the County within the meaning of the Constitution of the State of Florida but shall be payable solely from and secured by a lien upon and a pledge of the Pledged Revenues, in the manner and to the extent provided in the Resolution. No Owner shall ever have the right to compel the exercise of the ad valorem taxing power of the County or taxation in any form on any real or personal property to pay this Bond or the interest thereon, nor shall any Owner be entitled to payment of such principal or interest from any other funds of the County other than as provided in the Resolution. Furthermore, no Owner shall ever have a lien on the Project or any other real or personal property of the County, except for the Pledged Revenues, in the manner and to the extent provided in the Resolution.

Until the Bonds (as defined in the Resolution to mean all Series of Bonds and bond anticipation notes issued to finance or refinance the Project) are paid or deemed paid pursuant to the provisions of the Resolution, the County covenants to appropriate in its annual budget in each

Fiscal Year, by amendment if necessary, Non-Ad Valorem Revenues in amounts sufficient to pay the principal of, redemption premium, if any, and interest on the Bonds, as the same become due (whether by redemption, at maturity or otherwise), and, if applicable, to restore any deficiency in the Debt Service Reserve Account created and established under the Resolution for the Bonds. This Bond is not secured by the Debt Service Reserve Account.

The Resolution provides that notwithstanding the foregoing covenant of the County, the County does not covenant to maintain any services or programs, now provided or maintained by the County, which generate Non-Ad Valorem Revenues other than such services or programs which are essential public purposes affecting the health, welfare and safety of the inhabitants of the County. The Resolution further provides that to the extent that the County is in compliance with the foregoing covenant and Section 10(e) of Article III of the Resolution, the obligations of the County contained in the Resolution shall not be construed as a limitation on the ability of the County to pledge or covenant with respect to the Non-Ad Valorem Revenues for other indebtedness or other legally permissible purposes.

Such covenant to budget and appropriate Non-Ad Valorem Revenues is not a pledge by the County of such Non-Ad Valorem Revenues and is subject in all respects to the payment of obligations secured by a pledge of such Non-Ad Valorem Revenues heretofore or hereinafter entered into, including the payment of debt service on bonds or other obligations. Such covenant to budget and appropriate is subject to the provisions of Section 129.07, Florida Statutes, which makes it unlawful for the County to expend moneys not appropriated and in excess of the County's current budgeted revenues. Such covenant does not require the County to levy and collect any particular source of Non-Ad Valorem Revenues nor to maintain or increase any regulatory fees or user charges with respect to any particular source of Non-Ad Valorem Revenues. Such covenant does not give the Paying Agent a prior claim on such Non-Ad Valorem Revenues as opposed to claims of general creditors of the County until such time as a deposit of such Non-Ad Valorem Revenues is made into the Sinking Fund or other fund created under the Resolution for the Bonds.

"Pledged Revenues" means: (i) moneys budgeted and appropriated by the County, and deposited into the Sinking Fund or any other Fund established under the Resolution, from Non-Ad Valorem Revenues (until deposited into the Sinking fund in the manner and at the time specified in the Resolution such moneys do not constitute Pledged Revenues); (ii) any proceeds of Bonds originally deposited with the County and all moneys deposited and held from time to time by the County in the funds (other than the Rebate Fund and Cost of Issuance Fund) and accounts established pursuant to the Resolution; (iii) investment income received by the County in the funds (other than the Rebate Fund and Cost of Issuance Fund) and accounts established pursuant to the Resolution; and (iv) any other moneys received by the Paying Agent in connection with repayment of the Bonds.

"Non-Ad Valorem Revenues" means legally available revenues of the County derived from any source whatever other than ad valorem taxation on real and personal property, which are legally available for payment by the County of Debt Service on the Bonds, including, after the payment from the sources of Non-Ad Valorem Revenues pledged thereto of the principal of and interest on any obligations of the County hereafter issued which have a prior pledge on any

source of the Non-Ad Valorem Revenues; provided however that for the purpose of the anti-dilution test set forth in of the Resolution, "Non-Ad Valorem Revenues" means all legally available revenues of the County derived from any source whatever other than ad valorem taxation on real and personal property which are legally available for payment by the County of Non-Self-Supporting Debt.

The original Registered Owner, and each successive Registered Owner of this Bond shall be conclusively deemed to have agreed and consented to the terms and conditions of the Resolution and this Bond, including the following:

(1) The Registrar shall maintain the books of the County for the registration of this Bond as provided in the Resolution. Notwithstanding anything to the contrary in the Resolution, the initial Registered Owner may not participate the obligations evidenced hereby. Further, notwithstanding anything to the contrary in the Resolution, this Bond may only be transferred or assigned in whole, but not in part, subject to the prior written consent of the County, which consent shall not be unreasonably withheld provided that the proposed transferee or assignee delivers to the County an investment certificate in form and substance identical to that delivered to the County by the initial Registered Owner hereof.

(2) The County, the Paying Agent and the Registrar shall deem and treat the person in whose name any Bond shall be registered upon the books kept by the Registrar as the absolute owner of such Bond, whether such Bond shall be overdue or not, for the purpose of receiving payment of, or on account of, the principal of and interest on such Bond as the same becomes due, and for all other purposes. All such payments so made to any such Registered Owner or upon his order shall be valid and effectual to satisfy and discharge the liability upon such Bond to the extent of the sum or sums so paid, and neither the County, the Paying Agent, nor the Registrar shall be affected by any notice to the contrary.

(3) If less than all of this Bond is redeemed or defeased, the County shall execute and the Registrar shall authenticate and deliver, upon the surrender of this Bond, without charge to the Bondholder, for the unpaid balance of the principal amount of this Bond so surrendered, a registered Bond in the appropriate Authorized Denomination and interest rate.

THE COUNTY, BY EXECUTION HEREOF, AND THE REGISTERED OWNER, BY ACCEPTANCE HEREOF, MUTUALLY AND WILLINGLY WAIVE THE RIGHT TO A TRIAL BY JURY OF ANY AND ALL CLAIMS MADE BETWEEN THEM WHETHER NOW EXISTING OR ARISING IN THE FUTURE, INCLUDING, WITHOUT LIMITATION, ANY AND ALL CLAIMS, AND INTERVENOR'S CLAIMS WHETHER ARISING FROM OR RELATED TO THE NEGOTIATION, EXECUTION, AND PERFORMANCE OF THE TRANSACTIONS TO WHICH THIS BOND RELATES.

It is hereby certified and recited that all acts, conditions and things required to exist, to happen, and to the performed, precedent to and in the issuance of this Bond exist, have happened

and have been performed in regular and due form and time as required by the Laws and Constitution of the State of Florida applicable thereto, and that the issuance of this Bond is in full compliance with all constitutional or statutory limitations or provisions.

IN WITNESS WHEREOF, Palm Beach County, Florida, has issued this Bond and has caused the same to be executed by the manual signature of its Chair and the official seal of the County to be affixed hereto or lithographed or imprinted or reproduced hereon, and attested by the manual signature of the Chief Deputy Clerk, all as of the Dated Date.

PALM BEACH COUNTY, FLORIDA

(OFFICIAL SEAL)

By: _____

Chair of the Board of County
Commissioners

ATTEST:

Chief Deputy Clerk of the Circuit Court
and Ex-Officio Clerk of the
Board of County Commissioners
of Palm Beach County, Florida

PRINCIPAL PAYMENT SCHEDULE

<u>Date</u>	<u>Principal</u>
11/01/2005	\$2,442,752.00
11/01/2006	2,442,752.00
11/01/2007	2,442,752.00
11/01/2008	2,442,752.00
11/01/2009	2,442,752.00
11/01/2010	2,442,751.00
11/01/2011	2,442,751.00
11/01/2012	2,442,751.00
11/01/2013	2,442,751.00
11/01/2014	2,442,751.00

Bank of America.

Linda A. Mason
Senior Vice President
Middle Market & Government Banking
625 North Flagler Drive, 10th Floor
West Palm Beach, FL 33401
Phone: 561.838.2329
Fax: 561.838.2325
Email: linda.a.mason@bankofamerica.com

2

October 18, 2004

Mr. John A. Long, Debt Manager
Palm Beach County Office of Financial Management and Budget
301 North Olive Ave., Room 702.21
West Palm Beach, Florida 33401

Re: RFP for \$24,208,419 Palm Beach County Public Improvement Revenue Bond, Series 2004B, Taxable (Biomedical Research Park Project)

We are pleased to have the opportunity to provide you a term sheet, which sets forth the general terms and conditions under which Bank of America, N.A. (the "Bank") would provide financing to Palm Beach County (the "Borrower").

Contact Information: Bank of America
625 North Flagler Drive, 10th Floor
West Palm Beach, Florida 33401
Contact Person: Linda Mason, Sr. Vice President
Phone: 561-838-2329 Fax: 561-838-2325

Alternate Contact: Steven Whittingslow, Credit Products Officer
Phone: 561-838-2353 Fax: 561-838-2325

Borrower: Palm Beach County, Florida

Loan Amount: \$24,208,419 plus accrued interest on the BAN to date of closing and cost of issuance of the Taxable Bonds

Purpose: Repay the Taxable Public Improvement Revenue Bond Anticipation Notes Series 2004C in the amount of \$22,330,925, dated May 25, 2004 issued to purchase a portion of 1919 acres of land known as the Mecca Farm site for use by the County as a Biomedical Research Park as required by the County's Grant Agreement with The Scripps Research Institute and as provided for in a contract between the County and Lantana Farm Associates, Inc and to pay or reimburse the County for paying certain expenses related to the Biomedical Research Park Project allocable to the taxable portion of the project and pay for costs of issuance of the taxable bonds.

Maturity: November 1, 2014.

Security:

Loan would be secured by a pledge of the Pledged Revenues, as defined in the Resolution, consisting of a pledge of the County to appropriate in its annual budget, from Non-Ad Valorem Revenues lawfully available to the County in each fiscal year, amounts sufficient for the payment of principal and interest on the bonds when due.

Repayment:

Interest on the bonds shall be payable semi-annually commencing May 1, 2005 and on each May 1 and November 1 until final maturity. Principal is due annually and the first payment of principal shall be paid on November 1, 2005 and each November 1, thereafter until final maturity.

Pre-payments:

Pre-payments shall be permitted on the loan, at any time, without penalty while the Loan is based on a variable rate basis.

Interest Rate:

A Taxable Non-Bank Qualified variable interest rate equal to the 30 day LIBOR index as quoted in the Wall Street Journal plus 9.9 basis points, adjusted daily. If this Loan closed today, the interest rate would be 1.999% (on a 30/360 basis).

Other Terms/Conditions:

Additional information will be required for completion of the documentation file. This information would include but is not limited to, the County's General Purpose Financial Statements for the last 3 fiscal years; and a copy of the County's most recently adopted budget.

Documentation:

All legal documentation will be provided by Ruden, McClosky, Smith, Schuster & Russell, P.A., Bond Counsel for the County, and approved by the Office of the County Attorney. Bond Counsel will also prepare and render the tax and validity opinions. Documentation must be acceptable to Bank and its Counsel.

Subject to traditional covenants and disclosures for similar transactions of this nature including but not limited to material changes prior to closing.

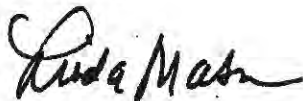
This terms sheet expires on October 28, 2004.

Closing Costs:

None.

On behalf of Bank of America, we look forward to exploring the proposed financing with Palm Beach County further.

Sincerely,



Linda Mason
Senior Vice President
Sr. Client Manager



Steven J. Whittingslow
Senior Vice President
Sr. Credit Products Officer

EXHIBIT C

INVESTOR LETTER

Palm Beach County, Florida
West Palm Beach, Florida

Re: \$24,427,515 Palm Beach County, Florida, Taxable Public Improvement Revenue Bonds, Series 2004B (Biomedical Research Park Project) (the "Bonds")

Ladies and Gentlemen:

This letter is being provided in connection with the purchase of the above-referenced Bonds which were delivered to us by Palm Beach County, Florida (the "County") as of the date hereof.

1. We are engaged in the business of investing in securities similar to the Bonds or the business of entering into loan transactions evidenced by securities similar to the Bonds.
2. We are purchasing the Bonds from the County for our own account (or those of our banking affiliates) for investment purposes and not for resale; provided, however, that the Bonds may be transferred or assigned in whole, but not in part, subject to the terms and conditions set forth in the Bonds.
3. We are a national bank and we have sufficient knowledge and experience in financial and business matters, including the purchase and ownership of taxable and tax-exempt obligations, to be capable of evaluating the merits and risks of our investment in the Bonds.
4. We are able to bear the economic risk of our investment in the Bonds.
5. We acknowledge that the Bonds do not represent a general obligation of the County, the State of Florida or any political subdivision thereof and are not payable from taxes or any moneys provided by or to the County, other than those described in the Bonds, and we further acknowledge that no covenant, stipulation, obligation or agreement contained in any documents related to the issuance of the Bonds is or shall be deemed to be a covenant, agreement or obligation of any present or future board member, officer or employee of the County in his or her individual capacity.
6. We acknowledge and agree that the Bonds have not been and will not be registered under the Securities Act of 1933, as amended or the securities or Blue Sky laws of any state and are not listed on any stock or securities exchange.

7. We understand that no offering, statement, prospectus, offering circular, official statement or other disclosure document containing material information with respect to the County and the Bonds is being or has been prepared, and that, with due diligence, we have made our own inquiry and analysis with respect to the County, the Bonds and the security therefore.

8. We have received all financial and other information regarding the Bonds that we have requested and which we consider relevant or necessary to make an informed decision to invest in the Bonds. We have made our own inquiry into the creditworthiness of the Bonds and the County, we have received all the information that we have requested from the County or any agents or representatives thereof, and we have been afforded a reasonable opportunity to ask questions about the terms and conditions of the offering of the Bonds and the security therefor, and the County, and have received, to the best of our knowledge, complete and satisfactory answers to all such questions.

Dated this 28th day of October, 2004.

Yours very truly,

BANK OF AMERICA, N.A., as Purchaser

By: _____
Title: _____

DISCLOSURE AND TRUTH IN BONDING STATEMENT

Palm Beach County, Florida
West Palm Beach, Florida

Re: \$24,427,515 Palm Beach County, Florida, Taxable Public Improvement
Revenue Bonds, Series 2004B (Biomedical Research Park Project)

Ladies and Gentlemen:

In connection with the proposed issuance of the above-captioned Bonds, Bank of America, N.A. (the "Bank") has agreed to purchase the Bonds.

The purpose of this letter is to furnish pursuant to the provisions of Sections 218.385(2) and (6), Florida Statutes, as amended, certain information in respect to the arrangement contemplated for the purchase and sale of the Bonds as follows:

(a) An itemized list setting forth the nature and estimated amounts of expenses to be incurred by the Bank in connection with the issuance of the Bonds is set for below:

Moyle, Flanigan, Katz, Raymond & Sheehan, P.A.,
Bank's Counsel: \$2,500.00

None of such fees and expenses are being charged to the County as part of the underwriting spread, if any, set forth in paragraph (c) below.

(b) No "finder" as that term is defined in Section 218.386, Florida Statutes, as amended, has entered into an understanding with the Bank, or to the knowledge of the Bank, with the County, for any paid or promised compensation or valuable consideration, directly or indirectly, expressly or implied, to act solely as an intermediary between the County and the Bank or to exercise or attempt to exercise any influence to effect any transaction in the purchase of the Bonds.

(c) The underwriting spread to be paid by the County will be:

\$0.00

(d) No other fee, bonus or other compensation is estimated to be paid by the Bank in connection with the issuance of the Bonds to any person not regularly employed or retained by the Bank (including any "finder," as defined in Section 281.386(1)(a),

Florida Statutes, as amended), except as specifically enumerated as expenses to be incurred and paid by the Bank as set forth in paragraph (a) above.

(e) Truth-in-Bonding Statement - The Bank provides the following statements solely for purposes of Section 218.385, Florida Statutes: County is proposing to issue the Bonds (i) to pay the principal of and interest on the County's \$22,330,925 Taxable Public Improvement Revenue Bond Anticipation Notes (Biomedical Research Park Project), Series 2004C; (ii) to pay or reimburse the County for paying certain preliminary expenses related to the Biomedical Research Park Project that are allocable to the taxable portion of the Project; (iii) to pay all costs necessary or incidental to the foregoing; and (iv) pay the costs of issuance of the Bonds. The Bonds are expected to be repaid in 10 annual installments of principal, commencing on November 1, 2005 and semi-annual installments of interest, commencing on May 1, 2005, in each case through final maturity on November 1, 2014, subject to earlier redemption. The total interest paid over the life of the Bonds is estimated to be \$2,677,642.14 (assuming an interest rate per annum of 1.99%).

The source of repayment or security for the Bonds is limited solely to the Pledged Revenues as such term is defined in Resolution No. R-2004-0147 of the County adopted on January 27, 2004, as supplemented by a resolution of the County adopted on October 26, 2004. The authorization of this debt or obligation will result in approximately \$27,105,157.14 of Pledged Revenues not being available to the County to finance other projects of the County each year for approximately 10 years (assuming an interest rate per annum of 1.99%).

(f) The name and address of the Bank is set forth below:

Bank of America, N.A.
625 North Flagler Drive, 10th Floor
West Palm Beach, Florida 33401

We understand that the county does not require any further disclosure from the Bank, pursuant to Section 218.385(6), Florida Statutes, as amended.

Dated this 28th day of October, 2004.

Yours very truly,

BANK OF AMERICA, N.A.

By: Alicia Mason
Title: Senior Vice President

FTL:1308352:2

2

STATE OF FLORIDA, COUNTY OF PALM BEACH
I, DOROTHY H. WILKEN, ex-officio Clerk of the
Board of County Commissioners certify this to be a
true and correct copy of the original filed in my office
on October 26, 2004
DATED at West Palm Beach, FL on 10-26-04
DOROTHY H. WILKEN, Clerk
By: Dick C. Hick D.C.



No. 1-2004B

SPECIMEN

\$24,427,515.00

UNITED STATES OF AMERICA
STATE OF FLORIDA
PALM BEACH COUNTY
TAXABLE PUBLIC IMPROVEMENT REVENUE BOND, SERIES 2004B
(BIOMEDICAL RESEARCH PARK PROJECT)

Dated Date
October 28, 2004

Maturity Date
November 1, 2014

Registered Owner: BANK OF AMERICA, N.A.

Principal Amount: TWENTY-FOUR MILLION FOUR HUNDRED TWENTY-SEVEN THOUSAND FIVE HUNDRED FIFTEEN DOLLARS (\$24,427,515.00)

KNOW ALL MEN BY THESE PRESENTS, that Palm Beach County, Florida (the "County"), for value received, hereby promises to pay, solely from the Pledged Revenues (hereinafter defined) to the Registered Owner or registered assigns on the Maturity Date specified above (or earlier redemption date as herein provided) the Principal Amount stated hereon, and to pay, solely from the Pledged Revenues (as defined below), interest on the Principal Amount from the date hereof to the Maturity Date or earlier redemption date at the Interest Rate per annum set forth below. The Principal Amount and accrued interest thereon is payable in any coin or currency of the United States of America, which, on the date of payment thereof, shall be legal tender for the payment of public and private debts. All capitalized terms not otherwise defined herein shall have the meaning ascribed thereto in the Resolution (hereinafter defined). Promptly following the payment of the principal of this Bond, the Registered Owner shall provide the County with evidence of the cancellation hereof.

Interest on this Bond shall be calculated on the basis of a 360 day year consisting of twelve 30 day months and shall be payable on each May 1 and November 1, commencing May 1, 2005, through the Maturity Date or earlier redemption date. Interest on this Bond shall accrue at a variable rate per annum equal to the one month London Interbank Offered Rate (LIBOR) as quoted in the "Money Rates" section of The Wall Street Journal (the "Index") plus 9.9 basis points (the "Taxable Rate"). Any change in the Index, and thus, the Taxable Rate, shall take effect on the effective date as indicated in The Wall Street Journal (or alternate source determined as hereafter provided). In the event The Wall Street Journal ceases to be published, or LIBOR is no longer published therein, the Registered Owner, shall select an alternate, but comparable, publication for determining LIBOR. Principal on this Bond shall be payable on each November 1, commencing November 1, 2005, through the Maturity Date or earlier redemption date. Payments of principal hereon shall be made when due in accordance with the schedule attached hereto and made a part hereof, subject to earlier redemption. If any date for the payment of principal is not a Business Day, the payment shall be due on the next Business

Day and interest shall continue to accrue until payment is received by the Registered Owner. Interest shall accrue on any day that is not a Business Day at the Taxable Rate in effect on the immediately preceding Business Day.

This Bond is subject to redemption, in whole or in part, at a redemption price of par, plus accrued interest, and without premium, at the option of the County, on any Business Day. Notwithstanding anything to the contrary in the Resolution (hereinafter defined), no notice of redemption is required to be given to the Owner hereof. In the event of any partial redemption prepayment of this Bond, each partial redemption shall be applied first to accrued interest hereon, and then to such principal installments as the County shall designate, by notice in writing delivered to the Registered Owner simultaneously with such partial redemption.

This Bond represents an authorized issue of bonds of the County designated as its Taxable Public Improvement Revenue Bonds (Biomedical Research Park Project), Series 2004B issued for the purposes described in hereinafter mentioned Resolution, under the authority of and in full compliance with the Constitution, the County Charter, as amended and supplemented, and laws of the State of Florida, including particularly Chapters 125 and 166, Florida Statutes and other applicable provisions of law, and a resolution duly adopted by the Board on January 27, 2004, as supplemented by a resolution duly adopted by the Board on October 26, 2004 (collectively, the "Resolution"), and is subject to all the terms and conditions of the Resolution. This Bond is issued as a Taxable Bond under the Resolution and is issuable only as a registered bond without coupons in Authorized Denominations equal to the Outstanding principal amount of this Bond.

This Bond is a special obligation of the County and is payable solely in the manner and to the extent set forth in the Resolution. The County has pledged the Pledged Revenues (as defined below) for the payment of the principal of and interest on this Bond in accordance with the terms and the provisions of the Resolution. This Bond shall not be or constitute a general obligation of the County within the meaning of the Constitution of the State of Florida but shall be payable solely from and secured by a lien upon and a pledge of the Pledged Revenues, in the manner and to the extent provided in the Resolution. No Owner shall ever have the right to compel the exercise of the ad valorem taxing power of the County or taxation in any form on any real or personal property to pay this Bond or the interest thereon, nor shall any Owner be entitled to payment of such principal or interest from any other funds of the County other than as provided in the Resolution. Furthermore, no Owner shall ever have a lien on the Project or any other real or personal property of the County, except for the Pledged Revenues, in the manner and to the extent provided in the Resolution.

Until the Bonds (as defined in the Resolution to mean all Series of Bonds and bond anticipation notes issued to finance or refinance the Project) are paid or deemed paid pursuant to the provisions of the Resolution, the County covenants to appropriate in its annual budget in each Fiscal Year, by amendment if necessary, Non-Ad Valorem Revenues in amounts sufficient to pay the principal of, redemption premium, if any, and interest on the Bonds, as the same become due (whether by redemption, at maturity or otherwise), and, if applicable, to restore any deficiency in the Debt Service Reserve Account created and established under the Resolution for the Bonds. This Bond is not secured by the Debt Service Reserve Account.

The Resolution provides that notwithstanding the foregoing covenant of the County, the County does not covenant to maintain any services or programs, now provided or maintained by the County, which generate Non-Ad Valorem Revenues other than such services or programs which are essential public purposes affecting the health, welfare and safety of the inhabitants of the County. The Resolution further provides that to the extent that the County is in compliance with the foregoing covenant and Section 10(e) of Article III of the Resolution, the obligations of the County contained in the Resolution shall not be construed as a limitation on the ability of the County to pledge or covenant with respect to the Non-Ad Valorem Revenues for other indebtedness or other legally permissible purposes.

Such covenant to budget and appropriate Non-Ad Valorem Revenues is not a pledge by the County of such Non-Ad Valorem Revenues and is subject in all respects to the payment of obligations secured by a pledge of such Non-Ad Valorem Revenues heretofore or hereinafter entered into, including the payment of debt service on bonds or other obligations. Such covenant to budget and appropriate is subject to the provisions of Section 129.07, Florida Statutes, which makes it unlawful for the County to expend moneys not appropriated and in excess of the County's current budgeted revenues. Such covenant does not require the County to levy and collect any particular source of Non-Ad Valorem Revenues nor to maintain or increase any regulatory fees or user charges with respect to any particular source of Non-Ad Valorem Revenues. Such covenant does not give the Paying Agent a prior claim on such Non-Ad Valorem Revenues as opposed to claims of general creditors of the County until such time as a deposit of such Non-Ad Valorem Revenues is made into the Sinking Fund or other fund created under the Resolution for the Bonds.

"Pledged Revenues" means: (i) moneys budgeted and appropriated by the County, and deposited into the Sinking Fund or any other Fund established under the Resolution, from Non-Ad Valorem Revenues (until deposited into the Sinking fund in the manner and at the time specified in the Resolution such moneys do not constitute Pledged Revenues); (ii) any proceeds of Bonds originally deposited with the County and all moneys deposited and held from time to time by the County in the funds (other than the Rebate Fund and Cost of Issuance Fund) and accounts established pursuant to the Resolution; (iii) investment income received by the County in the funds (other than the Rebate Fund and Cost of Issuance Fund) and accounts established pursuant to the Resolution; and (iv) any other moneys received by the Paying Agent in connection with repayment of the Bonds.

"Non-Ad Valorem Revenues" means legally available revenues of the County derived from any source whatever other than ad valorem taxation on real and personal property, which are legally available for payment by the County of Debt Service on the Bonds, including, after the payment from the sources of Non-Ad Valorem Revenues pledged thereto of the principal of and interest on any obligations of the County hereafter issued which have a prior pledge on any source of the Non-Ad Valorem Revenues; provided however that for the purpose of the anti-dilution test set forth in of the Resolution, "Non-Ad Valorem Revenues" means all legally available revenues of the County derived from any source whatever other than ad valorem taxation on real and personal property which are legally available for payment by the County of Non-Self-Supporting Debt.

The original Registered Owner, and each successive Registered Owner of this Bond shall be conclusively deemed to have agreed and consented to the terms and conditions of the Resolution and this Bond, including the following:

(1) The Registrar shall maintain the books of the County for the registration of this Bond as provided in the Resolution. Notwithstanding anything to the contrary in the Resolution, the initial Registered Owner may not participate the obligations evidenced hereby. Further, notwithstanding anything to the contrary in the Resolution, this Bond may only be transferred or assigned in whole, but not in part, subject to the prior written consent of the County, which consent shall not be unreasonably withheld provided that the proposed transferee or assignee delivers to the County an investment certificate in form and substance identical to that delivered to the County by the initial Registered Owner hereof.

(2) The County, the Paying Agent and the Registrar shall deem and treat the person in whose name any Bond shall be registered upon the books kept by the Registrar as the absolute owner of such Bond, whether such Bond shall be overdue or not, for the purpose of receiving payment of, or on account of, the principal of and interest on such Bond as the same becomes due, and for all other purposes. All such payments so made to any such Registered Owner or upon his order shall be valid and effectual to satisfy and discharge the liability upon such Bond to the extent of the sum or sums so paid, and neither the County, the Paying Agent, nor the Registrar shall be affected by any notice to the contrary.

(3) If less than all of this Bond is redeemed or defeased, the County shall execute and the Registrar shall authenticate and deliver, upon the surrender of this Bond, without charge to the Bondholder, for the unpaid balance of the principal amount of this Bond so surrendered, a registered Bond in the appropriate Authorized Denomination and interest rate.

THE COUNTY, BY EXECUTION HEREOF, AND THE REGISTERED OWNER, BY ACCEPTANCE HEREOF, MUTUALLY AND WILLINGLY WAIVE THE RIGHT TO A TRIAL BY JURY OF ANY AND ALL CLAIMS MADE BETWEEN THEM WHETHER NOW EXISTING OR ARISING IN THE FUTURE, INCLUDING, WITHOUT LIMITATION, ANY AND ALL CLAIMS, AND INTERVENOR'S CLAIMS WHETHER ARISING FROM OR RELATED TO THE NEGOTIATION, EXECUTION, AND PERFORMANCE OF THE TRANSACTIONS TO WHICH THIS BOND RELATES.

It is hereby certified and recited that all acts, conditions and things required to exist, to happen, and to be performed, precedent to and in the issuance of this Bond exist, have happened and have been performed in regular and due form and time as required by the Laws and Constitution of the State of Florida applicable thereto, and that the issuance of this Bond is in full compliance with all constitutional or statutory limitations or provisions.

IN WITNESS WHEREOF, Palm Beach County, Florida, has issued this Bond and has caused the same to be executed by the manual signature of its Chair and the official seal of the County to be affixed hereto or lithographed or imprinted or reproduced hereon, and attested by the manual signature of the Chief Deputy Clerk, all as of the Dated Date.




PALM BEACH COUNTY, FLORIDA

By: 

Chair of the Board of County
Commissioners

ATTEST:


Chief Deputy Clerk of the Circuit Court
and Ex-Officio Clerk of the
Board of County Commissioners
of Palm Beach County, Florida
Chief Deputy Clerk

PRINCIPAL PAYMENT SCHEDULE


<u>Date</u>	<u>Principal</u>
11/01/2005	\$2,442,752.00
11/01/2006	2,442,752.00
11/01/2007	2,442,752.00
11/01/2008	2,442,752.00
11/01/2009	2,442,752.00
11/01/2010	2,442,751.00
11/01/2011	2,442,751.00
11/01/2012	2,442,751.00
11/01/2013	2,442,751.00
11/01/2014	2,442,751.00

**CERTIFICATE OF DEBT MANAGER REGARDING ISSUANCE OF
ADDITIONAL BONDS PAYABLE FROM THE COUNTY'S COVENANT
TO BUDGET AND APPROPRIATE NON-AD VALOREM REVENUES**

On this day, Palm Beach County, Florida (the "County") is issuing its \$24,427,515 Taxable Public Improvement Revenue Bonds, Series 2004B (Biomedical Research Park Project) (the "Bonds") pursuant to the provisions of Resolution No. R-2004-0147 adopted by the Board of County Commissioners of the County (the "Board") on January 27, 2004, as supplemented by Resolution No. R-2004-2240 adopted by the Board on October 26, 2004 (collectively, the "Resolution"). The certification set forth herein is required to be made as a condition to the issuance of the Bonds by resolutions of the County previously adopted by the County with respect to its outstanding Non-Self-Supporting Debt. Any capitalized term used in this certificate and not otherwise defined herein shall have the meaning ascribed to such term in the Resolution.

Accordingly, I, John Long, Debt Manager of Palm Beach County, Florida (the "County"), HEREBY CERTIFY that following the issuance of the Bonds, (i) the total amount of Non-Ad Valorem Revenues (based on the most recent Fiscal Year) will be greater than 2.00 times the Maximum Debt Service, (ii) the total amount of Non-Ad Valorem Revenues in each Fiscal Year in which the Bonds are Outstanding (based on reasonable projections of the County) will be greater than 2.00 times the Non-Self-Supporting Debt Service in each such Fiscal Year; and (iii) the aggregate principal amount of Non-Self Supporting Debt bearing a variable interest rate will not exceed twenty-five percent (25%) of the aggregate principal amount of Non-Self-Supporting Debt. For purposes of subsection (ii) hereof, "Non-Ad Valorem Revenues" shall having the meaning set forth in the Bond Resolution as being the definition of "Non-Ad Valorem Revenues" for purposes of Article III, Section 10(e) of the Resolution. For purposes hereof, the interest rate on obligations bearing a variable interest rate shall be calculated at the higher of (a) twelve percent (12%) per annum or (b) the average yield to par call set forth in the Bond Buyer Municipal Bond Index (the "Bond Buyer 40") on the date of calculation.

IN WITNESS WHEREOF, I have hereunto set my hand this 28th day of October, 2004.



John Long
Debt Manager
of Palm Beach County, Florida

DISCLOSURE AND TRUTH IN BONDING STATEMENT

Palm Beach County, Florida
West Palm Beach, Florida

Re: \$24,427,515 Palm Beach County, Florida, Taxable Public Improvement
Revenue Bonds, Series 2004B (Biomedical Research Park Project)

Ladies and Gentlemen:

In connection with the proposed issuance of the above-captioned Bonds, Bank of America, N.A. (the "Bank") has agreed to purchase the Bonds.

The purpose of this letter is to furnish pursuant to the provisions of Sections 218.385(2) and (6), Florida Statutes, as amended, certain information in respect to the arrangement contemplated for the purchase and sale of the Bonds as follows:

(a) An itemized list setting forth the nature and estimated amounts of expenses to be incurred by the Bank in connection with the issuance of the Bonds is set forth below:

Moyle, Flanigan, Katz, Raymond & Sheehan, P.A.,
Bank's Counsel: \$2,500.00

None of such fees and expenses are being charged to the County as part of the underwriting spread, if any, set forth in paragraph (c) below.

(b) No "finder" as that term is defined in Section 218.386, Florida Statutes, as amended, has entered into an understanding with the Bank, or to the knowledge of the Bank, with the County, for any paid or promised compensation or valuable consideration directly or indirectly, expressly or implied, to act solely as an intermediary between the County and the Bank or to exercise or attempt to exercise any influence to effect any transaction in the purchase of the Bonds.

(c) The underwriting spread to be paid by the County will be:

\$0.00

(d) No other fee, bonus or other compensation is estimated to be paid by the Bank in connection with the issuance of the Bonds to any person not regularly employed or retained by the Bank (including any "finder," as defined in Section 281.386(1)(a),

Florida Statutes, as amended), except as specifically enumerated as expenses to be incurred and paid by the Bank as set forth in paragraph (a) above.

(e) Truth-in-Bonding Statement – The Bank provides the following statements solely for purposes of Section 218.385, Florida Statutes: County is proposing to issue the Bonds (i) to pay the principal of and interest on the County's \$22,330,925 Taxable Public Improvement Revenue Bond Anticipation Notes (Biomedical Research Park Project), Series 2004C; (ii) to pay or reimburse the County for paying certain preliminary expenses related to the Biomedical Research Park Project that are allocable to the taxable portion of the Project; (iii) to pay all costs necessary or incidental to the foregoing; and (iv) pay the costs of issuance of the Bonds. The Bonds are expected to be repaid in 10 annual installments of principal, commencing on November 1, 2005 and semi-annual installments of interest, commencing on May 1, 2005, in each case through final maturity on November 1, 2014, subject to earlier redemption. The total interest paid over the life of the Bonds is estimated to be \$2,677,642.14 (assuming an interest rate per annum of 1.99%).

The source of repayment or security for the Bonds is limited solely to the Pledged Revenues as such term is defined in Resolution No. R-2004-0147 of the County adopted on January 27, 2004, as supplemented by a resolution of the County adopted on October 26, 2004. The authorization of this debt or obligation will result in approximately \$27,105,157.14 of Pledged Revenues not being available to the County to finance other projects of the County each year for approximately 10 years (assuming an interest rate per annum of 1.99%).

(f) The name and address of the Bank is set forth below:


Bank of America, N.A.
625 North Flagler Drive, 10th Floor
West Palm Beach, Florida 33401

We understand that the county does not require any further disclosure from the Bank, pursuant to Section 218.385(6), Florida Statutes, as amended.

Dated this 28th day of October, 2004.

Yours very truly,

BANK OF AMERICA, N.A.

By: 
Title: SVP