

**CERTIFICATE AS TO EFFECTIVENESS OF AMENDMENTS  
TO SPECIAL REVENUE BOND ORDINANCE**

Ordinance 2012-620-E (the "Amendatory Ordinance") provides certain amendments to the City's Special Revenue Bond Ordinance 2006-888-E (the "Bond Ordinance") which only become effective upon the consent of the holders of not less than a majority of the principal amount of Special Revenue Bonds outstanding. Capitalized terms not otherwise defined herein shall have the meanings set forth in the Bond Ordinance.

As of June 1, 2017, the City has \$930,590,000 in aggregate amount of Special Revenue Bonds outstanding under the Bond Ordinance and the holders of \$550,185,000 in aggregate amount of Special Revenue Bonds have deemed to have consented to and approved the amendments set forth in the Amendatory Ordinance. There are no Insurers of the Bonds.

Pursuant to Section 11 of the Amendatory Ordinance, the amendments to the Bond Ordinance set forth in the Amendatory Ordinance shall become effective upon delivery to the Issuer and the Deputy Registrar and Paying Agent of a certificate signed by the Corporation Secretary, upon the advice of Bond Counsel and the Issuer's financial advisor, indicating that the Holders of not less than a majority of the principal amount of Bonds then Outstanding and the Insurer of any Bonds which are then Outstanding have been deemed to have consented to and approved the amendments set forth therein.

Accordingly, upon the advice of Bond Counsel and the Issuer's financial advisor, the undersigned Corporation Secretary hereby declares the amendments set forth in the Amendatory Ordinance to be effective as of the date hereof.

By: James R. Mc Cain  
Corporation Secretary

Date: 6/20/17



Introduced by the Council President at the request of the Mayor:

**ORDINANCE 2012-620-E**

AN ORDINANCE SUPPLEMENTING AND AMENDING THE CITY'S SPECIAL REVENUE BOND ORDINANCE 2006-888-E PROVIDING CERTAIN AMENDMENTS THAT WILL ONLY BECOME EFFECTIVE UPON THE CONSENT OF THE HOLDERS OF NOT LESS THAN A MAJORITY OF THE PRINCIPAL AMOUNT OF SPECIAL REVENUE BONDS OUTSTANDING; PROVIDING AUTHORITY FOR THIS ORDINANCE; PROVIDING FOR CERTAIN DEFINITIONS; MAKING CERTAIN FINDINGS; PROVIDING FOR THE MODIFICATION OF THE CALCULATION OF THE CERTIFIED INTEREST RATE; PROVIDING FOR THE DEFINITION OF SUPPLEMENTAL REVENUES; PROVIDING FOR THE MODIFICATION OF THE ANTI-DILUTION TEST; PROVIDING A PROCEDURE FOR EVIDENCING CONSENT AND APPROVAL OF BONDHOLDERS; PROVIDING FOR THE PROVISION OF NOTICE; PROVIDING FOR THE SEVERABILITY OF INVALID PROVISIONS; PROVIDING A REPEALING CLAUSE; AUTHORIZING THE CORPORATION SECRETARY TO PROVIDE NOTICE TO BONDHOLDERS UPON THE EFFECTIVE DATE OF SUCH AMENDMENTS; AND PROVIDING AN EFFECTIVE DATE.

**BE IT ORDAINED** by the Council of the City of Jacksonville:

**Section 1. Authority for This Ordinance.** This Ordinance is enacted pursuant to the provisions of Chapter 92-341, Laws of Florida, Special Acts of 1992, as amended and supplemented (the

1 Charter of the City), Chapters 125 and 166, Florida Statutes, as  
2 amended, Article VIII, Section 2, Constitution of the State of  
3 Florida, and other applicable provisions of law (hereinafter  
4 collectively referred to as the "Act") and Ordinance No. 2006-888-E  
5 of the City (the "Special Revenue Bond Ordinance").

6 **Section 2. Definitions.** Capitalized terms not otherwise  
7 defined herein, shall have the meanings set forth in the Special  
8 Revenue Bond Ordinance, as amended and supplemented (the "Bond  
9 Ordinance"). Words importing singular number shall include the  
10 plural number in each case and vice versa, and words importing  
11 persons shall include firms and corporations.

12 **Section 3. Findings.** It is hereby ascertained, determined  
13 and declared that:

14 (a) The Issuer has previously issued Bonds under the Bond  
15 Ordinance of which \$685,462,000 in aggregate principal amount is  
16 currently Outstanding.

17 (b) The Issuer hereby determines that, after extensive study  
18 and investigation in consultation with the Issuer's financial  
19 advisor, the amendments set forth herein supplementing and amending  
20 the Special Revenue Bond Ordinance are necessary and desirable in  
21 order to, among other things, eliminate inefficiencies associated  
22 with multiple credit structures and to facilitate efficient debt  
23 management.

24 (c) Pursuant to Section 14.02 of the Special Revenue Bond  
25 Ordinance, the amendments set forth herein shall not take effect  
26 until the Holders of not less than a majority of the principal  
27 amount of Bonds then Outstanding and the Insurer of any Bonds which  
28 are then Outstanding shall have consented to and approved the  
29 adoption thereof as provided herein.

30 **Section 4. Amendment to Definition of Certified Interest**  
31 **Rate.** The definition of Certified Interest Rate set forth in

1 Section 2.01 of the Special Revenue Bond Ordinance is hereby  
2 amended and restated in its entirety to read as follows:

3 "Certified Interest Rate" shall mean the rate of interest, not  
4 greater than the maximum amount permitted by law or the applicable  
5 agreement, determined by ~~an investment banking or~~ the Issuer's  
6 ~~financial advisory firm selected by the Issuer~~ advisor to be: (i) in  
7 the case of Variable Rate Debt, ~~as the rate of interest such~~  
8 ~~Variable Rate Debt would bear if, assuming the same maturity date,~~  
9 ~~terms and provisions (other than interest rate, optional redemption~~  
10 ~~and tender rights) as the Variable Rate Debt of such maturity, such~~  
11 ~~Variable Rate Debt were issued at a fixed interest rate and sold at~~  
12 ~~par~~ higher of (a) the actual rate on the date of calculation, (b) if  
13 the indebtedness has been outstanding for at least 12 months, the  
14 average rate for the 12-months immediately preceding the  
15 calculation date, or (c) if tax exempt, the most recently published  
16 Bond Buyer "Revenue Bond Index" or, if the Bond Buyer "Revenue Bond  
17 Index" is no longer published, an equivalent successor index  
18 selected by the Issuer or the Issuer's financial advisor, or if  
19 taxable, the yield on direct U.S. Treasury Obligations with  
20 comparable maturities, and (ii) in the case of Designated Maturity  
21 Debt and Commercial Paper Obligations, ~~as the rate such Designated~~  
22 ~~Maturity Debt or Commercial Paper Obligations would bear if,~~  
23 ~~assuming the amortization thereof as provided in the Amortization~~  
24 ~~Certificate, such Designated Maturity Debt or Commercial Paper~~  
25 ~~Obligations were issued at a fixed rate and sold at par~~ if tax-  
26 exempt, the most recently published Bond Buyer "Revenue Bond Index"  
27 or, if the Bond Buyer "Revenue Bond Index" is no longer published,  
28 an equivalent successor index selected by the Issuer or the  
29 Issuer's financial advisor, at the time of pricing, or if taxable,  
30 the yield on direct 10-year U.S. Treasury Obligations plus 1.0%,  
31 except for the final scheduled maturity wherein the actual rate

1 will be applied whether tax-exempt or taxable.

2       **Section 5.       Addition of Definition of Supplemental**  
3 **Revenues.** Section 2.01 of the Special Revenue Bond Ordinance is  
4 hereby amended to add the following definition of "Supplemental  
5 Revenues."

6               "Supplemental Revenues" shall mean (i) any revenues other  
7 than Covenant Revenues that are available for, and have been  
8 pledged to, the payment of debt service with respect to one or  
9 more Series of Bonds Outstanding hereunder or outstanding Non-  
10 Self Sufficient Debt, and (ii) reasonably projected receipts  
11 of any new source of Covenant Revenues that have been levied  
12 to the extent not fully reflected in the most recent audited  
13 financial statements.

14       **Section 6.       Amendment to Section 11.02 of Special Revenue**  
15 **Bond Ordinance Regarding Anti-Dilution Test.** Section 11.02 of the  
16 Special Revenue Bond Ordinance is hereby amended and restated in  
17 its entirety to read as follows:

18               **"Section 11.02.   Anti-Dilution Test.** The Issuer ~~shall~~  
19 covenants and agrees that it will not issue any Non-Self  
20 Sufficient Debt unless there shall be filed with the Issuer a  
21 ~~report~~ certificate by the Chief Financial Officer of the  
22 Issuer ~~projecting that for each of the three Fiscal Years~~  
23 ~~following the Fiscal Year in which, such Non Self Sufficient~~  
24 ~~Debt is issued, the following two tests will be met:~~ that as  
25 of the sale date of such additional Non-Self Sufficient Debt,  
26 the total amount of Covenant Revenues based on the most recent  
27 Fiscal Year for which audited financial statements are  
28 available, plus any applicable Supplemental Revenues, will be  
29 equal to or greater than 2.00 times the Maximum Annual Debt  
30 Service with respect to (i) all Non-Self Sufficient Debt then

1 outstanding and (ii) the Non-Self Sufficient Debt proposed to  
2 be issued.

3 ~~(a) (i) If the year in which the Maximum Annual Debt~~  
4 ~~Service on Non Self Sufficient Debt occurs is more than six~~  
5 ~~(6) years from the date of calculation, the Maximum Annual~~  
6 ~~Debt Service with respect to all Non Self Sufficient Debt then~~  
7 ~~Outstanding and the Non Self Sufficient Debt proposed to be~~  
8 ~~issued will not exceed 45% of the Covenant Revenues for each~~  
9 ~~such Fiscal Year forecasted by the Issuer; or (ii) if the year~~  
10 ~~in which the Maximum Annual Debt Service with respect to Non~~  
11 ~~Self Sufficient Debt occurs is less than six (6) years from~~  
12 ~~the date of calculation, the Maximum Annual Debt Service with~~  
13 ~~respect to all Non Self Sufficient Debt then Outstanding and~~  
14 ~~the Non Self Sufficient Debt proposed to be issued will not~~  
15 ~~exceed 35% of the Covenant Revenues for each such Fiscal Year~~  
16 ~~forecast by the Issuer; and~~

17 ~~(b) The higher of (i) the Annual Average Debt Service~~  
18 ~~Requirement with respect to all Non Self Sufficient Debt then~~  
19 ~~Outstanding and the Non Self Sufficient Debt proposed to be~~  
20 ~~issued, or (ii) the aggregate annual debt service with respect~~  
21 ~~to all such Non Self Sufficient Debt then Outstanding~~  
22 ~~including the Non Self Sufficient Debt proposed to be issued~~  
23 ~~for the Fiscal Year following the year in which the~~  
24 ~~calculation is made, will not exceed 35% of the Covenant~~  
25 ~~Revenues for each such Fiscal Year forecasted by the Issuer."~~

26 **Section 7. Procedure for Evidencing Consent and Approval**  
27 **of Bondholders.** The Issuer may evidence the consent and approval  
28 of Holders to the amendments set forth herein by means of (i)  
29 written consents and approvals executed by Holders, (ii)  
30 constructive consent obtained by disclosing the amendments set  
31 forth herein in the offering documents for Additional Bonds and

1 deeming purchasers to have consented to and approved the amendments  
2 as evidenced by their purchase of such Additional Bonds, or (iii)  
3 any other method acceptable to the Issuer and approved by Bond  
4 Counsel.

5       **Section 8.       Provision of Notice.** Upon receipt of the  
6 certificate of the Corporation Secretary provided in Section 11  
7 below, the Deputy Registrar and Paying Agent shall provide notice  
8 to the Holders by posting a notice with the Municipal Securities  
9 Rulemaking Board's Electronic Municipal Market Access Program or  
10 its equivalent successor, if any.

11       **Section 9.       Severability of Invalid Provision.** If any one  
12 or more of the covenants, agreements or provisions herein contained  
13 shall be held contrary to any express provisions of law or contrary  
14 to the policy of express law, though not expressly prohibited, or  
15 against public policy, or shall for any reason whatsoever be held  
16 invalid, then such covenants, agreements or provisions shall be  
17 null and void and shall be deemed separable from the remaining  
18 covenants, agreements or provisions and shall in no way affect the  
19 validity of any of the other provisions hereof or of the Series  
20 2012 Bonds issued hereunder.

21       **Section 10.       Repealing Clause.** All ordinances, resolutions  
22 or parts thereof of the City in conflict with the provisions herein  
23 contained, to the extent of such conflict, are hereby superseded  
24 and repealed.

25       **Section 11.       Effective Date of Amendments.** The amendments  
26 to the Special Revenue Bond Ordinance set forth in Sections 4, 5  
27 and 6 of this Ordinance shall become effective upon delivery to the  
28 Issuer and the Deputy Registrar and Paying Agent of a certificate  
29 signed by the Corporation Secretary, upon the advice of Bond  
30 Counsel and the Issuer's financial advisor, indicating that the  
31 Holders of not less than a majority of the principal amount of

1 Bonds then Outstanding and the Insurer of any Bonds which are then  
2 Outstanding have been deemed to have consented to and approved the  
3 amendments set forth herein.

4       **Section 12.       Effective Date.**   This Ordinance shall become  
5 effective upon signature by the Mayor or upon becoming effective  
6 without the Mayor's signature.

7  
8 Form Approved:

9  
10             /s/   Gayle Petrie       

11 Deputy General Counsel

12 Legislation Prepared by:   Greenberg Traurig, P.A.

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