

RESOLUTION NO. 2173-16

A RESOLUTION OF THE CITY COMMISSION OF THE CITY OF WINTER PARK, FLORIDA, SUPPLEMENTING ORDINANCE NO. 3031-16; AUTHORIZING THE ISSUANCE IN AN AGGREGATE PRINCIPAL AMOUNT OF NOT TO EXCEED \$21,000,000 ELECTRIC REFUNDING REVENUE BONDS, SERIES 2016 OF THE CITY FOR THE PURPOSE OF REFUNDING A PORTION OF THE CITY'S OUTSTANDING ELECTRIC REFUNDING AND IMPROVEMENT REVENUE BONDS, SERIES 2007 AND TO PAY THE COSTS THEREOF; PROVIDING FOR THE PAYMENT OF SUCH BONDS FROM THE NET REVENUES DERIVED FROM THE ELECTRIC SYSTEM OF THE CITY; AUTHORIZING THE AWARDED OF SAID BONDS PURSUANT TO A PUBLIC BID; DELEGATING CERTAIN AUTHORITY FOR THE AWARD OF THE BONDS, AND THE APPROVAL OF THE TERMS AND DETAILS OF SAID BONDS; AUTHORIZING THE PUBLICATION OF A NOTICE OF SALE FOR THE BONDS OR A SUMMARY THEREOF; APPOINTING THE PAYING AGENT AND BOND REGISTRAR FOR SAID BONDS; AUTHORIZING THE DISTRIBUTION OF A PRELIMINARY OFFICIAL STATEMENT AND THE EXECUTION AND DELIVERY OF AN OFFICIAL STATEMENT WITH RESPECT TO SUCH BONDS; AUTHORIZING THE EXECUTION AND DELIVERY OF AN ESCROW DEPOSIT AGREEMENT AND THE APPOINTMENT OF AN ESCROW AGENT THERETO; AUTHORIZING THE CITY'S FINANCIAL ADVISOR TO STRUCTURE AND SOLICIT BIDS TO PURCHASE FEDERAL SECURITIES TO BE DEPOSITED INTO THE ESCROW FUND CREATED UNDER THE ESCROW DEPOSIT AGREEMENT; AUTHORIZING THE EXECUTION AND DELIVERY OF A CONTINUING DISCLOSURE CERTIFICATE; AUTHORIZING THE APPOINTMENT OF A VERIFICATION AGENT IN CONNECTION WITH THE REFUNDING OF THE SERIES 2007 BONDS; MAKING CERTAIN OTHER COVENANTS AND AGREEMENTS IN CONNECTION THEREWITH; AND PROVIDING FOR AN EFFECTIVE DATE.

WHEREAS, the City of Winter Park, Florida (the "City") previously issued its Electric Refunding and Improvement Revenue Bonds, Series 2007 (the "2007 Bonds"); and

WHEREAS, the City Commission of the City (the "City Commission") has determined that it is necessary and desirable and in the best interest of the inhabitants of the City to refund a portion of the outstanding principal amount of the 2007 Bonds maturing on or after October 1, 2018 (such refunded portion, the "Refunded Bonds"); and

WHEREAS, amounts due under the Bonds (as hereinafter defined) will be evidenced by the issuance by the City of its City of Winter Park, Florida Electric Refunding Revenue Bonds, Series 2016 (the "Series 2016 Bonds"); and

WHEREAS, the debt service on the Series 2016 Bonds shall be payable solely from and secured by the Net Revenues derived from the electric system of the City (the "Pledged Revenues") on a parity with the City's outstanding Electric Revenue Bonds, Series 2005A, Electric Refunding and Improvement Revenue Bonds, Series 2007 that remain outstanding upon the issuance of the Series 2016 Bonds, Electric Revenue Bonds, Series 2009A, Electric Revenue Bonds, Series 2009B, Electric Revenue Bonds, Series 2010, Electric Refunding Revenue Bond, Series 2014 and Electric Refunding Revenue Bond, Series 2014A (collectively, the "Parity Bonds"); and

WHEREAS, capitalized terms used herein and not otherwise defined shall have the meanings given to such terms in the Original Resolution (as hereinafter defined); and

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COMMISSION OF THE CITY OF WINTER PARK, FLORIDA:

SECTION 1. AUTHORITY FOR THIS RESOLUTION. This Resolution is adopted pursuant to the provisions of Chapter 166, Parts I and II, Florida Statutes, as amended; Chapter 86, Article III, of the Code of Ordinances of the City, Resolution No. 1898-05 adopted by the City on May 9, 2005 (the "Original Resolution"), Ordinance No. 3031-16 enacted by the City on March 14, 2016, Resolution No. 2173-16 adopted by the City on March 28, 2016; and other applicable provisions of law.

SECTION 2. DEFINITIONS. Capitalized terms used herein and not otherwise defined shall have the meanings given to such terms in the Original Resolution. The following terms used in this Resolution shall have the following meanings:

"Authorized Officer" shall mean the City Manager or the Finance Director of the City, or their designees, or with respect to the Bond Registrar, shall mean any officer authorized by the bylaws or other official action of the Bond Registrar to perform the applicable function or services.

"Escrow Agent" shall mean The Bank of New York Mellon Trust Company, N.A., or its successors or assigns.

"Escrow Deposit Agreement" shall mean the Escrow Deposit Agreement to be executed by the City and the Escrow Agent in connection with the refunding of the Refunded Bonds, the form of which is attached hereto as Exhibit D.

"Interest Date" shall mean each April 1 and October 1, commencing October 1, 2016 or such other date as determined by the Mayor.

“Official Notice of Sale” shall mean the Official Notice of Sale as described in Section 5 hereof, the form of which is attached hereto as Exhibit A.

“Summary Notice of Sale” shall mean a summary of the Official Notice of Sale as described in Section 5 hereof, the form of which is attached hereto as Exhibit A.

SECTION 3. FINDINGS. It is hereby found, ascertained, determined and declared that:

A. The WHEREAS clauses recited above are hereby incorporated herein as a part of this Resolution.

B. The City owns, operates and maintains the System and derives and will continue to derive Net Revenues from revenues, income or earnings from or attributable to its ownership and operation of the System. Such Net Revenues are not now pledged or encumbered in any manner except to the payment from such Net Revenues of the Parity Bonds.

C. Section 9.03U of the Original Resolution provides for the issuance of Additional Parity Bonds under the terms, limitations and conditions provided therein. The City will comply with such terms, limitations and conditions, on or prior to the date of delivery of the Series 2016 Bonds, and is therefore legally entitled to issue the Series 2016 Bonds as Additional Parity Bonds within the authorization contained in the Original Resolution.

D. The estimated Net Revenues will be sufficient to pay all principal of and interest on the Series 2016 Bonds and the Parity Bonds, as the same become due, and to make all sinking fund, reserve, if any, or other payments required by this Resolution and the Original Resolution.

E. It is in the public interest and a valid and proper public purpose to refund the Refunded Bonds.

F. The Pledged Revenues shall be used to pay principal of and interest on the Series 2016 Bonds and the Parity Bonds and any other amounts due hereunder and under the Original Resolution.

G. A portion of the proceeds derived from the sale of the Series 2016 Bonds, together with other legally available moneys, if any, of the City, shall be deposited to a special escrow deposit fund to purchase Federal Securities which shall be sufficient, together with the investment earnings therefrom and a cash deposit, if any, to pay the Refunded Bonds as the same become due and payable or are redeemed prior to maturity, all as provided herein and in the Escrow Agreement.

H. Upon the advice of Public Financial Management, Inc. the City’s Financial Advisor (the “Financial Advisor”) and in light of the current interest rate market, the City

deems it to be in its best interest to issue the Series 2016 Bonds for the purposes described herein.

I. In accordance with Section 218.385, Florida Statutes, and pursuant to this Resolution, the Series 2016 Bonds shall be advertised for competitive bids pursuant to the Official Notice of Sale, the form of which is attached hereto as Exhibit A.

J. Pursuant to the Official Notice of Sale, competitive bids for the purchase of the Series 2016 Bonds received in accordance with the Official Notice of Sale on or prior to 11:00 a.m., Eastern standard time, on the date as provided in the Official Notice of Sale, or such other date or time as is determined by the Mayor and the City Manager in accordance with the terms and provisions hereof and of the Official Notice of Sale, shall be publicly opened and announced.

K. It is desirable for the City to be able to advertise and award the Series 2016 Bonds at the most advantageous time and date instead of restricting the sale and award to the date of a particular meeting of the City Commission; and, accordingly, the City hereby determines to delegate the advertising and awarding of the Series 2016 Bonds to the Mayor and the City Manager within the parameters described herein.

L. It is necessary and appropriate that the City determine certain parameters for the terms and details of the Series 2016 Bonds and to delegate certain authority to the Mayor and the City Manager for the award of the Series 2016 Bonds and the approval of the terms of the Series 2016 Bonds in accordance with the provisions hereof and of the Official Notice of Sale.

M. In the event Bond Counsel shall determine that the Series 2016 Bonds have not been awarded competitively in accordance with the provisions of Section 218.385, Florida Statutes, the City shall adopt such resolutions and make such findings as shall be necessary to authorize and ratify a negotiated sale of the Series 2016 Bonds in accordance with said Section 218.385.

SECTION 4. RESOLUTION TO CONSTITUTE A CONTRACT. In consideration of the purchase and acceptance of any or all of the Series 2016 Bonds by those who shall hold the same from time to time, the provisions of this Resolution and the Original Bond Resolution shall be a part of the contract of the City with the Holders of the Series 2016 Bonds, and shall be deemed to be and shall constitute a contract between the City and the Holders from time to time of the Series 2016 Bonds. The pledge made in the Resolution and the Original Bond Resolution and the provisions, covenants and agreements herein set forth to be performed by or on behalf of the City shall be for the equal benefit, protection and security of the Holders of any and all of said Series 2016 Bonds but only in accordance with the terms hereof and thereof. All of the Series 2016 Bonds, regardless of the time or times of their issuance or maturity, shall be of equal rank without preference, priority or distinction of any of the Series 2016 Bonds over any other thereof except as expressly provided in or pursuant to this Resolution or the Original Bond Resolution.

SECTION 5. AUTHORIZATION OF THE BONDS. (A) There is hereby authorized to be issued the "City of Winter Park, Florida Electric Refunding Revenue Bonds, Series 2016," (the "Series 2016 Bonds") in one or more series as shall be designated by the City, in an aggregate principal amount not to exceed Twenty-One Million Dollars (\$21,000,000). The Mayor shall determine the aggregate principal amount of the Series 2016 Bonds prior to their issuance in accordance with the Official Notice of Sale provided such principal amount does not exceed \$21,000,000. The Series 2016 Bonds are issued for the principal purposes of refunding the Refunded Bonds and paying certain costs of issuance incurred with respect to the Series 2016 Bonds, including but not limited to, certain costs incurred in connection with funding the escrow fund as provided in the Escrow Deposit Agreement.

The Series 2016 Bonds shall be dated as of their date of delivery (or such other date as the Mayor may determine), shall be numbered consecutively from one upward in order of maturity preceded by the letter "R", shall be issued in the form of fully registered Bonds in denominations of \$5,000 and any integral multiple thereof, shall be issued initially in book-entry only form of registration, shall bear interest from their date of delivery (or such other date as the Mayor may determine), payable semi-annually on each Interest Date, commencing on October 1, 2016 (or such other date as the Mayor may determine). The Series 2016 Bonds shall bear interest computed on the basis of a 360-day year consisting of twelve 30-day months.

(B) The City hereby delegates to the Mayor and the City Manager the authority to determine the terms of the Series 2016 Bonds, including, but not limited to, (i) the dated date, (ii) the principal amount and whether such Series 2016 Bonds are issued as serial or term Bonds, (iii) the maturity dates and amounts, (iv) the interest payment dates, (v) the Amortization Installments and other mandatory redemption features, if any, (vi) the sale date and the delivery date, (vii) whether to establish a reserve subaccount for the Series 2016 Bonds, and (viii) all other details of the Series 2016 Bonds, and to take such further action as shall be required for carrying out the purposes of this Resolution. The City hereby authorizes the newspaper publication of the Summary Notice of Sale pursuant to the requirements of law, and the distribution of the Official Notice of Sale based on the advice of the Financial Advisor. The award of the sale of the Series 2016 Bonds by the Mayor and the City Manager to underwriters by competitive sale is subject to satisfaction of the following criteria: (i) all applicable disclosure information required by Section 218.385, Florida Statutes, is provided by the purchasers, (ii) the aggregate principal amount of the Series 2016 Bonds does not exceed \$21,000,000, (iii) the final maturity of the Series 2016 Bonds is not later than October 1, 2037, and (iv) a net present value debt service savings of not less than 5% of Refunded Bonds par amount.

All actions of the Mayor and the City Manager taken pursuant to the authority delegated pursuant to this Section shall be evidenced by execution of acceptance of a winning bid which shall constitute complete evidence of the actions of the Mayor and the City Manager and shall constitute the action of the City.

SECTION 6. FORM OF BONDS. The text of the Series 2016 Bonds shall be in substantially the form as provided in the Original Resolution with such omissions, insertions and variations as may be necessary and/or desirable and approved by the Mayor prior to the issuance thereof, such approval shall be presumed by the Mayor's execution of the Series 2016 Bonds and the City's delivery of the Series 2016 Bonds to the purchasers thereof.

SECTION 7. LIMITED OBLIGATIONS. The Series 2016 Bonds, when delivered by the City pursuant to the terms of the Original Resolution and any resolution supplemental thereto as contemplated hereby shall not constitute general obligations or indebtedness of, or a pledge of the faith, credit or taxing power of, the City or of the State of Florida or any agency or political subdivision thereof, but are limited, special obligations of the City, the principal of, premium, if any, and interest on which are payable from the Net Revenues. Neither the City nor the State of Florida, or any agency or political subdivision thereof, will be obligated (i) to exercise its ad valorem taxing power or any other taxing power in any form on any real or personal property to pay the principal of, premium, if any, or interest on the Bonds, or other costs incident thereto, or (ii) to pay the same from any funds of the City except from the Net Revenues in the manner provided in the Original Resolution and any resolution supplemental thereto. The Series 2016 Bonds do not constitute a lien upon any other property of or in the City.

SECTION 8. USE OF PROCEEDS. The proceeds of the Series 2016 Bonds shall be used as follows:

(A) A sufficient amount of Series 2016 Bond proceeds, together with other legally available moneys of the City, if any, shall be deposited irrevocably in trust in an escrow deposit fund or funds established under the terms and provisions of the Escrow Agreement and, other than a cash deposit, shall be invested in Federal Securities in the manner set forth in the Escrow Agreement, which investments shall mature at such times and in such amounts as shall be sufficient, together with such cash deposit, to pay the principal of, premium, if applicable, and interest on the Refunded Bonds, as the same mature or are redeemed on their respective redemption dates.

(B) A sufficient amount of Series 2016 Bond proceeds shall be used to pay costs and expenses relating to the issuance of the Series 2016 Bonds.

SECTION 9. OFFICIAL NOTICE OF SALE AND SUMMARY NOTICE OF SALE. The form of the Official Notice of Sale and Summary Notice of Sale attached hereto as Exhibit A and the terms and provisions thereof are hereby authorized and approved. The Mayor and the City Manager are hereby authorized to make such changes, insertions and modifications as they shall deem necessary prior to the advertisement of such Official Notice of Sale or Summary Notice of Sale. The Mayor and the City Manager are hereby authorized to advertise and publish the Official Notice of Sale or the Summary Notice of Sale at such time as they shall deem necessary and appropriate, upon the advice of the Financial Advisor and Bond Counsel, to accomplish the competitive sale of the Series 2016 Bonds in accordance with applicable law.

SECTION 10. PRELIMINARY OFFICIAL STATEMENT; OFFICIAL STATEMENT. (A) The City hereby authorizes the distribution and use of the Preliminary Official Statement in substantially the form attached hereto as Exhibit B in connection with the offering of the Series 2016 Bonds for sale. If between the date hereof and the mailing of the Preliminary Official Statement, it is necessary to make insertions, modifications or changes in the Preliminary Official Statement, any Authorized Officer is hereby authorized to approve such insertions, changes and modifications. Any Authorized Officer is hereby authorized to deem the Preliminary Official Statement "final" within the meaning of Rule 15c2-12(b)(1) under the Securities Exchange Act of 1934 in the form as mailed. Execution of a certificate by an Authorized Officer deeming the Preliminary Official Statement "final" as described above shall be conclusive evidence of the approval of any insertions, changes or modifications.

(B) Subject in all respects to the satisfaction of the conditions set forth in Section 5 hereof, the Mayor, City Manager and the Finance Director are hereby authorized and directed to execute and deliver a final Official Statement, dated the date of the sale of the Series 2016 Bonds, which shall be in substantially the form of the Preliminary Official Statement relating to the Series 2016 Bonds, in the name and on behalf of the City, and thereupon to cause such Official Statement to be delivered to the Underwriter with such changes, amendments, modifications, omissions and additions as may be approved by the Mayor, the City Manager and the Finance Director. Said Official Statement, including any such changes, amendments, modifications, omissions and additions as approved by the Mayor, the City Manager and the Finance Director, and the information contained therein are hereby authorized to be used in connection with the sale of the Series 2016 Bonds to the public. Execution by the Mayor, the City Manager and the Finance Director of the Official Statement shall be deemed to be conclusive evidence of approval of such changes.

SECTION 11. APPROVAL OF CONTINUING DISCLOSURE CERTIFICATE. Notwithstanding the provisions of Section 11.08 of the Original Resolution, the City hereby authorizes the Mayor to execute the Continuing Disclosure Certificate. All of the provisions of the Continuing Disclosure Certificate when executed and delivered by the City as authorized herein shall be deemed to be a part of this Resolution as fully and to the same extent as if incorporated verbatim herein, and the Continuing Disclosure Certificate shall be in substantially the form attached hereto as Exhibit C, with such changes, amendments, modifications, omissions and additions, including the date of such Continuing Disclosure Certificate, as may be approved by the Mayor. Execution by the Mayor of the Continuing Disclosure Certificate shall be deemed to be conclusive evidence of the approval of such changes.

SECTION 12. APPROVAL OF ESCROW DEPOSIT AGREEMENT. The City hereby authorizes the Mayor to execute and the Clerk to attest the Escrow Deposit Agreement and to deliver the Escrow Deposit Agreement to The Bank of New York Mellon Trust Company, N.A. which is hereby appointed as Escrow Agent thereunder. All of the provisions of the Escrow Deposit Agreement when executed and delivered by the City as authorized herein and when duly authorized, executed and delivered by the Escrow Agent, shall be

deemed to be a part of this Resolution as fully and to the same extent as if incorporated verbatim herein, and the Escrow Deposit Agreement shall be in substantially the form attached hereto as Exhibit D, with such changes, amendments, modifications, omissions and additions, including the date of such Escrow Deposit Agreement, as may be approved by the Mayor. Execution by the Mayor of the Escrow Deposit Agreement shall be deemed to be conclusive evidence of the approval of such changes.

SECTION 13. APPOINTMENT OF PAYING AGENT AND BOND REGISTRAR, ESCROW AGENT AND VERIFICATION AGENT. Subject in all respects to the satisfaction of the conditions set forth in Section 2 hereof, The Bank of New York Mellon Trust Company, N.A. is hereby designated Bond Registrar and Paying Agent for the Series 2016 Bonds, The Bank of New York Mellon Trust Company, N.A. is hereby designated as Escrow Agent in connection with the refunding of the Refunded Bonds and Grant Thornton LLP is hereby designated as Verification Agent in connection with the refunding of the Refunded Bonds. The Mayor or any Authorized Officer is hereby authorized to enter into any agreement with the Paying Agent and Bond Registrar or the Verification Agent which may be necessary to effect the transactions contemplated by this Resolution.

SECTION 14. PURCHASE OF FEDERAL SECURITIES TO BE DEPOSITED INTO THE ESCROW FUND. The City hereby authorizes the Financial Advisor to structure and bid the escrow requirements in order to have sufficient funds to purchase Federal Securities to be deposited into the escrow fund established under the Escrow Deposit Agreement and used as described therein to advance refund the Refunded Bonds.

SECTION 15. BOND INSURANCE. If, in accordance with the provisions of the Official Notice of Sale, the winning bidder for the Series 2016 Bonds determines that any portion of the Series 2016 Bonds will be insured by a Bond Insurance Policy, the City hereby authorizes the payment of the principal of and interest on the Series 2016 Bonds to be insured pursuant to a Bond Insurance Policy (the "Bond Insurance Policy") to be issued by either Assured Guaranty Municipal Corp. ("AGM") or Build America Mutual Assurance Company ("BAM"). For purposes of this Resolution, if AGM or BAM is selected by the winning bidder to insure the Series 2016 Bonds, it shall constitute the "Insurer" of the Series 2016 Bonds. The Mayor is hereby authorized to execute such documents and instruments necessary to cause AGM or BAM to insure the Series 2016 Bonds and any actions previously taken by an Authorized Officer with respect to securing the commitments of AGM or BAM to issue the Bond Insurance Policy are hereby ratified and approved.

SECTION 16. APPLICATION OF PROVISIONS OF ORIGINAL RESOLUTION. Except as may be provided in the Original Resolution, the Series 2016 Bonds shall for all purposes be considered to be Additional Parity Bonds issued under the authority of the Original Resolution; and (b) shall be entitled to all the protection, security, rights and privileges enjoyed by the Parity Bonds.

SECTION 17. GENERAL AUTHORIZATION. The Mayor, Vice Mayor, City Manager, Finance Director and any member of the City Commission, the City Clerk and such other officials and employees of the City as may be designated by the City are each designated as agents of the City in connection with the issuance and delivery of the Series 2016 Bonds and are authorized and empowered, collectively or individually, to take all actions and steps and to execute all instruments, documents, and contracts on behalf of the City that are necessary or desirable in connection with the execution and delivery of the Series 2016 Bonds, and which are specifically authorized or are not inconsistent with the terms and provisions of this Resolution.

SECTION 18. PREREQUISITES PERFORMED. The City has performed all acts, conditions, and things relating to the passage of this Resolution as are required by the Constitution and Laws of the State of Florida, and the Ordinances and Resolutions of the City.

SECTION 19. APPLICABLE PROVISIONS OF LAW. This Resolution shall be governed by and construed in accordance with the laws of the State of Florida.

SECTION 20. RULES OF INTERPRETATION. Unless expressly indicated otherwise, references to sections or articles are to be construed as references to sections or articles of this instrument as originally executed. Use of the words "herein," "hereby," "hereunder," "hereof," "hereinbefore," "hereinafter" and other equivalent words refer to this Resolution and not solely to the particular portion in which any such word is used.

SECTION 21. CAPTIONS. The captions and headings in this Resolution are for convenience only and in no way define, limit or describe the scope or intent of any provisions or sections of this Resolution.

SECTION 22. MEMBERS OF THE CITY COMMISSION EXEMPT FROM PERSONAL LIABILITY. No recourse under or upon any obligation, covenant or agreement of this Resolution, the Official Notice of Sale, the Official Statement or the Series 2016 Bonds or for any claim based thereon or otherwise in respect thereof, shall be had against any City official, officer or employee or any member of the City Commission, as such, of the City, past, present or future, either directly or through the City it being expressly understood (a) that no personal liability whatsoever shall attach to, or is or shall be incurred by, any City official, officer or employee or members of the City Commission, as such, under or by reason of the obligations, covenants or agreements contained in this Resolution, the Official Notice of Sale, the Official Statement or the Series 2016 Bonds or implied therefrom, and (b) that any and all such personal liability, either at common law or in equity or by constitution or statute, of, and any and all such rights and claims against, any City official, officer or employee or member of the City Commission, as such, are waived and released as a condition of, and as a consideration for, the execution of this Resolution and the and the issuance of the Series 2016 Bonds, on the part of the City.

SECTION 23. REPEALER. All ordinances and/or resolutions or parts thereof in conflict with any of the provisions of this Resolution, if any, are hereby repealed.

SECTION 24. NO THIRD PARTY BENEFICIARIES. Except such other persons as may be expressly described in this Resolution, nothing in this Resolution, expressed or implied, is intended or shall be construed to confer upon any person, other than the City and the holders of the Series 2016 Bonds, any right, remedy or claim, legal or equitable, under and by reason of this Resolution, or any provision thereof, all provisions thereof being intended to be and being for the sole and exclusive benefit of the City and the persons who shall from time to time be the holders of the Series 2016 Bond.

SECTION 25. SEVERABILITY. If any provision of this Resolution shall be held or deemed to be or shall, in fact, be illegal, inoperative or unenforceable in any context, the same shall not affect any other provision herein or render any other provision (or such provision in any other context) invalid, inoperative or unenforceable to any extent whatever.

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SECTION 26. EFFECTIVE DATE. The provisions of this Resolution shall take effect immediately upon its passage and adoption.

ADOPTED after reading by title at a regular meeting of the City Commission of the City of Winter Park, Florida, held in City Hall, Winter Park, Florida, on this ~~14th~~ ^{28th} day of March, 2016.

CITY OF WINTER PARK, FLORIDA

(SEAL)

By


Mayor

ATTESTED:

By



City Clerk

EXHIBIT A

OFFICIAL NOTICE OF SALE

\$ _____

CITY OF WINTER PARK, FLORIDA

ELECTRIC REFUNDING REVENUE BONDS, SERIES 2016

The City of Winter Park, Florida Electric Refunding Revenue Bonds, Series 2016 (the "2016 Bonds") are being offered for sale in accordance with this Official Notice of Sale. Notice is hereby given that bids will be received by the City of Winter Park, Florida (the "Issuer" or the "City") for the purchase of the 2016 Bonds via the Parity Bid Submission System ("Parity") in the manner described below until 11:00 a.m., eastern time, on _____, _____, 2016, or on such other date and/or time as will be established by the Mayor and City Manager or their respective designees and communicated by Thomson Municipal Market Monitor not less than twenty (20) hours prior to the time the bids are to be received. To the extent any instructions or directions set forth on Parity conflict with this Official Notice of Sale, the terms of this Official Notice of Sale shall control. For further information about Parity, and to subscribe in advance of the bid, potential bidders may contact Parity at (212) 849-5021. The use of Parity shall be at the bidder's risk and expense, and the Issuer shall have no liability with respect thereto.

BOND DETAILS

The description of the 2016 Bonds, the purpose thereof and the security therefore, as set forth in this Official Notice of Sale, is subject in its entirety to the disclosures made in the Preliminary Official Statement. See "Disclosure Information" herein.

The 2016 Bonds will be issued as fully registered bonds, and when executed and delivered, will be registered in the name of Cede & Co., as registered owner and nominee for The Depository Trust Company ("DTC"), New York, New York, which will act as securities depository for the 2016 Bonds. Individual purchases of the 2016 Bonds may be made only in book-entry form in denominations of \$5,000 or integral multiples thereof. Purchasers of 2016 Bonds (the "Beneficial Owners") will not receive physical delivery of bond certificates. As long as Cede & Co. is the registered owner of the 2016 Bonds, as nominee for DTC, payments of principal and interest with respect to the 2016 Bonds will be made directly to such registered owner who will in turn remit such principal and interest payments to DTC participants for subsequent disbursement to the Beneficial Owners. The Issuer will not be responsible for payments to Beneficial Owners.

The 2016 Bonds will be dated their date of delivery (expected to be _____, 2016) or such other date as may be communicated by Thomson Municipal Market Monitor not less than twenty (20) hours prior to the time bids are to be received, and shall bear interest from such date and shall be payable semi-annually on each Interest Date commencing on October 1, 2016, and on each April 1 and on October 1 thereafter until maturity at the rate or rates specified in such proposals as may be accepted. The proposed schedule of maturities and amounts are as follows:

INITIAL MATURITY SCHEDULE FOR THE 2016 BONDS *

<u>Maturity</u> <u>(October 1*)</u>	<u>Principal Amount*</u>
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* Preliminary; Subject to Change and Subject to Term Bond Option

NOTE: The Issuer reserves the right to modify the maturity schedule shown above. Any such modification will be communicated through the Thomson Municipal Market Monitor (See "ADJUSTMENT OF PRINCIPAL AMOUNTS" below.)

TERM BOND OPTION / MANDATORY SINKING FUND REDEMPTION

Any bidder may, at its option, specify that certain maturities of the Series 2016 Bonds maturing on or after October 1, 20__ will consist of term bonds which are subject to mandatory sinking fund redemption in consecutive years immediately preceding the maturity thereof (each a "Term Bond") as designated in the bid of such bidder. In the event that the bid of the successful bidder specifies that any maturity of the Series 2016 Bonds will be a Term Bond, such Term Bond will be subject to mandatory sinking fund redemption on October 1, in each applicable year, in the principal amount for such year as set forth hereinbefore under the heading "BOND DETAILS," at a redemption price equal to the principal amount thereof to be redeemed together with accrued interest thereon to the redemption date, without premium, subject to adjustment as described under "ADJUSTMENT OF PRINCIPAL AMOUNTS."

PAYING AGENT / REGISTRAR / ESCROW AGENT

The Paying Agent/Registrar/Escrow Agent for the 2016 Bonds will be The Bank of New York Mellon Trust Company, N.A., Jacksonville, Florida.

ADJUSTMENT OF PRINCIPAL AMOUNTS

The schedule of maturities set forth above (the "Initial Maturity Schedule") represents an estimate of the principal amount and maturities of the 2016 Bonds that will be sold. The Issuer reserves the right to change the Initial Maturity Schedule by announcing any such change not later than 11:00 a.m., eastern time, on the day immediately preceding the date set for receipt of bids, through Thomson Municipal Market Monitor. If no such change is announced, the Initial Maturity Schedule will be deemed the schedule of maturities for submission of the bid.

Furthermore, if after final computation of the bids, the Issuer determines in its sole discretion that the funds necessary to accomplish the purpose of the 2016 Bonds is more or less than the proceeds of the sale of all of the 2016 Bonds, the Issuer reserves the right to increase or decrease the principal amount, by no more than 10% of the principal amount of the 2016 Bonds and by no more than 15% within a given maturity of the 2016 Bonds (to be rounded to the nearest \$5,000) or by such other amount as approved by the winning bidder.

In the event of any such adjustment, no rebidding or recalculation of the bids submitted will be required or permitted; and the 2016 Bonds of each maturity, as adjusted, will bear interest at the same rate and must have the same initial reoffering yield as specified immediately after award of the 2016 Bonds of that maturity. However, the award will be made to the bidder whose bid produces the lowest true interest cost rate ("TIC"), calculated as specified herein, solely on the basis of the 2016 Bonds offered, without taking into account any adjustment in the amount of 2016 Bonds pursuant to this paragraph.

REDEMPTION PROVISIONS

The 2016 Bonds are subject to redemption prior to their stated maturity dates as follows:

Optional Redemption. The Series 2016 Bonds, or any portions thereof, maturing on or after October 1, 2026, shall be subject to redemption prior to their stated dates of maturity, other than by operation of the Bond Amortization Account, at the option of the City, in whole or in part, in such manner determined by the City, on April 1, 2026, or on any date thereafter, at the price of par and accrued interest to the redemption date.

Mandatory Redemption. Principal amounts of the Series 2016 Bonds of this issue or portions thereof, issued as term bonds, to be selected by lot, shall be redeemed on October 1 in such years prior to their maturity by operation of the Bond Amortization Account, at the price of the principal amount thereof plus accrued interest to the date of redemption, or be purchased in the open market at a price not to exceed such redemption price. See "TERM BOND OPTION/MANDATORY SINKING FUND REDEMPTION" below.

AUTHORITY AND PURPOSE

The 2016 Bonds are being issued under the authority of, and in full compliance with, the Constitution and Statutes of the State of Florida, including particularly Chapter 166, Parts I and II, Florida Statutes, as amended; Chapter 86, Article III, of the Code of Ordinances of the City, Resolution No. 1898-05, adopted by the City Commission of the City (the "City Commission") on May 9, 2005; and Ordinance No. 3031-16 enacted by the City Commission on March 14, 2016, as supplemented by Resolution No. 2173-16, adopted by the City Commission on March 28, 2016 and other applicable provisions of law to (i) refund all or a portion of the outstanding Electric Refunding and Improvement Revenue Bonds, Series 2007 (the "Series 2007 Bonds"), maturing on or after October 1, 2018 (such refunded portion, the "Refunded Bonds") of the City and (ii) pay certain expenses related to the issuance and sale of the Series 2016 Bonds.

SECURITY

The 2016 Bonds, the premium, if any, and interest thereon are payable from and secured by a prior lien upon and pledge of the net revenues (the "Net Revenues") derived by the City from the operation of its electric distribution system (the "System"), on a parity with the lien on the Net Revenues of the holders of the City's Electric Revenue Bonds, Series 2005A, currently outstanding in the aggregate principal amount of \$1,205,000, Electric Refunding and Improvement Revenue Bonds, Series 2007, that do not constitute Refunded Bonds, the outstanding Electric Revenue Bonds, Series 2009A, currently outstanding in the aggregate principal amount of \$24,310,000, Electric Revenue Bonds, Series 2009B, currently outstanding in the aggregate principal amount of \$6,965,000, Electric Revenue Bonds, Series 2010, currently outstanding in the aggregate principal amount of \$4,260,000, Electric Refunding Revenue Bond, Series 2014, currently outstanding in the aggregate principal amount of \$7,275,000 and Electric

Refunding Revenue Bond, Series 2014A, currently outstanding in the aggregate principal amount of \$5,685,000.

UNDERLYING RATINGS

Moody's Investors Service and Fitch Ratings have assigned underlying municipal bond ratings of "____" and "____" (____ outlook), respectively, to the 2016 Bonds.

TERMS OF BID AND BASIS OF AWARD

Proposals must be unconditional and for the purchase of all of the 2016 Bonds. The reoffering price for the 2016 Bonds may not be less than 98.0% of the principal amount of the 2016 Bonds for any single maturity thereof. The aggregate purchase price, inclusive of original issue discount ("OID"), original issue premium ("OIP") and underwriter's discount may not be less than 98.0% of the principal amount of the 2016 Bonds.

The 2016 Bonds shall bear interest expressed in multiples of one-eighth (1/8) or one-twentieth (1/20) of one (1) per centum. The use of split or supplemental interest coupons will not be considered and a zero rate or blank rate will not be permitted. All 2016 Bonds maturing on the same date shall bear the same rate of interest.

The 2016 Bonds will be awarded to the bidder offering to purchase the 2016 Bonds at the lowest TIC. The annual TIC will be determined by doubling the semi-annual interest rate necessary to discount the semi-annual debt service payments on the 2016 Bonds back to the Net Bond Proceeds (defined as the par amount of the 2016 Bonds, plus any OIP, less any OID and underwriter's discount on the 2016 Bonds calculated on a 360 day year to the Closing Date, as defined below). The TIC must be calculated to four (4) decimal places.

THE ISSUER RESERVES THE RIGHT TO REJECT ALL BIDS OR ANY BID NOT CONFORMING TO THIS OFFICIAL NOTICE OF SALE. THE ISSUER ALSO RESERVES THE RIGHT TO WAIVE, IF PERMITTED BY LAW, ANY IRREGULARITY OR INFORMALITY IN ANY PROPOSAL. THE ISSUER SHALL NOT REJECT ANY CONFORMING BID, UNLESS ALL CONFORMING BIDS ARE REJECTED.

GOOD FAITH DEPOSIT

If the City selects a winning bid, then the successful bidder must submit a "Good Faith Deposit" (the "Deposit") to the Issuer in the form of a wire transfer in the amount of \$_____ not later than 11:00 a.m, eastern time on the business day following the award. The Deposit of the successful bidder will be collected and the proceeds thereof retained by the Issuer to be applied as partial payment for the 2016 Bonds and no interest will be allowed or paid upon the amount thereof, but in the event the successful bidder shall fail to comply with the terms of the bid, the proceeds thereof will be retained as and for full liquidated damages.

STANDARD FILINGS, CHARGES AND CLOSING DOCUMENTS

The winning bidder will be required to make the standard filings and maintain the appropriate records routinely required pursuant to MSRB Rules G-8 and G-11. The winning bidder will be required to pay the standard MSRB charge for the 2016 Bonds purchased. In addition, those who are members of SIFMA will be required to pay SIFMA's standard charge per bond. The winning bidder will also be required to execute certain closing documents required by Florida law or required by Bond Counsel (as defined below) in connection with the

delivery of its tax opinion. See "Disclosure; Amendments to Notice of Sale; Notification Obligations of Purchaser" herein.

CUSIP NUMBERS

It is anticipated that CUSIP identification numbers will be printed on the 2016 Bonds, but neither the failure to print such number on any 2016 Bonds nor any error with respect thereto shall constitute cause for failure or refusal by the successful bidder to accept delivery of and pay for the 2016 Bonds in accordance with their agreement to purchase the 2016 Bonds. All expenses in relation to the printing of CUSIP numbers on the 2016 Bonds shall be paid for by the Issuer; provided, however, that it shall be the responsibility of the successful bidder to timely obtain and pay for the assignment of such CUSIP numbers

DELIVERY OF THE 2016 BONDS

The Issuer will pay the cost of preparing the 2016 Bonds. The successful bidder is responsible for DTC eligibility and related DTC costs. Delivery of and payment for the 2016 Bonds will be via DTC Fast on or about _____, 2016 (the "Closing Date") in New York, New York, or such other time and place mutually acceptable to the successful bidder and the Issuer. Payment of the full purchase price, less the Deposit, shall be made to the Issuer not later than 12:00 P.M. New York City time on the Closing Date, in Federal Reserve Funds of the United States of America, without cost to the Issuer.

The legal opinion of Bryant Miller Olive P.A., Orlando, Florida ("Bond Counsel") will be furnished without charge to the successful bidder at the time of delivery of the 2016 Bonds. For a further discussion of the content of that opinion and the proposed form of the approving opinion, see the Preliminary Official Statement for the 2016 Bonds.

There will also be furnished at the time of delivery of the 2016 Bonds, a certificate or certificates of the Issuer (which may be included in a consolidated closing certificate) relating to the accuracy and completeness of the Official Statement; and stating, among other things, that there is no litigation or administrative action or proceeding pending or, to the knowledge of the Issuer, threatened, at the time of delivery of the 2016 Bonds, (a) to restrain or enjoin or seeking to restrain or enjoin the issuance and delivery of the 2016 Bonds or (b) affecting the validity of the 2016 Bonds, and that the Preliminary Official Statement has been deemed by the Issuer to be a "final official statement" for purposes of SEC Rule 15c2-12 (the "Rule").

The successful bidder will be responsible for the clearance or exemption with respect to the status of the 2016 Bonds for sale under the securities or "Blue Sky" laws of the several states and the preparation of any surveys or memoranda in connection with such sale.

DISCLOSURE; AMENDMENTS TO NOTICE OF SALE; NOTIFICATION OBLIGATIONS OF PURCHASER

This Official Notice of Sale is not intended as a disclosure document and bidders are required to obtain and carefully review the Preliminary Official Statement before submitting a bid.

This Official Notice of Sale may be amended from time to time after its initial publication by publication of amendments thereto not less than twenty (20) hours prior to the bid date and time by Thomson Municipal Market Monitor. Each bidder will be charged with the responsibility of obtaining any such amendments and complying with the terms thereof.

The successful bidder, by submitting its bid, agrees to furnish to the Issuer and Bond Counsel, a certificate verifying information as to the bona fide initial offering prices or yields of the 2016 Bonds to the public and sales of the 2016 Bonds appropriate for determination of the issue price of, and the yield on, the 2016 Bonds under the Internal Revenue Code of 1986, as amended, and such other documentation as and at the time requested by Bond Counsel.

The winning bidder is required to provide a Truth-in-Bonding Statement pursuant to Section 218.385, Florida Statutes, and to disclose the underwriting spread, any fee, bonus or gratuity paid in connection with the 2016 Bonds to any person not regularly employed by the successful bidder and payment of any "finder's fee" pursuant to Section 218.386, Florida Statutes, prior to the award of the 2016 Bonds, as set forth in Exhibit A to this Official Notice of Sale.

OFFICIAL STATEMENT

The Issuer shall furnish at its expense within seven (7) business days after the 2016 Bonds have been awarded to the successful bidder, or at least three (3) business days before the Closing Date, whichever is earlier, a number of copies of the final Official Statement, which, in the judgment of the financial advisor to the City will permit the successful bidder to comply with applicable SEC and MSRB rules, but in no event to exceed 100 copies. The successful bidder may arrange for additional copies of the final Official Statement at its expense.

CONTINUING DISCLOSURE

In order to assist bidders in complying with the Rule, the Issuer will undertake to provide, or cause to be provided, certain financial information and operating data and to provide notices of certain events, if material. Such information will be filed with the Municipal Securities Rulemaking Board through its Electronic Municipal Market Access System (EMMA). Notices of material events will be filed with the Municipal Securities Rulemaking Board through EMMA. A summary of such undertaking is contained in the Preliminary Official Statement. A copy of the undertaking will be made available to the successful bidder prior to the delivery of the 2016 Bonds.

DISCLOSURE INFORMATION

Copies of the Preliminary Official Statement "deemed final" (except for permitted omissions) by the Issuer in accordance with the Rule must be obtained from the financial advisor to the Issuer, Public Financial Management Inc., 300 South Orange Avenue, Suite 1170, Orlando, Florida 32801 (407) 406-5760 before a bid is submitted. The Issuer's Preliminary Official Statement and Official Notice of Sale are also available for viewing in electronic format at <http://www.munios.com>.

NOTICE OF BIDDERS REGARDING PUBLIC ENTITY CRIMES

A person or affiliate who has been placed on the convicted vendor list following a conviction for a public entity crime may not submit a bid on a contract to provide any goods or services to a public entity, may not submit a bid on a contract with a public entity for the construction or repair of a public building or public work, may not submit bids on leases of real property to a public entity, may not be awarded or perform work as a contractor, supplier, subcontractor, or consultant under a contract with any public entity, and may not transact business with any public entity in excess of the threshold amount provided in Section 287.017,

for CATEGORY TWO for a period of 36 months from the date of being placed on the convicted vendor list.

CITY OF WINTER PARK, FLORIDA

By: /s/ Charles W. Hamil, III, CPA
Finance Director

**TRUTH-IN-BONDING STATEMENT
AND DISCLOSURE**

In compliance with Section 218.385, Florida Statutes, as amended, the undersigned bidder submits the following Truth-In-Bonding Statement with respect to the City of Winter Park, Florida Electric Refunding Revenue Bonds, Series 2016 (the "Series 2016 Bonds").

(NOTE: For information purposes only and not a part of the bid):

The City of Winter Park, Florida (the "Issuer") is proposing to issue \$_____ of the Series 2016 Bonds for the purpose of refinancing previously issued City of Winter Park, Florida Electric Revenue Bonds, Series 2007. The Bonds are expected to be repaid over a period of approximately __ years. At a forecasted interest rate of _____%, total interest paid over the life of the Bonds will be \$_____.

The source of repayment or security for this proposal are the Net Revenues of the System as more fully described in the Preliminary Official Statement and Official Notice of Sale. Authorizing this debt or obligation will result in an average of \$_____ of the Issuer's Net Revenues not being available to finance the other services of the City each year for ____ years.

In compliance with Section 218.386, Florida Statutes, the undersigned, on behalf of itself and all other members of the underwriting group, if any, hereby certifies that neither it nor any member of the underwriting group have paid any "finder's fees" as defined in Section 218.386, Florida Statutes, any bonus, fee or gratuity in connection with the sale of the Bonds, except as provided below:

Bidder's Name: _____
By: _____
Title: _____
Date: _____

EXHIBIT B

PRELIMINARY OFFICIAL STATEMENT DATED _____, 2016

NEW ISSUE - BOOK-ENTRY ONLY

RATINGS: (See "RATINGS" herein)

In the opinion of bond counsel, assuming compliance by the City with certain covenants, under existing statutes, regulations, and judicial decisions, the interest on the Series 2016 Bonds will be excluded from gross income for federal income tax purposes of the holders thereof and will not be an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals and corporations. However, interest on the Series 2016 Bonds shall be taken into account in determining adjusted current earnings for purposes of computing the alternative minimum tax on corporations. See "TAX MATTERS" herein for a description of other tax consequences to holders of the Series 2016 Bonds.

\$ _____ *

**CITY OF WINTER PARK, FLORIDA
ELECTRIC REFUNDING REVENUE BONDS, SERIES 2016**

Dated: Date of Delivery

Due: As shown on inside cover

The Electric Refunding Revenue Bonds, Series 2016 (the "Series 2016 Bonds"), of the City of Winter Park, Florida (the "City"), will be issued as fully registered bonds in denominations of \$5,000 and any integral multiple thereof. Principal of and redemption premium, if any, on the Series 2016 Bonds are payable to the registered owner upon presentation, when due, at the corporate trust office of The Bank of New York Mellon Trust Company, N.A., Jacksonville, Florida, as Bond Registrar and Paying Agent.

Upon initial issuance, the Series 2016 Bonds will be registered in the name of and held by Cede & Co., as nominee for The Depository Trust Company, New York, New York ("DTC"), which will act as security depository for the Series 2016 Bonds. So long as DTC, or its nominee, is the registered owner of the Series 2016 Bonds, payment of the principal of and interest on the Series 2016 Bonds will be made directly to DTC or its nominee, which will remit such payments to the DTC Participants (as defined herein), which, in turn, will remit such payments to the Beneficial Owners (as defined herein) of the Series 2016 Bonds. See "DESCRIPTION OF THE SERIES 2016 BONDS - Book-Entry Only System" herein.

Interest on the Series 2016 Bonds is payable on October 1 and April 1 of each year, commencing on October 1, 2016, until maturity or earlier redemption of the Series 2016 Bonds. The Series 2016 Bonds are subject to mandatory and optional redemption as described herein. See "DESCRIPTION OF THE SERIES 2016 BONDS" herein.

The Series 2016 Bonds are being issued under the authority of, and in full compliance with, the Constitution and Statutes of the State of Florida, including particularly Chapter 166, Parts I and II, Florida Statute, as amended; Chapter 86, Article III, of the Code of Ordinances of the City; Resolution No. 1898-05, adopted by the City Commission of the City (the "City Commission") on May 9, 2005 (hereinafter the "Original Resolution"); and Ordinance No. 3031-16 enacted by the City Commission on March 14, 2016, as supplemented by Resolution No. 2173-16, adopted by the City Commission on March 28, 2016 (said ordinance and supplemental resolution, together with the Original Resolution, collectively, the "Bond Resolution").

The Series 2016 Bonds will be issued for the purpose of providing funds sufficient, together with other available funds of the City, to (i) refund all or a portion of the outstanding Electric Refunding and

Improvement Revenue Bonds, Series 2007 (the "2007 Bonds"), maturing on or after October 1, 2018 (such refunded portion, the "Refunded Bonds") of the City, and (ii) pay certain expenses related to the issuance and sale of the Series 2016 Bonds. See "PURPOSE OF ISSUE" herein.

The Series 2016 Bonds, the premium, if any, and interest thereon are payable from and secured by a prior lien upon and pledge of the net revenues (the "Net Revenues") derived by the City from the operation of its consolidated electric system, as more fully described herein, on a parity with the lien on the Net Revenues of the holders of the City's outstanding Electric Revenue Bonds, Series 2005A, Electric Refunding and Improvement Revenue Bonds, Series 2007 that do not constitute Refunded Bonds, Electric Revenue Bonds, Series 2009A, Electric Revenue Bonds, Series 2009B, Electric Revenue Bonds, Series 2010, Electric Refunding Revenue Bond, Series 2014 and Electric Refunding Revenue Bond, Series 2014A (collectively, the "Parity Obligations"). See "SECURITY FOR THE SERIES 2016 BONDS" herein.

THE SERIES 2016 BONDS DO NOT CONSTITUTE GENERAL OBLIGATIONS OR INDEBTEDNESS OF, OR A PLEDGE OF THE FAITH, CREDIT OR TAXING POWER OF, THE CITY OR OF THE STATE OF FLORIDA OR ANY AGENCY OR POLITICAL SUBDIVISION THEREOF, BUT ARE LIMITED, SPECIAL OBLIGATIONS OF THE CITY THE PRINCIPAL OF, PREMIUM, IF ANY, AND INTEREST ON WHICH ARE PAYABLE FROM THE NET REVENUES. NEITHER THE CITY NOR THE STATE OF FLORIDA, OR ANY AGENCY OR POLITICAL SUBDIVISION THEREOF, WILL BE OBLIGATED (I) TO EXERCISE ITS AD VALOREM TAXING POWER OR ANY OTHER TAXING POWER IN ANY FORM ON ANY REAL OR PERSONAL PROPERTY TO PAY THE PRINCIPAL OF, PREMIUM, IF ANY, OR INTEREST ON THE SERIES 2016 BONDS, OR OTHER COSTS INCIDENT THERETO, OR (II) TO PAY THE SAME FROM ANY FUNDS OF THE CITY EXCEPT FROM THE NET REVENUES IN THE MANNER PROVIDED IN THE BOND RESOLUTION. THE SERIES 2016 BONDS DO NOT CONSTITUTE A LIEN UPON ANY OTHER PROPERTY OF OR IN THE CITY.

This cover page contains certain information for quick reference only. It is not a summary of this issue. Investors must read this entire Official Statement, and Appendices hereto, to obtain information essential to making an informed investment decision.

The Series 2016 Bonds are offered when, as and if issued by the City, subject to the approving legal opinion of Bryant Miller Olive P.A., Orlando, Florida, Bond Counsel. Certain legal matters will be passed on for the City by Fishback, Dominick, Bennett, Ardaman, Ahlers, Langley & Geller LLP, City Attorney, and by Bryant Miller Olive P.A., Tampa, Florida, Disclosure Counsel. Public Financial Management, Inc., Orlando, Florida, is acting as financial advisor to the City with respect to the offering of the Series 2016 Bonds. It is expected that settlement for the Series 2016 Bonds will occur through the facilities of DTC in New York, New York on or about _____, 2016.

Electronic bids for the Series 2016 Bonds will be received through the Parity Electronic Bid Submission System as described in the Official Notice of Sale.

Dated: _____, 2016

*Preliminary, subject to change.

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

\$ _____ *

**City of Winter Park, Florida
Electric Refunding Revenue Bonds, Series 2016**

\$ _____ * Serial Series 2016 Bonds

<u>Maturity Date</u> <u>October 1*</u>	<u>Principal</u> <u>Amount*</u>	<u>Interest</u> <u>Rate</u>	<u>Price</u>	<u>Yield</u>	<u>Initial</u> <u>CUSIP</u> <u>Number**</u>
---	------------------------------------	--------------------------------	--------------	--------------	---

\$ _____ * __% Term Bond due October 1, _____ * Price __ Yield __% Initial CUSIP No. _____ **

* Preliminary, subject to change.

** The County is not responsible for the use of the CUSIP Numbers referenced herein nor is any representation made by the County as to their correctness. The CUSIP Numbers provided herein are included solely for the convenience of the readers of this Official Statement.

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 an offer to buy, nor shall there be any sale of, the Series 2016 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. The City has deemed this Preliminary Official Statement "final," except for certain permitted omissions, within the contemplation of Rule 15c2-12 promulgated by the Securities and Exchange Commission.

CITY OF WINTER PARK, FLORIDA

401 South Park Avenue
Winter Park, Florida 32789
(407) 599-3235

CITY COMMISSION

Steve Leary, Mayor
Carolyn Cooper, Commissioner
Pete Weldon, Commissioner
Gregory Seidel, Commissioner
Sarah Sprinkel, Commissioner

CITY MANAGER

Randy B. Knight, C.P.A.

ASSISTANT CITY MANAGER

Michelle Neuner

CITY CLERK

Cynthia S. Bonham

FINANCE DIRECTOR

Charles W. Hamil, III, C.P.A.

PUBLIC WORKS AND ELECTRIC UTILITIES DIRECTOR

Troy Attaway, P.E.

ELECTRIC UTILITY OPERATIONS MANAGER

Dan D'Alessandro

CITY ATTORNEY

Fishback, Dominick, Bennett, Ardaman, Ahlers, Langley & Geller LLP
Winter Park, Florida

BOND COUNSEL

Bryant Miller Olive P.A.
Orlando, Florida

DISCLOSURE COUNSEL

Bryant Miller Olive P.A.
Tampa, Florida

FINANCIAL ADVISOR

Public Financial Management, Inc.
Orlando, Florida

No dealer, broker, salesman or other person has been authorized by the City to give any information or to make any representations in connection with the Series 2016 Bonds, other than as contained in this Official Statement, and, if given or made, such information or representations must not be relied upon as having been authorized by the City. 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 2016 Bonds by any person in any jurisdiction in which it is unlawful for such person to make such offer, solicitation or sale.

The information set forth herein has been obtained from the City, The Depository Trust Company, and other sources that are believed to be reliable, but is not guaranteed as to accuracy or completeness by and is not to be construed as a representation by the City with respect to any information provided by others. The information and expressions of opinion stated herein are subject to change, and neither the delivery of this Official Statement nor any sale made hereunder shall create, under any circumstances, any implication that there has been no change in the matters described herein since the date hereof.

NO REGISTRATION STATEMENT RELATING TO THE SERIES 2016 BONDS HAS BEEN FILED WITH THE SECURITIES AND EXCHANGE COMMISSION (THE "SEC") OR WITH ANY STATE SECURITIES COMMISSION. IN MAKING ANY INVESTMENT DECISION, INVESTORS MUST RELY ON THEIR OWN EXAMINATIONS OF THE CITY AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. THE SERIES 2016 BONDS HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SEC OR ANY STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY. THE FOREGOING AUTHORITIES HAVE NOT PASSED UPON THE ACCURACY OR ADEQUACY OF THIS OFFICIAL STATEMENT. ANY REPRESENTATION TO THE CONTRARY MAY BE A CRIMINAL OFFENSE.

CERTAIN STATEMENTS INCLUDED OR INCORPORATED BY REFERENCE IN THIS OFFICIAL STATEMENT CONSTITUTE "FORWARD LOOKING STATEMENTS." SUCH STATEMENTS GENERALLY ARE IDENTIFIABLE BY THE TERMINOLOGY USED, SUCH AS "PLAN," "EXPECT," "ESTIMATE," "BUDGET" OR OTHER SIMILAR WORDS. THE ACHIEVEMENT OF CERTAIN RESULTS OR OTHER EXPECTATIONS CONTAINED IN SUCH FORWARD LOOKING STATEMENTS INVOLVE KNOWN AND UNKNOWN RISKS, UNCERTAINTIES AND OTHER FACTORS THAT MAY CAUSE ACTUAL RESULTS, PERFORMANCE OR ACHIEVEMENTS DESCRIBED TO BE MATERIALLY DIFFERENT FROM ANY FUTURE RESULTS, PERFORMANCE OR ACHIEVEMENTS EXPRESSED OR IMPLIED BY SUCH FORWARD LOOKING STATEMENTS. THE CITY DOES NOT PLAN TO ISSUE ANY UPDATES OR REVISIONS TO THOSE FORWARD LOOKING STATEMENTS IF OR WHEN ITS EXPECTATIONS OR EVENTS, CONDITIONS OR CIRCUMSTANCES ON WHICH SUCH STATEMENTS ARE BASED OCCUR, SUBJECT TO ANY CONTRACTUAL OR LEGAL RESPONSIBILITIES TO THE CONTRARY.

THIS OFFICIAL STATEMENT DOES NOT CONSTITUTE A CONTRACT BETWEEN THE CITY AND ANY ONE OR MORE OF THE OWNERS OF THE SERIES 2016 BONDS.

All summaries herein of documents and agreements are qualified in their entirety by reference to such documents and agreements, and all summaries herein of the Series 2016 Bonds are qualified in their entirety by reference to the form thereof included in the aforesaid documents and agreements.

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OFFICIAL STATEMENT

relating to

\$ _____

CITY OF WINTER PARK, FLORIDA ELECTRIC REFUNDING REVENUE BONDS, SERIES 2016

INTRODUCTION

The purpose of this Official Statement, including the cover page, the inside cover and all appendices, is to furnish updated information in connection with the sale by the City of Winter Park, Florida (the "City") of its \$ _____ * aggregate principal amount of Electric Refunding Revenue Bonds, Series 2016 (the "Series 2016 Bonds").

The Series 2016 Bonds are being issued under the authority of, and in full compliance with, the Constitution and Statutes of the State of Florida, including particularly Chapter 166, Parts I and II, Florida Statutes, as amended; Chapter 86, Article III, Code of Ordinances of the City; Resolution No. 1898-05, adopted by the City Commission of the City (the "City Commission") on May 9, 2005 (the "Original Resolution"); and Ordinance No. 3031-16 enacted by the City Commission on March 14, 2016, as supplemented by Resolution No. 2173-16, adopted by the City Commission on March 28, 2016 (said ordinance and supplemental resolution, together with the Original Resolution, collectively, the "Bond Resolution") and other applicable provisions of law.

Capitalized terms used herein shall have the same meanings as given to them in the Bond Resolution unless otherwise defined herein or where the context would clearly indicate otherwise. The references, excerpts and summaries of all documents referred to herein do not purport to be complete statements of the provisions of such documents, and reference is made to the originals of all such documents for full and complete statements of all matters of fact relating to the Series 2016 Bonds, the security for the payment of the Series 2016 Bonds, and the rights and obligations of registered owners thereof. Copies of such documents may be obtained from Charles W. Hamil, III, C.P.A., Finance Director, 401 South Park Avenue, Winter Park, Florida 32789, telephone: (407) 599-3381, upon payment of reproduction costs and postage and handling expenses.

PURPOSE OF ISSUE

The Series 2016 Bonds will be issued for the purpose of providing funds sufficient, together with other available funds of the City, to (i) refund all or a portion of the outstanding Electric Refunding and Improvement Revenue Bonds, Series 2007 (the "Series 2007 Bonds"), maturing on and after October 1, 2018 (such refunded portion, the "Refunded Bonds") of the City, and (iii) pay certain expenses related to the issuance and sale of the Series 2016 Bonds.

Upon delivery of the Series 2016 Bonds, The Bank of New York Mellon Trust Company, as escrow agent (the "Escrow Agent"), will enter into an Escrow Deposit Agreement (the "Escrow Agreement") with the City to provide for the refunding of the Refunded Bonds. The Escrow Agreement will create an irrevocable escrow fund (the "Escrow Fund") which will be held by the Escrow Agent. The money and securities held in the Escrow Fund are to be applied to the payment of principal of and interest on the Refunded Bonds, as the same become due and payable at maturity or upon redemption

prior to maturity. Immediately upon the issuance and delivery of the Series 2016 Bonds, the City will deposit a portion of the proceeds from the sale of the Series 2016 Bonds into the Escrow Fund, together with any legally available funds provided by the City for that purpose. Substantially all of the money is expected to be invested in noncallable United States Treasury Obligations (the "Escrow Securities"). The maturing principal amount of and interest on the Escrow Securities and any cash held in the Escrow Fund (i) will be sufficient to pay the principal of and interest on the Refunded Bonds to their redemption date according to the schedules prepared by Public Financial Management, Inc. (the "Financial Advisor") and verified by Grant Thornton LLP (the "Verification Agent"), (ii) will be pledged solely for the benefit of the holders of the Refunded Bonds, and (iii) will not be available for payment of debt service on the Series 2016 Bonds. See "VERIFICATION OF ARITHMETICAL COMPUTATIONS" herein.

In reliance upon the above-referenced schedules, at the time of delivery of the Series 2016 Bonds, Bond Counsel will deliver to the City an opinion to the effect that the pledge of and lien on Net Revenues in favor of the holders of the Refunded Bonds under the Bond Resolution is no longer in effect.

ESTIMATED SOURCES AND USES OF FUNDS

The following table sets forth the estimated sources and uses of funds for the Series 2016.

Estimated Sources of Funds:

Principal Amount
Net Original Issue [Premium][Discount]
Other Legally Available Funds
Total Estimated Sources of Funds

Estimated Uses of Funds:

Deposit to Escrow Fund
Costs of Issuance ⁽¹⁾
Total Estimated Uses of Funds

(1) Includes original purchaser's discount, bond counsel and disclosure counsel fees and expenses, municipal bond insurance premium, if any, financial advisory fees, and other costs associated with the Series 2016 Bonds.

DESCRIPTION OF THE SERIES 2016 BONDS

General

The Series 2016 Bonds will be dated as of their date of delivery, will be issued in fully registered form, in the denominations of \$5,000 each or integral multiples thereof. The principal of and interest on the Series 2016 Bonds will be payable in lawful money of the United States of America. Accrued and unpaid interest on the Series 2016 Bonds will be payable semi-annually, commencing October 1, 2016, until maturity or earlier redemption of the Series 2016 Bonds and payable by wire transfer of immediately available funds to the account specified by the Owner in a written direction received by the Bond Registrar on or prior to a Record Date or, if no such account number is furnished, by check mailed by the Bond Registrar to the Owner at the address appearing on the books required to be kept by the Bond Registrar pursuant to the Bond Resolution. The principal of each Series 2016 Bond will be payable on its

Principal Payment Date, upon surrender thereof at the office of the Bond Registrar. The Series 2016 Bonds will be issued as fully registered obligations and will initially be issued as a single bond for each maturity registered in the name of Cede & Co., as nominee for The Depository Trust Company, New York, New York ("DTC"), an automated depository for securities and clearinghouse for securities transactions. So long as DTC, or its nominee Cede & Co., is the registered owner of the Series 2016 Bonds, payments of the principal of and interest on the Series 2016 Bonds will be mailed directly to DTC or its nominee, Cede & Co, which will remit such payments to the DTC Participants, which, in turn, will remit such payments to the Beneficial Owners of the Series 2016 Bonds. See the caption " - Book-Entry Only System" below.

Book-Entry Only System

THE FOLLOWING INFORMATION CONCERNING DTC AND DTC'S BOOK-ENTRY ONLY SYSTEM HAS BEEN OBTAINED FROM SOURCES THAT THE CITY BELIEVES TO BE RELIABLE, BUT THE CITY TAKES NO RESPONSIBILITY FOR THE ACCURACY THEREOF.

SO LONG AS CEDE & CO. IS THE REGISTERED OWNER OF THE SERIES 2016 BONDS, AS NOMINEE OF DTC, CERTAIN REFERENCES IN THIS OFFICIAL STATEMENT TO THE SERIES 2016 BONDHOLDERS OR REGISTERED OWNERS OF THE SERIES 2016 BONDS SHALL MEAN CEDE & CO. AND SHALL NOT MEAN THE BENEFICIAL OWNERS OF THE SERIES 2016 BONDS. THE DESCRIPTION WHICH FOLLOWS OF THE PROCEDURES AND RECORD KEEPING WITH RESPECT TO BENEFICIAL OWNERSHIP INTERESTS IN THE SERIES 2016 BONDS, PAYMENT OF INTEREST AND PRINCIPAL ON THE SERIES 2016 BONDS TO DIRECT PARTICIPANTS (AS HEREINAFTER DEFINED) OR BENEFICIAL OWNERS OF THE SERIES 2016 BONDS, CONFIRMATION AND TRANSFER OF BENEFICIAL OWNERSHIP INTERESTS IN THE SERIES 2016 BONDS, AND OTHER RELATED TRANSACTIONS BY AND BETWEEN DTC, THE DIRECT PARTICIPANTS AND BENEFICIAL OWNERS OF THE SERIES 2016 BONDS IS BASED SOLELY ON INFORMATION FURNISHED BY DTC. ACCORDINGLY, THE CITY NEITHER MAKES NOR CAN MAKE ANY REPRESENTATIONS CONCERNING THESE MATTERS.

DTC will act as securities depository for the Series 2016 Bonds. The Series 2016 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 Series 2016 Bond certificate will be issued for each maturity of the Series 2016 Bonds as set forth in the inside cover of this Official Statement, each in the aggregate principal amount of such maturity, and will be deposited with DTC.

DTC, the world's largest securities 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. 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"). The Direct Participants and the Indirect Participants are collectively referred to herein as the "DTC Participants." DTC has a Standard & Poor's Ratings Services ("S&P") rating of AA+. The DTC Rules applicable to its DTC Participants are on file with the SEC. More information about DTC can be found at www.dtcc.com.

Purchases of Series 2016 Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the Series 2016 Bonds on DTC's records. The ownership interest of each actual purchaser of each Series 2016 Bond ("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 2016 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 certificates representing their ownership interests in the Series 2016 Bonds, except in the event that use of the book-entry system for the Series 2016 Bonds is discontinued.

To facilitate subsequent transfers, all Series 2016 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 2016 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 2016 Bonds; DTC's records reflect only the identity of the Direct Participants to whose accounts such Series 2016 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 2016 Bonds may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Series 2016 Bonds, such as redemptions, tenders, defaults, and proposed amendments to the security documents. For example, Beneficial Owners of Series 2016 Bonds may wish to ascertain that the nominee holding the Series 2016 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 request that copies of notices be provided directly to them.

Redemption notices shall be sent to DTC. If less than all of the Series 2016 Bonds within a 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 Series 2016 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 City 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 Series 2016 Bonds are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Redemption proceeds, distributions, and dividend payments on the Series 2016 Bonds will be made to Cede & Co., or 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 Paying Agent on the payment date in accordance with their respective holdings shown on DTC's records. Payments by 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 Paying Agent, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of principal, premium, if any, and interest on the Series 2016 Bonds, as applicable, to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the 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 depository with respect to the Series 2016 Bonds at any time by giving reasonable notice to the City or paying agent. Under such circumstances, in the event that a successor depository is not obtained, the Series 2016 Bond certificates are required to be printed and delivered.

The City may decide to discontinue use of the system of book-entry-only transfers through DTC (or a successor securities depository). In that event, the Series 2016 Bond certificates will be printed and delivered to DTC.

Registration of Transfer of Series 2016 Bonds

So long as the Series 2016 bonds are registered in the name of DTC or its nominee, the provisions described under "Book-entry Only System" above shall control.

The Bond Registrar shall be responsible for maintaining the books for the registration and transfer of the Series 2016 Bonds in compliance with a written agreement to be executed between the City and the Bond Registrar prior to the delivery date of the Series 2016 Bonds. Upon surrender to the Bond Registrar for transfer or exchange of any Series 2016 Bond, duly endorsed for transfer or accompanied by an assignment or written authorization for exchange, whichever is applicable, duly executed by the Bondholder or his attorney duly authorized in writing, the Bond Registrar shall deliver in the name of the Bondholder or the transferee or transferees, as the case may be, a new fully registered Series 2016 Bond or Series 2016 Bonds of Authorized Denominations and of the same maturity and interest rate and for the aggregate principal amount which the Bondholder is entitled to receive. All Series 2016 Bonds presented for transfer, exchange, redemption or payment (if so required by the City or the Bond Registrar) shall be accompanied by a written instrument or instruments of transfer or authorization for exchange, in form and with guaranty of signature satisfactory to the Issuer or the Bond Registrar, duly executed by the Bondholder or by his duly authorized attorney.

The Bond Registrar or the Issuer may require payment from the Bondholder or transfer of a sum sufficient to cover any tax, fee or other governmental charge that may be imposed in connection with any exchange or transfer of the Series 2016 Bonds. Such charges and expenses shall be paid before any new Series 2016 Bonds shall be delivered. New Series 2016 Bonds delivered upon any transfer or exchange shall be valid obligations of the Issuer, evidencing the same debt as the Series 2016 Bonds surrendered, shall be secured by the Bond Resolution and shall be entitled to all of the security and benefits hereof to the same extent as the Series 2016 Bonds surrendered.

The City and the Bond Registrar may treat the Holder as the absolute owner thereof for all purposes, whether or not such Series 2016 Bond shall be overdue, and shall not be bound by any notice to the contrary.

Mutilated, Destroyed, Stolen or Lost Series 2016 Bonds

In case any Series 2016 Bonds shall become mutilated, or be destroyed, stolen or lost, the City, acting through the Bond Registrar, may in its discretion issue and deliver a new Series 2016 Bond of like tenor as the Series 2016 Bond so mutilated, destroyed, stolen or lost, in exchange and substitution for such Series 2016 Bond, upon surrender and cancellation of such Series 2016 Bond or in lieu of and substitution for the Series 2016 Bond destroyed, stolen or lost, and upon the Bondholder furnishing proof of his ownership and the loss thereof (if lost, stolen or destroyed) and satisfactory indemnity and complying with such other reasonable regulations and conditions as the City may prescribe and paying (in advance if so required by the City or the Bond Registrar) such taxes, governmental charges, attorney's fees, printing costs, and other expenses as the City and/or the Bond Registrar may charge and/or incur. All Series 2016 Bonds so surrendered shall be cancelled by the Bond Registrar. If any such Series 2016 Bond shall have matured or will mature within 45 days, instead of issuing a substitute Series 2016 Bond, the City may pay the same, upon being indemnified as aforesaid, and if such Series 2016 Bond be lost, stolen or destroyed, without surrender thereof.

Any such duplicate Series 2016 Bonds shall constitute original contractual obligations on the part of the City, whether or not the lost, stolen or destroyed Series 2016 Bonds be at any time found by anyone; and such duplicate Series 2016 Bonds shall be entitled to equal and proportionate benefits and rights as to lien, source and security for payment, pursuant to the Bond Resolution from the funds, as hereinafter pledged, to the same extent as all other Series 2016 Bonds issued under the Bond Resolution.

Redemption Provisions

Optional Redemption. The Series 2016 Bonds, or any portions thereof, maturing on or after October 1, 2026, shall be subject to redemption prior to their stated dates of maturity, other than by operation of the Bond Amortization Account, at the option of the City, in whole or in part, in such manner determined by the City, on April 1, 2026, or on any date thereafter, at the price of par and accrued interest to the redemption date.

Mandatory Redemption. Principal amounts of the Series 2016 Bonds of this issue or portions thereof, maturing on October 1, _____, to be selected by lot, which shall be equal to the following mandatory amortization installments:

Year

Amount

\$

*

*Maturity.

shall be redeemed on October 1 in such years prior to their maturity (except the installment maturing in the year _____) by operation of the Bond Amortization Account, at the price of the principal amount thereof plus accrued interest to the date of redemption, or be purchased in the open market at a price not to exceed such redemption price.

Notice and Effect of Redemption

Notice of such redemption shall, at least 30 days prior to the redemption date, be filed with the Bond Registrar and be mailed, postage prepaid, by the Bond Registrar to the Bond Insurer and all registered owners of Series 2016 Bonds to be redeemed at their addresses as they appear of record on the books of the Bond Registrar prior to the date fixed for redemption; provided, however, that failure to mail such notice of redemption to a registered owner shall not render ineffective any proceedings for redemption with respect to Series 2016 Bonds held by registered owners to whom notice was properly mailed. No default affecting any Series 2016 Bond, whether in the notice of redemption or the mailing thereof, shall affect the validity of the redemption proceedings for any other Series 2016 Bonds. Interest shall cease to accrue on any Series 2016 Bond duly called for prior redemption on the redemption date, if payment thereof has been duly provided. The privilege of transfer or exchange of any of the Series 2016 Bonds selected for redemption shall be suspended.

At least two business days in advance of mailing the notice of redemption as specified above, the Bond Registrar shall send such notice of redemption by certified mail, overnight mail/delivery service or telecopy to DTC; and at least 30 days prior to the redemption date, mail such notice of redemption to one or more national information services which disseminate notices of redemption of obligations such as the Series 2016 Bonds; provided, however, that failure to distribute such notice of redemption to such depositories and national information services shall not render ineffective any calling of Series 2016 Bonds for prior redemption.

Each notice of redemption shall state the date of dissemination of such notice; the date of issue of the Series 2016 Bonds; the redemption date; the redemption price; the place or places of redemption (including the name and appropriate address or addresses of the paying agent); the dates of maturity and interest rates borne by the Series 2016 Bonds to be redeemed; the CUSIP number (if any) of the maturity or maturities to be redeemed; and, if less than all of any such maturity, the distinctive certificate numbers of the Series 2016 Bonds of such maturity to be redeemed, and, in the case of Series 2016 Bonds to be redeemed in part only, the respective portions of the principal amount thereof to be redeemed. Each such notice shall also state that on such date there will become due and payable on each of such Series 2016 Bonds, the redemption price thereof, or of such specified portion of the principal amount thereof in the case of a Series 2016 Bond to be redeemed in part only, together with interest accrued thereon to the redemption date; and that from and after such redemption date, interest thereon shall cease to accrue, and shall require that such Series 2016 Bonds be then surrendered at the address or addresses of the paying agent specified in the redemption notice. Failure to include in such notice of redemption all of the information specified in this paragraph, shall not render ineffective any proceedings for the redemption of the Series 2016 Bonds.

DEBT SERVICE REQUIREMENTS

The following table sets forth the annual principal and interest requirements for the Series 2016 Bonds and Outstanding Parity Obligations for each Fiscal Year.

Fiscal Year (October 1)	<u>Series 2016 Bonds</u>		<u>Total</u>	2005A	2007	2009	2010	2014	2014A	Total
	<u>Principal</u>	<u>Interest</u>		Debt <u>Service</u>	Debt <u>Service</u> ⁽¹⁾	Debt <u>Service</u>	Debt <u>Service</u>	Debt <u>Service</u>	Debt <u>Service</u>	Debt <u>Service</u>
2016				\$62,175	\$1,400,623	\$2,531,294	\$361,320	\$519,335	\$414,982	
2017				71,475	1,398,823	2,516,769	364,120	515,567	412,656	
2018				85,425	1,396,223	2,531,019	361,600	516,662	415,181	
2019				93,850	1,397,823	2,526,663	363,920	517,483	412,407	
2020				91,925	1,397,660	2,526,838	360,920	518,030	414,484	
2021				115,000	1,396,625	2,518,588	362,760	518,303	411,261	
2022				112,200	1,400,225	2,522,038	359,280	518,302	412,889	
2023				109,400	1,395,900	2,511,425	360,640	518,027	414,218	
2024				101,600	1,398,725	2,502,075	361,680	517,478	415,248	
2025				93,975	1,399,975	2,505,250	362,400	516,655	410,979	
2026				101,525	1,399,650	2,502,500	362,800	515,558	411,561	
2027				103,725	1,397,750	2,491,000	362,880	519,187	411,843	
2028				105,750	1,399,275	2,496,000	362,640	517,405	411,827	
2029				77,600	1,396,763	2,446,500	362,080	515,349	411,511	
2030				60,325	1,397,350	2,395,000	361,200	518,019	410,897	
2031				68,575	1,400,800	2,386,500		515,278	414,983	
2032				81,475	1,399,450	2,393,750		517,263	413,621	
2033				78,850	1,396,075	2,390,750		518,837	411,960	
2034				36,225	1,395,675	1,352,750				
2035					1,398,025	1,286,250				
2036					1,397,900					
2037					1,400,300					
Total				\$1,651,075	\$30,761,615	\$47,332,959	\$5,430,240	\$9,312,738	\$7,432,506	

(1) Includes debt service on the Series 2007 Bonds to be refunded with proceeds of the Series 2016 Bonds.

SECURITY FOR THE SERIES 2016 BONDS

General

The Series 2016 Bonds, the Parity Obligations, and any Additional Parity Bonds outstanding under the Bond Resolution will be payable from and secured by a prior lien upon and pledge of the net revenues (the "Net Revenues") to be derived by the City from the operation of its electric distribution system (the "System").

The Series 2016 Bonds shall not constitute an indebtedness of the City within the meaning of any constitutional or statutory limitation of indebtedness, but shall be payable solely from the Net Revenues. No Holder of any of the Series 2016 Bonds shall ever have the right to compel the exercise of the ad valorem taxing power of the City or taxation in any form on real property therein for payment of the principal of, premium, if any, or interest on the Series 2016 Bonds or be entitled to payment of such principal of, premium, if any, or interest from any other funds of the City except from the special funds as provided in the Bond Resolution. The Series 2016 Bonds shall not constitute a lien upon any property of or in the City, but shall constitute a lien only upon the Net Revenues in the manner provided in the Bond Resolution.

Net Revenues

Gross Revenues or Revenues shall mean (1) all revenues, income or earnings received by the City from or attributable to its ownership and operation of the System, including any income from the investment of funds and amounts received from the providers of Qualified Swap Agreements, but excluding (a) impact fees and contributions in aid of construction, and the earnings thereon, (b) any franchise fees received by the City from Progress Energy Florida, Inc., the Orlando Utilities Commission, and any successors thereto, (c) proceeds of the sale or other disposition of System property, (d) customer deposits, (e) government grants, (f) loan proceeds and (g) insurance proceeds (other than business interruption insurance); and (2) the proceeds of any business interruption insurance.

Cost of Operation and Maintenance of the System shall mean the current expenses (including Contract Debts, at the option of the Director of Electric Utilities), paid or accrued, of operation, maintenance and repair of the System, as calculated in accordance with generally accepted accounting principles, but shall not include any Bond Service Requirements, reserves for renewals and replacements, extraordinary repairs, any allowance for renewals, replacements and depreciation, or any transfers to the General Fund of the City.

Net Revenues are defined as the Revenues or Gross Revenues, after deduction of the Cost of Operation and Maintenance.

See "THE SYSTEM" herein and "COMPREHENSIVE ANNUAL FINANCIAL REPORT OF THE CITY OF WINTER PARK, FLORIDA FOR FISCAL YEAR ENDED SEPTEMBER 30, 2015" attached hereto as APPENDIX B.

Disposition of Revenues

All Revenues at any time remaining on deposit in the Revenue Fund, created and established by the Bond Resolution, shall be disposed of monthly in the following manner and in the following order of priority:

(i) Revenues shall first be deposited into the Operation and Maintenance Fund, in an amount necessary for the Cost of Operation and Maintenance for the next ensuing month.

(ii) Revenues shall next be deposited into the Interest Account, as necessary to pay 1/6th of the interest becoming due on the Bonds on the next semiannual interest payment date and any Qualified Swap Payments accruing in such month.

(iii) Revenues shall then be deposited into the Principal Account, in any year immediately before a serial Bond maturity date, such sums as are necessary to pay 1/6th or 1/12th, as the case may be, of the principal maturing on serial Bonds on the next maturity date.

(iv) Revenues shall next be used for deposit into the Bond Amortization Account, on a parity with the payments into the Principal Account provided in paragraph (iii) above, a sum equal to 1/6th or 1/12th, as the case may be, of the amount of the Amortization Installments for term Bonds which shall become due and payable during the current Bond Year.

The required deposits in the Principal Account, Interest Account and Bond Amortization Account shall be adjusted in order to take into account the amount of money currently on deposit therein.

(v) Revenues shall then be used to maintain a Reserve Account in the Sinking Fund. The City shall after making the above monthly deposits and after applying all available cash and investments in the Reserve Account, pay the applicable bond insurer, 1/12th of the amount of any draws, expenses and accrued interest with respect to a Reserve Policy, and then deposit into the Reserve Account an amount equal to 1/12th of the difference between the Maximum Bond Service Requirement and the amount of money, if any, which is deposited into the Reserve Account from the proceeds from the sale of any Bonds. No further payments shall be required to be made into the Reserve Account so long as there remains on deposit therein, an amount equal to the Maximum Bond Service Requirement. Amounts in excess of the Maximum Bond Service Requirement shall be deposited into the Revenue Fund.

Any cash withdrawals from the Reserve Account shall be subsequently restored from the first revenues available after all required current payments pursuant to paragraphs (i), (ii), (iii), (iv) and (v) above, including any deficiencies for prior payments and any reimbursements of payments made by bond insurers under their reserve account policies, have been made in full.

In lieu of cash funding the Reserve Account, and after issuance of any Bonds, the City may substitute a municipal bond insurance policy of a reputable insurer whose policies generally result in bond issues being rated in the highest rating category by S&P and Moody's, in the amount equal to the difference between the cash deposit and the Maximum Bond Service Requirement with respect to the applicable series of Bonds, or the amount of such withdrawal, as applicable.

Money in the Reserve Account shall be used only for the purpose of the payment of maturing principal of or interest on Bonds secured thereby when the money in the Sinking Fund is insufficient therefor and for no other purpose, except that such money may be invested and reinvested as provided

therein. No Reserve Account has been established for the Series 2016 Bonds. See “– No Debt Service Reserve Account” below.

Thereafter, Revenues shall next be deposited in the Renewal and Replacement Fund. The City shall pay into such fund an amount equal to 1/12th of the amount recommended by the staff engineers of the City for the System and approved by the Director of Electric Utilities, but no further deposits shall be required as long as there is on deposit therein the amount recommended by the Consulting Engineers for the System for the current Fiscal Year. Such fund shall be used only for the purpose of paying the cost of extensions, enlargements or additions to or the replacement of capital assets of the System and for emergency repairs thereto, or to supplement the Reserve Account to the extent necessary to remedy any deficiency therein.

If at any time the Revenues are insufficient to deposit the required amount in any of the funds as provided above, the deficiency shall be made up in the subsequent payments in addition to the payments which would otherwise be required to be made into such funds on the subsequent payment dates.

After the payments provided in paragraphs (i) through (vii) and deposits to the Renewal and Replacement Fund above have been made, the City may pay to the provider of any Liquidity Facility or Credit Facility or an interest rate swap (including the Swap), cap, other or similar financial agreement, or any Underwriter, auction agent, an amount equal to the fees, termination payments and other amounts owing to such persons accruing in such month which are not otherwise treated as principal or interest payments with respect to Bonds or Qualified Swap Payments pursuant to the terms of the Bond Resolution.

Revenues will next be used for transfer to such other funds or accounts as are specified by subsequent resolutions of the City, in such amounts as shall be necessary to pay debt service and other requirements with respect to debt obligations of the City secured by a lien on the Net Revenues, junior and subordinate to the lien thereon in favor of the Holders and the counterparties to the Swap, as provided in such resolutions.

The remainder of the Revenues on deposit in the Revenue Fund, after all other required payments into the funds provided above have been made, together with deficiencies for prior payments, may be used by the City for any lawful purpose.

The Revenue Fund, the Operation and Maintenance Fund, the Sinking Fund (including all accounts therein), the Renewal and Replacement Fund and any other special funds shall constitute trust funds for the purposes provided in the Bond Resolution. All such funds shall be continuously secured in the same manner as municipal deposits are required to be secured by the laws of the State of Florida. Money on deposit in any of such funds and accounts may be invested and reinvested in Authorized Investments.

No Debt Service Reserve Account

The Reserve Account Requirement with respect to the Series 2016 Bonds is equal to \$0. The Series 2016 Bonds will not be secured by any amounts on deposit in the Reserve Account or any subaccount therein.

Investment of Funds

Money on deposit in the Revenue Fund, Operation and Maintenance Fund, Sinking Fund (including all accounts therein) and the Renewal and Replacement Fund may be invested and reinvested in Authorized Investments, provided such investments either mature or are redeemable at not less than par, at the option of the City, not later than the dates on which the money on deposit therein will be needed for the purpose of such funds. All investment income derived therefrom shall be deposited into the Revenue Fund.

Additional Parity Obligations

Under the Bond Resolution, the City may not issue other obligations payable from Net Revenues having priority to or being on a parity with the lien of the Series 2016 Bonds, except under the conditions and in the manner provided in the Bond Resolution. Any obligations issued by the City other than the Series 2016 Bonds and any Additional Parity Obligations provided for below, payable from the Net Revenues, shall contain an express statement that such obligations are junior and subordinate in all respects to the Bonds as to lien, source and security for payment from the Net Revenues.

No Additional Parity Obligations payable on a parity from the Net Revenues with the Bonds shall be issued except for the purpose of financing or refinancing the cost of the extensions, additions and improvements of the System upon the following conditions:

(i) An independent certified public accountant or any member of the managerial staff of the City who is a licensed certified public accountant shall certify that the amount of the annual Net Revenues derived or which would have been derived, adjusted as provided below, from the System, during the immediately preceding Fiscal Year or any 12 consecutive calendar months of the 24 months immediately preceding the sale of the proposed Additional Parity Obligations (in either case based upon the audited financial statements of the City and, if applicable, review of unaudited financial information concerning the City) shall have been not less than 125% of the Maximum Bond Service Requirement which will become due in any year thereafter on (a) the Bonds then outstanding, (b) the Additional Parity Obligations issued and then outstanding, and (c) the Additional Parity Obligations then proposed to be issued.

In determining the amount of Net Revenues for the purposes of paragraph (i) above, the City shall adjust the Net Revenues as follows:

(a) by adding the Net Revenues (computed for such utility on the same basis as Net Revenues are computed for the System) of any electric utility which the City shall have acquired prior to the issuance of such Additional Parity Obligations or which the City shall be acquiring from the proceeds of such Additional Parity Obligations;

(b) in the event a change has been made in the rate schedules for services from the System prior to the issuance of the proposed Additional Parity Obligations, and such change has resulted in an increase in Net Revenues, by adding such amount of additional Net Revenues which the City estimates would have been received by the City during such 12 month period referred to in paragraph (i) above, if such change in such rate schedule had been in effect during the entire 12 month period, and in the event a change has been made in the rate schedules for services from the System prior to the issuance of the proposed Additional Parity Obligations, and such change has resulted in a decrease in Net Revenues, by subtracting therefrom such amount of the Net Revenues which the City estimates would

not have been received by the City during such 12 month period referred to in paragraph (i) above, if such change in such rate schedule had been in effect during the entire 12 month period; and

(c) by subtracting all amounts received by the City with respect to Qualified Swap Agreements during such 12 month period.

(ii) Each ordinance or resolution authorizing the issuance of Additional Parity Obligations will recite that all of the applicable covenants in the Bond Resolution will be applicable to such Additional Parity Obligations.

(iii) The City shall not be in default in performing any of the covenants and obligations assumed in the Bond Resolution, and all payments therein required to have been made into the accounts and funds, as provided in the Bond Resolution, shall have been made to the full extent required. Any Reserve Account requirement for such Additional Bonds shall be satisfied on their date of issuance.

(iv) Qualified Swap Payments payable by the City under any Qualified Swap Agreement may be payable from the Interest Account on a parity with interest payments with respect to Obligations issued and outstanding under the Bond Resolution. To the extent required by the Qualified Swap Agreements, the City has granted to the counterparties to such Qualified Swap Agreements a lien on the Net Revenues to secure payment of such Qualified Swap Payments and to provide the priority of payment thereof in accordance with the terms of the Bond Resolution; provided, however, that (a) such lien shall not be superior to the lien thereon in favor of the Holders of the Obligations and (b) such lien and priority of payment shall be effective only so long as payments under the applicable swap agreement meet all requirements provided in the definition of "Qualified Swap Payments" of the Bond Resolution, except that for purposes of this provision only, the maximum term of the Qualified Swap Agreement shall be changed to a limitation that the maximum term of the swap agreement shall not exceed the term of the Obligations to which it pertains.

Rate Covenant

The City has covenanted to establish rates, fees, rentals and charges for the services of the System as will provide Revenues in each year sufficient to pay the Cost of Operation and Maintenance plus 125% of the Bond Service Requirement and Qualified Swap Payments (if not included in the Bond Service Requirement) and principal of and interest on the Series 2016 Bonds (including sinking fund and amortization installments) due in such year, and 100% of all other payments (excluding certain fees, termination payments and other amounts as described in the Bond Resolution which are payable on a subordinated basis, to the extent provisions for the payment of such amounts has been made from other legally available funds) required by the Bond Resolution, and such rates, fees, rentals and other charges will not be reduced so as to be insufficient to provide adequate Revenues for such purposes. For the purpose of ascertaining compliance with this rate covenant, all amounts received by the City with respect to Qualified Swap Agreements shall be excluded.

Miscellaneous Covenants and Provisions

In addition to the foregoing, the City has covenanted in the Bond Resolution that so long as the Bonds are outstanding, the City will, among other things:

(i) Maintain the System in good condition and operate it in an efficient and economical manner.

(ii) Carry such insurance as is ordinarily carried in the operation of similar public and private utilities in the State.

(iii) Not sell, lease, encumber or dispose of any necessary property of the System or any substantial part thereof unless certain conditions have been met.

(iv) Keep proper books and records of the Gross Revenues separate and apart from all other records and accounts of the City.

(v) Prohibit the rendering of free services by the System.

(vi) Diligently enforce and collect all rates, fees, rentals and other charges for the services of the System and take all steps, actions, and proceedings necessary for the enforcement and collection of such rates, fees, rentals and other charges which shall become delinquent to the full extent permitted or authorized by Florida laws, including the disconnection of all premises 30 days delinquent in payment for services rendered.

(vii) Under the circumstances provided in the Bond Resolution, retain a recognized consulting engineer or engineering firm having a favorable reputation for skill and experience in the design, construction and operation of facilities of comparable size and character as the System.

(viii) Except with respect to any areas of the City that were annexed after December 9, 2002, which will continue to be served by Progress Energy Florida, Inc., and the areas served by the Orlando Utilities Commission in accordance with its franchise granted by the City, not grant any franchise or permit to any person or firm to furnish services similar to those of the System to or within the boundaries of the City, unless it concurs in a finding by the Consulting Engineer that the furnishing of such competitive services will not materially adversely affect the Net Revenues.

Modification or Amendment

No adverse material modification or amendment of the Bond Resolution or of any ordinance or resolution amendatory or supplemental thereto may be made without the consent in writing of the Holders of 51% or more in aggregate principal amount of all the Bonds so affected by such modification or amendment; provided, however, that no modification or amendment shall permit a change in the maturity of the Bonds or a reduction in the rate of interest thereon, or in the amount of principal obligation thereof, or affect the promise of the City to pay the principal of and interest on the Bonds as the same shall become due from the Net Revenues, or reduce the percentage of the Holders of the Bonds required to consent to any adverse material modification or amendment of the Bond Resolution without the consent of the Holders of all Bonds; provided further, however, that the City may at any time amend the Bond Resolution to provide for the issuance or exchange of Bonds in coupon form, if and to the extent that doing so will not affect the tax exempt status of the interest on the Bonds. No material modification or amendment of the Bond Resolution or of any ordinance or resolution mandating thereto that materially, adversely affects the interest of any counterparty to a Qualified Swap Agreement may be made without the prior written consent of such counterparty. If the Bonds then outstanding are insured by a Bond Insurance Policy, the consent of the Bond Insurer shall be required in lieu of the consent of the Holders of the Bonds so insured, with respect to modifications or amendments not requiring the consent of the Holders of all the outstanding Bonds; shall be required in addition to the consent of all such Holders with respect to modifications or amendments requiring the consent of all such Holders; and shall be required for modifications or amendments affecting the rights of the Bond Insurer.

THE SYSTEM

Background

In 1913, the City constructed and began operating an electric distribution system within its corporate limits. In 1927, the City sold its electric system to the predecessor to Progress Energy Florida, Inc. ("Progress Energy") and the City entered into a franchise agreement pursuant to which the utility provided electric service to the citizens of the City. Progress Energy and the City renewed the franchise agreement in 1947 and again in 1971. Both franchise agreements also allowed the City the option to purchase the electric distribution system at the end of the franchise term.

When the 1971 franchise agreement was due to expire in 2001, Progress Energy approached the City about renewing the agreement but without the purchase option. The City refused to enter into a new franchise agreement without the purchase option and in June of 2001, filed an action in circuit court for a determination of the price it would have to pay to purchase the electric distribution system pursuant to the purchase option. On October 15, 2001, the circuit court entered an order directing the parties to proceed to arbitration to address certain contested issues including the purchase price of the System and other related costs. After completion of the arbitration process, the City purchased the System in 2005.

General Description

The System consists of the electric transmission and distribution system providing electricity to 14,965 customers within the approximately nine square mile area of the City. Electric service to a limited number of residential customers in areas within the City's limits that were annexed into the City after 2002 is provided by Duke Energy and the Orlando Utilities Commission.

The System is comprised of poles, overhead lines, underground lines, transformers and street lights. The System also includes two substations, the Canton Avenue Substation and the Interlachen Substation (collectively, the "Substations"). At the Substations, the power is transformed to the distribution primary network voltage of 12.47 kV. The Canton Avenue Substation contains three substation transformers and distributes electricity at primary voltage through eleven circuits originating from this substation. The Interlachen Substation contains two substation transformers and distributes electricity at primary voltage through six circuits originating from this substation.

The City owns and operates general plant facilities and equipment to support its water and sewer system which are also used to support the System. The City's operations center houses the control room, the administrative and engineering offices, indoor and outside storage areas and the fleet maintenance garage. The control room will monitor the operation and activities of the System and during normal business hours will serve as the call center for reporting emergencies and customer outages. Both the Canton Avenue Substation and the Interlachen Substation contain state-of-the-art supervisory control and data acquisition equipment that provides remote monitoring and control of the Substations and the distribution circuits located within the City.

Operation

The governance of the System is vested with the City Commission. To assist the City Commission and the City management in matters pertaining to the System, the City has created a utilities advisory board (the "Advisory Board"). The Advisory Board consists of nine members who are appointed by the Mayor and confirmed by the City Commission and serve terms of three years. The

Advisory Board recommends policies regarding the System and proposes budgets and rates for the System. The City Commission, however, has final approval regarding budgets, rates and debt issuance for the System.

Overall responsibility for management of the System and the day-to-day management and operational aspects of the System are the responsibility of the Electric Operations Manager with oversight from the Director of Public Works. Biographical information for the Electric Operations Manager and Director of Public Works are as follows:

Dan D'Alessandro, Electric Operations Manager. Dan D'Alessandro joined the City of Winter Park in July of 2015 as the Electric Operations Manager. In 1987, Mr. D'Alessandro, with a licensed journeyman electrician background, worked as a laborer for Florida Power Corporation® until becoming a journeyman lineman in 1993. For the following nine years, Dan worked as a lineman throughout central Florida. In 2002, Dan became a supervisor with Progress Energy Florida® overseeing a 15-person crew that was responsible for building distribution power lines where he became shift supervisor for the north central region of Progress Energy Florida® and was responsible for customer requests and all first-responder activities for the region. In 2005, Mr. D'Alessandro was promoted to distribution operations manager for the Jamestown Operation Center until 2012, when he began working with a contractor, Team Fishel, as a trainer for leadership and safety. He was promoted to division manager to lead the efforts for the electrical distribution conversion of the I-4 Ultimate Project where he was employed until joining the City in 2015.

Troy Attaway, Director of Public Works and Electric Utilities. Troy Attaway has acted as the Director of Public Works for the City since 2004 and as the Director of Public Works and Electric Utilities since 2015. He has a Bachelor's degree in Engineering from the University of Central Florida and is a registered Professional Engineer in Florida. He is a central Florida native with over 25 years of local experience in engineering and construction. In 1989, Mr. Attaway joined the Orlando consulting firm of Dyer, Riddle, Mills and Precourt as a project engineer. In 1995, Troy joined the City as stormwater engineer and three years later became the City engineer.

Mr. Attaway is responsible for the administration and management approximately of 80 City employees that work in a variety of divisions including: street maintenance, lakes and waterways, stormwater treatment, drainage, facilities maintenance, engineering, surveying, fleet and construction management.

The City reads electric meters, prepares monthly bills and collects payment for electric service using SunGard HTE, Inc. SunGard is a recognized provider of information technologies, including utility billing services. The City has been billing customers directly since electric system acquisition in June 2005.

Operations and Maintenance/Distribution Services Agreement

The City entered into a Distribution Services Agreement, dated January 11, 2005 (the "ENCO Agreement"), with an affiliate of ENCO Utility Services ("ENCO") to operate and maintain the System, pursuant to which ENCO provided labor, tools, office supplies, rolling stock, and communication equipment and services related to: (i) maintenance and operation of the transmission and distribution

facilities and equipment e.g., substations, conductors, poles, transformers, and rolling stock; (ii) response to trouble calls; (iii) improvement of transmission and distribution system reliability; (iv) maintenance and staffing of the operations center including, at a minimum, one electric system operator for a single shift during week days; (v) provision of engineering and planning services; (vi) maintenance of electrical services; and (vii) performing various other related services. In 2016, the City delivered a notice to ENCO that the ENCO Agreement would be terminated April 1, 2016 after which time a substantial amount of services provided by ENCO will be provided by City staff and other contracted service providers. The City is currently negotiating with _____ for the provision of certain services with respect to the operation and maintenance of the System, including but not limited to: (i) proposing an annual capital budget; (ii) vegetation management, including tree trimming; (iii) customer service activities; (iv) meter reading; (v) customer billing; (vi) accounting; (vii) system mapping; (viii) provision of the operations center facility; (ix) provision of materials and supplies; and (x) general administration and management of the System.

Mutual Aid Agreements

On April 11, 2005, the City entered into mutual aid agreements (collectively, the "Mutual Aid Agreements") administered by the America Public Power Association ("APPA"), the Florida Municipal Electric Association ("FMEA") and the Florida Electric Power Coordinating Group, Inc., ("FCG"). The primary purpose of such Mutual Aid Agreements is to enable electric utilities on an informal basis to provide a mechanism whereby electric utilities sustaining physical damage from natural disasters, including hurricanes, could obtain emergency assistance in the form of personnel, equipment, and materials from other electric utilities. Among other things, the Mutual Aid Agreements establish procedures and reimbursement guidelines.

Pursuant to the Mutual Aid Agreements, during emergencies such as hurricanes, members of FMEA, FCG and APPA will provide aid, including manpower, vehicles and equipment to the City. Under the Mutual Aid Agreements, the City is also obligated to provide aid to other members of FMEA, FCG and APPA during emergencies.

The Mutual Aid Agreements expire on _____.

Power Sales Agreements

The City has entered into the following bulk power sales agreements (collectively, the "Power Sales Agreements") which provide the committed capacity shown below:

<u>Bulk Power Provider</u>	<u>Committed Capacity</u>	<u>Expiration of Agreement</u>
Florida Power and Light	22 Megawatts	2019
Orlando Utilities Commission	18.5 Megawatts	2020
Covanta Energy Marketing LLC	10 Megawatts	2025
Gainesville Regional Utilities	10 Megawatts	2018
Clean Footprint LLC	2.25 Megawatts	2038

Under the Power Sales Agreements, the City is responsible for arranging and paying for transmission and ancillary services associated with transmitting the capacity and energy from the various bulk power providers to the Substations. Transmission service is to be provided by Duke Energy, Florida Power and Light and the Orlando Utilities Commission.

Historical Cost of Generation and Transmission

The following table sets forth the historical costs for the prior ten fiscal years of the City of generation and transmission service:

Service Estimated Cost					
Fiscal Year Ending September 30	Generation			Transmission \$/MWh	Total \$/MWh
	Fuel \$/MWh	Non Fuel \$/MWh	Total Generation \$/MWh		
2007	\$43.46	\$27.12	\$70.58	\$2.88	\$73.46
2008	53.00	26.36	79.36	3.56	82.92
2009	52.43	28.54	80.97	4.66	85.63
2010	54.25	27.22	81.47	4.72	86.19
2011	46.94	20.48	67.42	4.71	72.13
2012	36.80	18.51	55.31	5.36	60.67
2013	41.65	18.96	60.61	5.16	65.77
2014	39.85	17.38	57.23	6.12	63.35
2015	33.51	18.72	52.23	7.27	59.50
2016 ⁽¹⁾	33.07	18.67	51.74	8.25	59.99

(1) October – December 2015

Source: City of Winter Park, Florida Finance Department

Active System Accounts

The following table sets forth the number of active accounts by major rate class as of January 31, 2016:

Rate Class	Residential	Commercial	Street Lights	Public Authority	Total
General Service Demand - Primary (GSD-1)		2			2
General Service Demand - Secondary (GSD-1)		1,118		56	1,174
Non Demand - Primary (GS-1)					
Non Demand - Secondary (GS-1)		1,025		194	1,219
Non Demand - 100% Load Factor Usage (GS-2)		36		24	60
Time of Use - Secondary (GSDT-1)		20		1	21
Time of Use - Primary (GSDT-1)		1		1	2
Secondary Meter Voltage (GSD-1)					
Residential	11,844				11,844
Temporary Service (TS-1)	64	7			71
Lighting Service (LS-1)	72	139	14		225
	11,980	2,348	14	276	14,618

Source: City of Winter Park, Florida Finance Department

System Rates and Other Charges

In general, the rates of municipal electric utilities in Florida, including the City, are established by governing bodies of such utilities. Under Chapter 366, Florida Statutes, the Florida Public Service Commission (the "PSC") has jurisdiction over municipal electric utilities to prescribe uniform systems and classifications of accounts, to require electric power conservation and reliability, to approve territorial agreements, to resolve territorial disputes, to prescribe rate structures and to prescribe and require the periodic filing of reports and other data. The PSC and the Florida Supreme Court have determined that, except as to rate structure, the PSC does not have jurisdiction over municipal electric utility rates. Pursuant to the rules of the PSC, rate structure is defined as "...the classification system used in justifying different rates and, more specifically ... the rate relationship between various customer classes, as well as the rate relationship between members of a customer class." The PSC has approved the City's rate structure.

Pursuant to the Bond Resolution, the City has covenanted to establish rates and charges for electric service such that in any fiscal year, Revenues are sufficient to pay 100 percent of the Cost of Operation and Maintenance of the System, plus 125 percent of the total Bond Service Requirement on all outstanding bonds (if not included in the Bond Service Requirement), plus all other payments required by the Bond Resolution, including, but not limited to, the annual deposits into the Reserve Account and the Renewal and Replacement Fund.

The City's electric rates recognize primarily six classes of service: (i) residential; (ii) general service non demand; (iii) general service demand; (iv) lighting service; and (v) time-of-use service applicable to non demand metered general service and demand metered general service.

All of the City's electric rate schedules provide for a fuel cost recovery factor, a non-fuel energy cost recovery factor, and a customer charge. In addition, the City bills customers, as applicable, for gross receipts tax, sales tax, and utility tax. The City has established a schedule of miscellaneous fees and charges associated with various customer requested services, including, but not limited to, initial connection fees, reconnection charges, pole rentals, pole attachments, and returned checks.

Customer deposits are required to be paid at the time of application for electrical service and the City pays interest on cash customer deposits. Customers may satisfy in whole or in part the deposit requirements by providing a letter of credit, by securing a bond, by making a cash payment or by having a good payment history. The monies associated with the receipt of customer deposits are not considered Revenues as defined in the Bond Resolution.

The City has historically received a franchise fee on all electric service provided in its corporate limits equal to six percent of the customer's bill. In order to maintain continuity in rates, the City will continue to collect an amount equivalent to the franchise fee from customers of the System. During fiscal year ended September 30, 2015, the City received \$2,582,126 from the franchise fee on electric service.

The City is expected to produce electric bills which are competitive among the various electric service providers in the State. Residential customers paid an average of \$0.1144 cents per kWh during fiscal year ended September 30, 2015. The average annual use per residential customer was 15,243 kWh, or approximately 1,270 kWh per month during the fiscal year ended September 30, 2015. Commercial non demand metered and demand metered customers paid the City an average of \$0.0858 cents per kWh during the fiscal year ended September 30, 2015.

The City increased its non-fuel electric rates by an average of 1.5% October 1, 2015. This was the first increase in non-fuel cost recovery rates since October 1, 2009 and was implemented in order to keep pace with operational costs and continue the City's program of undergrounding the overhead power lines. Fuel cost recovery rates are evaluated on a quarterly basis and adjusted up or down as appropriate in order to align fuel cost recovery revenues with the costs of fuel.

The following table presents the City's current electric rates as of October 1, 2015.

**ELECTRIC RATES
(COST)**

Residential Rates			
Customer Charge	\$	9.55	per month
Energy Charge:			
1 st 1,000 kWh	\$	0.066250	per kWh
All kWh above 1,000	\$	0.078150	per kWh
Fuel Cost Recovery Factor:			
1 st 1,000 kWh	\$	0.0314900	per kWh
All kWh above 1,000	\$	0.0414900	per kWh
Franchise Fee		6.0000%	
Gross Receipts Tax		2.5641%	
Electric Utility Tax		10.0000%	
Note: only the first \$0.00699 of the Fuel Cost Recovery Factor is subject to the 10.0% electric utility tax.			

Lighting Service (LS-1)			
Fixture and Maintenance Charge (includes energy charge and fuel cost recovery)			Depends upon fixture type
Customer Charge (per line of billing):	\$		
Metered Accounts	\$	3.49	per month
Non Metered Accounts	\$	1.22	per month
Energy & Demand Charge	\$	0.023490	per kWh
Fuel Cost Recovery Factor	\$	0.035390	per kWh
Franchise Fee	\$	0.060000	
Gross Receipts Tax	\$	0.025641	
Electric Utility Tax	\$	0.100000	
Subsequent Re-establishment of service	\$	10.00	

GENERAL SERVICE ELECTRIC RATES

Non-Demand (GS-1)			
Rates will also apply to Temporary Service (TS-1)			
Customer Charges:			
Non Metered Accounts	\$	7.11	per month
Metered Accounts			
Secondary Delivery Voltage	\$	12.61	per month
Primary Delivery Voltage	\$	159.44	per month
Energy Charge	\$	0.066930	per kWh
Fuel Cost Recovery Factor	\$	0.035390	per kWh
Franchise Fee		6.0000%	
Gross Receipts Tax		2.5641%	
Electric Utility Tax		10.0000%	
EL State Sales Tax (commercial only)		7.4500%	
Note: only the first \$0.00699 of the Fuel Cost Recovery Factor is subject to the 10.0% electric utility tax.			

Non-Demand (100% Load Factor Usage (GS-2)			
(For customers with fixed wattage loads operating continuously throughout the billing period)			
Customer Charges:			
Non Metered Accounts	\$	7.45	per month
Metered Accounts	\$	13.21	per month
Energy Charge	\$	0.033940	per kWh
Fuel Cost Recovery Factor	\$	0.035390	per kWh
Franchise Fee		6.0000%	
Gross Receipts Tax		2.5641%	
Electric Utility Tax		10.0000%	
EL State Sales Tax (commercial only)		7.5000%	
Note: only the first \$0.00699 of the Fuel Cost Recovery Factor is subject to the 10.0% electric utility tax.			

Demand (GSD-1)			
Rates will also apply to Temporary Service (TS)			
Applicable for any customer other than residential with a measurable annual kWh consumption of 24,000 kWh or greater per year			
Customer Charge:			
Secondary Delivery Voltage	\$	13.14	per month
Primary Delivery Voltage	\$	166.20	per month
Demand Charge	\$	4.59	per kWh
Energy Charge	\$	0.038300	per kWh
Fuel Cost Recovery Factor	\$	0.035390	per kWh
Delivery Voltage Credit: when a customer takes delivery at primary voltage, the demand charge will be subject to this credit	\$	0.350000	per kWh
Metering Voltage Adjustment: when a customer takes delivery at primary voltage, the energy charge, demand charge and delivery voltage credit will be subject to this adjustment		1.0000%	
Franchise Fee		6.0000%	
Gross Receipts Tax		2.5641%	
Electric Utility Tax		10.0000%	
EL State Sales Tax (commercial only)		7.4500%	
Note: only the first \$0.00699 of the Fuel Cost Recovery Factor is subject to the 10.0% electric utility tax.			

General Service Demand Optional Time of Use (GSDT-1)			
Closed to new customers as of 006-01-2006			
Customer Charges:			
Secondary Delivery Voltage	\$	21.99	per month
Primary Delivery Voltage	\$	178.12	per month
Demand Charges:			
Base Demand	\$	1.15	per kWh
On Peak Demand	\$	3.49	per kWh
Energy Charges:			
On-peak kWh	\$	0.063660	per kWh
Off-peak kWh	\$	0.025820	per kWh
Fuel Cost Recovery Factors:			
On-peak kWh	\$	0.047050	per kWh
Off-peak kWh	\$	0.031270	per kWh
Delivery Voltage Credit: when a customer takes delivery at primary voltage, the demand charge will be subject to this credit	\$	0.350000	per kWh
Metering Voltage Adjustment: When a customer takes delivery at primary voltage, the energy charge, demand charge and delivery voltage credit will be		1.0000%	
Franchise Fee		6.0000%	
Gross Receipts Tax		2.5641%	
Electric Utility Tax		10.0000%	
EL State Sales Tax (commercial only)		7.5000%	
Note: only the first \$0.00699 of the Fuel Cost Recovery Factor is subject to the 10.0% electric utility tax.			

Source for all rates shown above: City of Winter Park, Florida Finance Department

Rate Comparison

The following table provides a comparison of the residential rates of the System with those of other central Florida utilities. The rate comparisons shown were provided by the Florida Municipal Electric Association for rates in effect as of December 2015.

Utility	1,000 kWh	1,200 kWh	2,500 kWh
City of Winter Park (1)	\$113.06	\$138.29	\$302.30
Florida Municipalities:			
Ft. Pierce Utilities Authority	111.84	134.56	282.30
City of Mount Dora	114.44	135.54	272.67
City of Homestead	117.23	139.56	284.68
Kissimmee Utilities Authority	108.69	143.57	288.10
City of Leesburg	119.67	145.55	313.78
City of Lake Worth	114.73	140.33	306.73
Utilities Commission, City of New Smyrna Beach	107.06	127.34	259.17
City of Ocala	112.64	133.30	267.61
Orlando Utilities Commission	109.43	133.72	291.58
City of Vero Beach	119.58	147.07	325.77
Investor-Owned Utilities (2):			
Florida Power and Light Co.	99.96	122.75	270.98
Gulf Power Company	143.96	168.81	330.33
Duke Energy	125.66	153.94	337.79
Tampa Electric Company	112.57	136.16	289.39

(1) Rates for municipal utilities include payment-in-lieu of tax to the City's general fund.

(2) Rates for investor owned utilities do not include franchise fee payments which average 6% across Florida.

Source: City of Winter Park, Florida Finance Department

Customers

The following table identifies the breakdown of the customer accounts of the System for the fiscal year ended September 30, 2015.

	# Customers	Kilowatt Hours	Average Monthly kWh per Customer
Commercial:	2,383	217,765,411	7,615
Public Authority:	290	23,345,813	6,709
Residential:	12,292	187,371,272	1,270
Total	14,965	428,482,496	

Source: City of Winter Park, Florida Finance Department

The following table identifies the System's ten largest electric customer accounts based on total kWh for the fiscal year ended September 30, 2015, which aggregate kWh usage totals approximately 23.7% of the total usage of the System for such period.

MAJOR ELECTRIC USERS

	<u>Kilowatt Hours</u>
Rollins College	23,438,023
Adventist Health Systems (FL Hospital)	21,109,833
Orange County Schools	11,018,920
City of Winter Park	9,710,784
Publix Super Markets	8,875,675
Embarq Florida Inc.	8,160,595
Mayflower Retirement Center, Inc.	6,487,582
Presbyterian Retirement Center	5,428,992
250 Park Avenue Trustee, Inc.	3,012,998
Alfond Inn	<u>2,832,480</u>
Total Consumption of Largest Ten Users	100,075,882

Source: City of Winter Park, Florida Finance Department

Capital Improvement Program

In planning the FY 2016 budget, the City established a five year \$25.0 million capital improvement program (the "Capital Improvement Program" or "CIP") which delineates existing and future capital projects of the City's System. For the System, capital facility needs generally include the more costly of property units such as poles, transformers, conductors and switches. In addition to the renewal and replacement of existing capital facilities, the City invests in new capital facilities associated with the addition of new customers. Generally, renewal and replacement capital expenditures are funded from the System revenues. Capital expenditures associated with new customers or the enlargement of existing customer premises for the System are typically funded from Contributions in Aid of Construction ("CIAC") provided by the customers. The City charges new customers and existing customers that require upgrades in their existing electric service a CIAC that is intended to recover the full cost of required new System facilities. This approach assures that adequate funding exists for any such capital improvements.

The following table shows the annual capital outlay portion of the CIP together with anticipated funding sources.

	Funding Source	2016	2017	2018	2019	2020
Routine capital improvements including: renewal and replacements, and other improvements required to provide service and improve the reliability of the electric system	Electric System Revenues	\$754,188	\$769,272	\$784,657	\$800,350	\$816,357
Undergrounding of electric lines(1)	Electric System Revenues	3,050,000	3,050,000	3,500,000	3,500,000	3,500,000
	Prior Bond Proceeds	450,000	450,000			
West Fairbanks Avenue Undergrounding Project (1)	Grants	3,077,000				
Enterprise Resource Program Software Replacement (ERP)	Electric System Revenues	129,771	129,771			
Information Technology Infrastructure Upgrades	Electric System Revenues	45,000	47,500	50,000	50,000	50,000
Total Capital Outlays		\$7,505,959	\$4,446,543	\$4,334,657	\$4,350,350	\$4,366,357

- (1) During the City's original consideration of purchasing the System, the citizens indicated a strong desire to place the System underground to achieve both aesthetic and reliability benefits. The City enjoys a dense tree canopy which requires intensive management to achieve an appropriate balance between the aesthetic requirements of the community and the need for reliable electric service. The City is currently funding undergrounding efforts from System Revenues. Priority is given to those areas of the System with the poorest reliability and most tree/power line conflicts.

Source: City of Winter Park, Florida Finance Department

HISTORICAL NET REVENUES AND DEBT SERVICE COVERAGE

The information in the following table sets forth historical Net Revenues of the System for the City's fiscal years ended September 30, 2011 through and including September 30, 2015 and the debt service coverage provided by Net Revenues.

	Fiscal Years Ending September 30				
	2011	2012	2013	2014	2015
Net Revenues	\$14,777,132	\$13,440,647	\$13,000,019	\$12,589,094	\$12,975,401
Bond Service Requirements	4,110,183	4,367,512	5,121,964	4,417,149	4,519,944
Coverage (1.25x required)	3.60	3.08	2.54	2.85	2.87

INVESTMENT CONSIDERATIONS

General

The Series 2016 Bonds, like other forms of debt obligations, are subject to interest rate risk, principal risk, and market and/or trading risk. Because the Series 2016 Bonds are special, limited obligations, secured primarily by the net revenues after payment of expenses of operation of a municipal electric utility system, the Series 2016 Bonds have risks associated with current and possible trends and changes in the electric utility industry that would not be present with respect to bonds secured by taxes or other revenue sources.

Purchasers of the Series 2016 Bonds should review carefully the information in this Official Statement, with particular reference to the material under this heading and under the headings "SECURITY FOR THE SERIES 2016 BONDS," and "THE SYSTEM" for a discussion of certain of these risks.

Regulation of Rates

The City now has the exclusive right and obligation to serve electric utility customers within its service area at rates that are regulated by the City. There have been efforts at both the national and state levels to restructure the electric utility industry from a heavily regulated monopoly to an industry in which there is more (or open) competition for power supply service at both the wholesale and retail level. Historically electric utilities have operated as monopolies within their service territories subject to certain exceptions. Under this arrangement, utilities have generally been able to charge rates primarily determined by their costs of service, rather than competitive forces. There has been little activity regarding deregulation in recent years due to the perception of rapid escalation of electric rates in areas that have been deregulated. However, if some form of customer choice or deregulation legislation is enacted in Florida, customers may be able to choose among multiple competing suppliers of electricity rather than being solely dependent upon the City. **[According to statistics by the Energy Information Administration, as of September 2010, 15 states and the District of Columbia have enacted enabling legislation to implement retail access; seven states suspended the restructuring process; and the remaining states, including Florida, were not actively pursuing restructuring.]**

It is not possible to predict the timing for any implementation of deregulation or more competition for power supply or the precise impact upon the City. However, some potential negative impacts to the City may include: (i) loss of customers, particularly larger commercial customers, (ii) increased costs to remaining customers, (iii) decreased revenues, (iv) decreases in transfers to the City's General Fund, (v) increased difficulties and higher costs in financing the System, (vi) reduction in ratings

on bonds and other debt, and (vii) reductions in environmental and social programs relating to electric utility services. Potential positive effects of retail competition in the City might include a net gain of customers, lower costs to existing customers, more effective use of existing resources, and increased revenues. There are no assurances that any such positive effects would materialize. See also " – Other Factors Affecting the Electric Utility Industry below.

Power Supply

The System does not include any power generating resources and therefore relies on the **[Florida Transmission Grid]** which is comprised of transmission facilities that are owned by various utilities, for the delivery of power to the City. The costs and availability of such transmission services are likely to be impacted by the outcome of ongoing initiatives relating to transmission as described below. **[EXPAND ON THIS SECTION AS TO ANYTHING WHICH MIGHT IMPACT THE POWER SUPPLY AGREEMENTS.]** See "THE SYSTEM – The Power Sales Agreements".

Energy Policy Act of 1992. The Energy Policy Act of 1992 (the "Energy Policy Act") made fundamental changes in the federal regulation of the electric utility industry, particularly in the area of transmission access. The purpose of these changes, in part, was to bring about increased wholesale electric competition. In particular, the Energy Policy Act provides the Federal Energy Regulatory Commission ("FERC") with the authority, upon application by an electric utility, federal power marketing agency, or other power generator, to require a transmitting utility to provide transmission services to the applicant essentially on a cost-of-service basis. Municipally-owned electric utilities are "transmitting utilities" for purposes of these provisions of the Energy Policy Act. At this time, FERC does not have the authority to require "retail wheeling," under which a retail customer of one utility could obtain power from another utility or non-utility power generator.

The energy efficiency title of the Energy Policy Act required states and utilities to consider adopting integrated resource planning ("IRP"), which allows utility investments in conservation and other demand-side management techniques to be at least as profitable as supply investments. The PSC has adopted IRP as a standard. The Energy Policy Act also establishes new efficiency standards in industrial and commercial equipment and lighting and requires states to establish commercial and residential building codes with energy efficiency standards. Additionally, the Energy Policy Act requires utilities to consider energy efficiency programs in their IRPs. **[NEED DESCRIPTION OF ANY IRP RELATING TO TRANSMISSION/DISTRIBUTION].**

FERC Transmission Initiatives. On April 24, 1996, FERC issued two final rules and a Notice of Proposed Rulemaking ("NOPR") to address and implement the transmission access provisions of the Energy Policy Act. Order No. 888 established the terms and conditions under which open access ("OATT") would be provided, and Order No. 889 established the rules of conduct surrounding the provision of open access, notably the separating of marketing from transmission and power operations.

In December 1999, FERC issued its Order No. 2000. Order No. 2000 represents a further measure in FERC's attempt to foster competition in wholesale power markets by encouraging all transmission-owning utilities, including municipal utilities, electric cooperatives and other public power entities, to join Regional Transmission Organizations ("RTO"). The 2005 Energy Policy Act (defined below) defused the impact of Order 2000 by making the SMD non-mandatory.

Energy Policy Act of 2005. The Energy Policy Act of 2005 (the "2005 Energy Policy Act") was signed into law on August 8, 2005. The 2005 Energy Policy Act addresses, among other things, energy

efficiency; appliance standards; low income energy assistance programs; renewable energy; nuclear energy; electricity; and provides incentives for oil and gas production and encourages deployment of clean coal technology. The electricity portion of the bill addresses the following areas: (i) the need for modernization of existing transmission facilities, transmission rate reform and improved operations of existing transmission facilities; (ii) electric reliability standards; (iii) Public Utility Holding Company Act ("PUHCA") and Public Utility Regulatory Policies Act amendments (including repeal of PUHCA); (iv) market transparency, round trip trading prohibition and enforcement; and (v) merger reform. The 2005 Energy Policy Act imposes mandatory electric reliability standards to be defined through the North American Electric Reliability Corporation, successor to the North American Electric Reliability Council ("NERC") and enforced by FERC.

The 2005 Energy Policy Act also provides for tax incentives that further encourage production, conservation and the use of technology to stabilize energy prices and protect the environment. FERC's implementation efforts of the 2005 Energy Policy Act include:

Order No. 693: in 2006, FERC used its authority under section 215 of the Federal Power Act to certify NERC as the Electric Reliability Organization ("ERO") responsible for the development and enforcement of mandatory reliability standards subject to FERC review and approval. In March 2007, FERC issued Order No. 693, which approved the first set of mandatory reliability standards proposed by the ERO, which apply to all users, owners and operators of the bulk-power system in the United States (other than Alaska or Hawaii). Those initial reliability standards took effect on June 18, 2007. Since then, FERC has approved and directed modification of many more reliability standards. The Florida Regional Coordinating Council ("FRCC") is the regional entity with delegated authority from NERC to develop and enforce regional reliability standards within the FRCC region, which includes a majority of the State. FRCC also is responsible for monitoring and enforcing compliance with approved reliability standards within its region. The NERC and FRCC use the Compliance Monitoring and Enforcement Program (NERC CMEP) and the FRCC Compliance Monitoring and Enforcement Program Implementation Plan (FRCC CMEP IP) to monitor, assess, and enforce compliance with Reliability Standards within the FRCC region.

Order No. 890: in 2007, FERC issued Order No. 890 to reform the pro forma OATT. Order No. 890 reaffirmed many elements of Order No. 888, including the comparability requirement under which a transmission owner must provide, to third-party users, service that is comparable to the transmission owner's use of its system, protections for native load customers, and the reciprocity requirement for non-jurisdictional transmission owners. Order No. 890 also introduced several reforms, including greater consistency and transparency in calculating available transmission capacity; open, coordinated and transparent planning; reforms of penalties for energy imbalances and FERC's policy on rollover rights; and increased transparency and customer access to information. Order No. 890 also required all public utilities, including RTO's and Independent System Operators ("ISOs"), to file revisions to their OATT to conform to the pro forma OATT established in Order No. 890.

Order No. 1000: in July 2011, FERC issued Order No. 1000 to build on certain of its reforms in Order No. 888 and Order No. 890. Order No. 1000's requirements apply only to "new transmission facilities" and include the consideration and evaluation of possible transmission alternatives at a regional transmission planning level and the development of a regional transmission plan; the development of procedures for interregional planning to determine whether interregional transmission facilities are more efficient or cost effective than certain regional facilities; the development of methods for regional and interregional cost allocation that is roughly commensurate with the estimated benefits; and for those

projects eligible for cost sharing, removal of transmission providers' "right of first refusal" in order to allow competition from nonincumbent developers.

All public utility transmission providers were required to make compliance filings on regional planning and cost allocation within 12 months of the effective date and on interregional planning and cost allocation within 18 months of the effective date. In general, Order No. 1000 permits each region to develop its own processes and procedures to comply with the requirements. FRCC has developed a process for compliance with Order No. 1000, as discussed herein.

Environmental Matters

The City's electric utility operations are subject to continuing environmental regulation. Federal, state, regional and local standards and procedures which regulate the environmental impact of the System are subject to changes which may arise from continuing legislative, regulatory and judicial action. Consequently, there is no assurance that the units in operation, under construction, or contemplated will remain subject to the regulations currently in effect, will always be in compliance with future regulations or will always be able to obtain all required operating permits. An inability to comply with environmental standards could result in increased costs of operating units, reduced operating levels or the complete shutdown of individual electric generating units not in compliance.

Clean Power Plan. On August 3, 2015, President Obama and EPA announced the Clean Power Plan requiring reductions in carbon pollution from power plants. The plan has three separate but related proposals of carbon pollution standards for (i) newly constructed plants; (ii) existing plants and (iii) modified and reconstructed plants. Each proposal sets numeric pollution standards for specific types of electrical generating units, saving that the proposal for existing plants features a state-specific emissions reduction goal that is expressed as emission rates measured in lbs of CO₂/Mwh (net) and are based on the Best System of Emissions Reductions. On February 9, 2016, the Supreme Court stayed implementation of the Clean Power Plan pending judicial review. While the City's System does not include facilities subject to the Clean Power Plan it could affect the utilities from which the City purchases electricity.

Cross-State Air Pollution Rule. In March 2005, the Environmental Protection Agency (the "EPA") issued the Clean Air Interstate Rule ("CAIR") to permanently cap emissions of sulfur dioxide (SO₂) and nitrogen oxides ("NO_x") in the eastern United States. At the same time, the EPA issued the Clean Air Mercury Rule ("CAMR") to permanently cap and reduce mercury emissions from coal-fired power plants. CAIR was replaced by the Cross-State Air Pollution Rule ("CSAPR"), with a program startup date of January 1, 2015, that requires twenty-seven states in the eastern half of the United States, including Florida, to significantly improve air quality by reducing power plant emissions that cross state lines and contribute to ground-level ozone and fine particle pollution in other states. While the City's System does not include facilities subject to the CSAPR, it could affect the utilities from which the City purchases electricity.

Mercury and Air Toxics Standards. In May 2005, the EPA issued the Clean Air Mercury Rule ("CAMR") to permanently cap and reduce mercury emissions from fossil-fuel-fired electric utility steam generating units ("EGUs"). CAMR was expected to reduce utility emissions of mercury from 48 tons per year to 38 tons per year in 2010 then to 15 tons per year in 2018. On February 8, 2008, the D.C. Circuit vacated CAMR, and reinstated the status of mercury as a hazardous air pollutant ("HAP") under the Clean Air Act. The result of this decision is that mercury emissions from EGUs are subject to the more stringent requirements of maximum achievable control technology ("MACT") applicable to HAPs. In

resolution of the CAMR litigation, the EPA entered into a consent decree that required it to publish final HAP regulations for emissions from fossil-fuel-fired EGUs by November 15, 2011.

On February 16, 2012, EPA published the final rule to reduce emissions of toxic air pollutants from fossil-fuel-fired EGUs and to revise the new source performance standards ("NSPS") for fossil-fuel-fired EGUs. The final rule, known as the Mercury and Air Toxics ("MATS") rule, requires coal-fired electric generation plants to achieve high removal rates of mercury, acid gases and other metals from air emissions. To achieve these standards, coal units with no pollution control equipment installed (uncontrolled coal units) will have to make capital investments and incur higher operating expenses. Coal units with existing controls that do not meet the required standards may need to upgrade existing controls or add new controls to comply. The MATS rule requires generating stations to comply with the new standards three years after the rule takes effect, with specific guidelines for an additional one or two years in limited cases. The rule took effect on April 16, 2012. While the City's System does not include facilities subject to the CAMR, it could affect the utilities from which the City purchases electricity.

New Source Review Enforcement Actions. The EPA is actively pursuing New Source Review ("NSR") enforcement actions for certain modifications made in the past to air emission units without prior approval under the Clean Air Act's NSR requirements. If modifications conducted at the City facilities in the past were, or in the future are, made without a definitive determination of NSR applicability, such modifications may result in enforcement action under the NSR program, which could include requirements to upgrade facilities deemed to have been modified in violation of Clean Air Act requirements.

Acid Rain Program. EPA's acid rain program requires nationwide reductions of Sulfur Dioxide (SO₂) and Nitrogen Oxide (NO_x) emissions from electric utility generation units by reducing allowable emission rates and by allocating emission allowances to power plants for SO₂ emissions based on historical or calculated levels. Allowable NO_x emission rates were also reduced for certain facilities.

National Ambient Air Quality Standards. The Clean Air Act requires that the EPA establish National Ambient Air Quality Standards ("NAAQS") for certain air pollutants. When a NAAQS has been established, each state must identify areas in its state that do not meet the EPA standard (known as "non-attainment areas") and develop regulatory measures in its state implementation plan to reduce or control the emissions of that air pollutant in order to meet the standard and become an "attainment area." When an area is designated as non-attainment, stricter restrictions on the emissions of that air pollutant are imposed, and it can be more difficult and costly to obtain permits for new major sources or major modifications to existing sources. Existing sources in non-attainment areas are subject to reasonably available control technology set forth in the state implementation plan revisions that are required when an area is designated as non-attainment. The EPA is in the process of developing stricter NAAQS for SO₂, NO_x, particulate matter and ozone, each of which may impact the City's operations.

Climate Change Policy and Greenhouse Gas Controls

Federal Regulatory Actions. EPA has taken steps to regulate greenhouse gas ("GHG") emissions under existing law. On April 2, 2007, the U.S. Supreme Court issued a decision in *Massachusetts v. EPA* holding that the EPA has the authority to regulate GHG emissions under the federal Clean Air Act. Air pollutants, including GHGs, which are regulated by actually controlling emissions under any Clean Air Act program must be taken into account when considering permits issued under other programs, such as the Prevention of Significant Deterioration ("PSD") Permit Program or the Title V Permit Program. A PSD permit is required before commencement of construction of new major stationary sources or major

modifications of such sources and contains requirements including but not limited to the application of best available control technologies ("BACT"). Title V permits must be applied for within one year after a source becomes subject to the program. Title V permits are operating permits for major sources that consolidate all Clean Air Act requirements (arising, for example, under the Acid Rain, New Source Performance Standards, National Emission Standards for Hazardous Air Pollutants, and/or PSD programs) into a single document, provide for review of the documents by the EPA, state agencies and the public, and contain monitoring, reporting and certification requirements.

On May 13, 2010, the EPA issued a final rule for determining the applicability of the PSD and Title V programs to GHG emissions from major stationary sources. The rule, known as the "Tailoring Rule," establishes criteria for identifying facilities required to obtain PSD permits and the emissions thresholds at which permitting and other regulatory requirements apply. The applicability threshold levels established by this rule include both a mass-based calculation and a metric known as the carbon dioxide equivalent, or CO₂e, which incorporates the global warming potential for each of the six individual gases that comprise the collective GHG defined by EPA. The Tailoring Rule established two initial steps for phasing in the GHG permitting requirements and indicated a third phase would be established at a later date.

The first step became effective on January 2, 2011, and required sources subject to PSD and/or Title V permits due to their non-GHG emissions (such as fossil-fuel based electric generating facilities for their NO_x, SO₂ and other emissions) to address GHG emissions in new permit applications or renewals. Construction or modification of major sources will become subject to PSD requirements for their GHG emissions if the construction or modification results in a net increase in the overall mass of GHG emissions exceeding 75,000 tons per year ("tpy") on a CO₂e basis. New and modified major sources required to obtain a PSD permit would be required to conduct a BACT review for their GHG emissions. According to EPA guidance, most of the initial permitting decisions will focus on improved energy efficiency.

With respect to Title V requirements under the first step of the Tailoring Rule, effective January 2, 2011, sources required to have Title V permits for non-GHG pollutants will be required to address GHGs as part of their Title V permitting. When any source applies for, renews, or revises a Title V permit, Clean Air Act requirements for monitoring, recordkeeping and reporting will be included in the renewed permit. This part of the rule does not create any new emissions controls or limitations for GHGs; it only creates the requirement for these sources to monitor, record and report their GHG emissions. In the Tailoring Rule, the EPA notes that the existing requirements created by the October 30, 2009 EPA final rule for mandatory monitoring and annual reporting of GHGs from various categories of facilities including electric generating facilities will generally be sufficient to satisfy these new Title V requirements. The GHG monitoring and reporting rule requires facilities to have begun data collection on January 1, 2010. On March 18, 2011, EPA issued a final rule extending the deadline to submit the first annual reports from March 31, 2011 to September 30, 2011. The second step of the Tailoring Rule was effective July 1, 2011, and is applicable to new facilities or modifications to existing facilities that exceed certain GHG emission thresholds, even if the facility is not subject to PSD for non-GHG emissions. The second phase requirements would apply to any new, major sources as well as to any major modifications of existing facilities, depending on their levels of emissions of both GHG and non-GHG pollutants.

On July 12, 2012, the EPA's final rule for the third step in the Tailoring Rule was published. The final rule maintains the applicability thresholds for GHG-emitting sources at the current levels and includes two permitting streamlining approaches to improve the administration of the PSD and Title V

permitting programs. On June 26, 2012, the United States Court of Appeals for the D.C. Circuit ruled in a challenge to the Tailoring Rule that petitioners did not have standing to challenge the Tailoring Rule and dismissed all petitions for review of the Tailoring Rule for lack of jurisdiction.

In the same ruling, the court also rejected challenges to the Timing Rule and upheld EPA's Endangerment Finding. The Timing Rule required that new controls of greenhouse gas emissions from stationary sources be triggered on January 2, 2011. The Endangerment Finding determined that GHG emissions may reasonably be anticipated to endanger public health or welfare. FMPA cannot predict whether this decision will be appealed.

In addition to the PSD permit program, EPA is also in the process of developing a GHG regulatory program under the New Source Performance Standards ("NSPS") provisions of the Clean Air Act. The EPA released the final rule to limit greenhouse gas emissions from new power plants on August 3, 2015. The final "Carbon Pollution Standard for New Power Plants" replaces earlier proposals from September 2013 and March 2012. The rule establishes NSPS to limit emissions of carbon dioxide from coal- and natural gas-fired power plants. EPA also simultaneously released a final rule to limit carbon emissions from existing power plants.

In addition to the EPA's recent regulatory actions moving towards federal regulation of GHG emissions, the United States Congress has considered several energy and climate change-related pieces of legislation that proposed, among other things, a cap-and-trade system to regulate and reduce the emission of carbon dioxide and other GHGs and a federal renewable energy portfolio standard. Congress may consider new GHG proposals in the future and it is possible that Congress will agree to set limits on GHG emissions or set clean energy standards for the electric utility sector. The timeline and impact of climate change legislation cannot be accurately assessed at this time, but it is expected that any such federal action will have a significant impact on fossil-fueled generation facilities.

State Climate Change Policy Actions. In July 2007, then State Governor Crist issued three executive orders relating to climate change policies. Executive Order 07-126 required action from state government agencies and departments, including reductions in greenhouse gas emissions. Executive Order 07-127 required, among other things, that the PSC initiate rulemaking to require that utilities produce at least 20 percent of their electricity from renewable sources (a Renewable Portfolio Standard or "RPS"). Executive Order 07-128 established the Governor's Action Team on Energy and Climate Change ("GAT") and directed it to develop an "Energy and Climate Change Action Plan" to meet or exceed the greenhouse gas emissions requirements in Executive Order 07 127.

During the 2008 legislative session, the Florida Legislature passed a comprehensive energy bill (HB 7135, or the "2008 Florida Energy Bill"). The 2008 Florida Energy Bill was signed into law by then Governor Crist on June 25, 2008. The 2008 Florida Energy Bill contained a number of provisions designed to increase energy efficiency and the use of renewable resources and to reduce greenhouse gas emissions in the State of Florida. For example, the bill directed the PSC to begin a rulemaking proceeding to adopt an RPS for investor-owned utilities and authorized the Florida Department of Environmental Protection ("FDEP") to adopt rules to implement a state greenhouse gas cap-and-trade regulatory program.

On January 4, 2011, Rick Scott became the 45th governor of Florida. Scott's campaign promised to reduce the size of Florida government and increase jobs and economic activity in Florida. The Florida Legislature, during the 2011 regular session, adopted no legislation on RPS or other substantial renewable energy matter—viewing any measure that could increase costs to ratepayers as an economic detriment. The FDEP's efforts to develop a state greenhouse gas cap-and-trade regulatory program were suspended.

Action was taken to reorganize the Florida government, including eliminating the Florida Energy and Climate Commission (the "FECC").

During the 2012 legislative session, the Florida Legislature passed a new energy bill. The new energy bill reinstated tax credits for investments in renewable energy technologies and production, repealed the 2008 Florida Energy Bill and related regulations, evaluated energy resources and current and future capacity issues, and promoted energy efficiency.

While the City's System does not include facilities subject to the above-described regulatory actions relating to climate control and greenhouse gas controls, such regulations could affect the utilities from which the City purchases electricity.

Technology Issues

Technology related to electric power production is constantly changing, and technological advances may enable commercial or large residential consumers to generate their own power rather than to purchase power from electric utilities. These and other technological developments and concerns could affect the financial results of operations of electric utilities such as the City.

Fresh Water Supplies

Unprecedented increases in demand for fresh water supply in Florida have had an effect on the electric utility industry, as the regulating agencies develop programs and activities to address local and regional water resource planning. Florida Water Management Districts are undertaking consumptive use permitting rulemaking to ensure consistency among the water management districts. Electric generators will continue to be required to consider utilization of more expensive alternative sources of water and to limit consumptive use of the state's water resources.

Alternative Energy Sources

Electric generation technology is evolving in ways that could allow for local siting of electric generators to serve facilities requiring as few as 75 kW of capacity, and there are also technical advances being made with respect to fuel cell, wind powered, solar, and other alternative sources of electric energy. It is impossible to predict whether and to what extent these developments could offer energy generation alternatives to the System's large and small customers, the extent to which any customers would choose to use such alternatives, and the effect that a choice of energy alternatives would have on the System's financial and operational results.

Constitutional Amendment re Solar Energy

The Florida Right to Produce and Sell Solar Energy Initiative was an initiated constitutional amendment. The measure would have provided businesses and individuals with a constitutional right to produce up to two megawatts of solar power and sell that power directly to others at the same or contiguous property. This right would have been secured by limiting the government and electrical utilities' abilities to impose barriers to supplying local solar electricity. The amendment did not make the ballot in Florida for November 8, 2016.

Florida Public Service Commission

The PSC has jurisdiction over municipal electric utilities to prescribe uniform systems and classifications of accounts, to require electric power conservation and reliability, to approve territorial agreements, to settle territorial disputes, to approve the need for new steam-electric power plants and transmission lines and to prescribe rate structures but does not have jurisdiction to set rate levels for such municipal utilities, including the City. The Florida Supreme Court, while continuing to hold that the FPSC has no authority to regulate municipal utility "rates," that is the specific dollar amounts charged by a municipal electric utility for specific services, has held that the PSC has jurisdiction and authority to regulate the "rate structure" of a municipal electric utility, that is, the classification system used to justify charging different rates to different classes of customers. It is not known at this time how broadly the Court may ultimately interpret "rate structures" to permit additional regulation of rates of municipal utilities, and accordingly, the City cannot predict whether or how, if at all, any such future decision might impact the City.

Pursuant to the Florida Energy Efficiency and Conservation Act ("FEECA"), the FPSC exercises jurisdiction over conservation programs of electric utilities (including the City) by encouraging utilities to increase the efficiency of energy consumption and to limit the growth of energy consumption and weather sensitive peak demands. The FPSC has adopted a series of rules and requirements with respect to energy conservation efforts as a means to comply with the FEECA. The rules require utilities to set specific goals for reducing the growth rate of demand and energy and to submit ten year conservation plans. This includes implementing cost-effective conservation programs and submitting reports by program category and by customer classification. The City has taken a pro-active approach to these rules and the City's goal and conservation achievements exceed the stated requirements.

HB 7109 (SB 288) was passed by the Legislature in 2015. HB 7109 limits terms of office of PSC commissioners appointed after certain date; requires specified PSC meetings and workshops to be recorded or streamed live; requires specified persons to register as lobbyist if communicating with PSC nominating council; revises provisions regarding ex parte communications; requires PSC commissioners to take ethics training; specifies amount of money that may be charged by public utilities for deposits; revises provisions regarding notification of specified customer rates; specifies uses of certain funds received for demand-side renewable energy systems; authorizes the PSC to issue orders to grant issuance of nuclear asset-recovery bonds; and creates provisions regarding financing of such bonds.

Economic Trends

Florida state and local government obligations may be adversely affected by political and economic conditions and developments within Florida and the nation as a whole. In addition, various limitations on the state, its governmental agencies and local governmental agencies and local governments, including municipalities, may inhibit the ability of these issuers to repay existing indebtedness and issue additional indebtedness.

The ability of the City to repay the Series 2016 Bonds and provide for repairs, replacements and improvements to the System will depend upon the continued receipt of the Net Revenues in substantially the amounts currently received by the City. The continued strength of these Net Revenues is dependent upon the national, state and local economies and the overall fiscal strength of the System.

Enforceability of Remedies

The remedies available to the owners of the Series 2016 Bonds upon a default in payment of the Series 2016 Bonds, and the inability of the Bond Insurer to make payments under its bond insurance policy, are in many respects dependent upon judicial actions which are often subject to discretion and delay. Under existing constitutional and statutory law and judicial decisions, including specifically Title 11 of the United States Code, the remedies specified by the federal bankruptcy code, the Bond Resolution and the municipal bond insurance policy may not be readily available or may be limited. The various legal opinions to be delivered concurrently with the delivery of the Series 2016 Bonds (including Bond Counsel's approving opinion) will be qualified, as to the enforceability of the various legal instruments, by limitations imposed by bankruptcy, reorganization, insolvency or other similar laws affecting the rights of creditors', enacted before or after such delivery and by the exercise of judicial discretion.

Other Factors Affecting the Electric Utility Industry

The electric utility industry in general has been, and in the future may be, affected by a number of factors which could have an impact on the financial condition of an electric utility such as the City's System. These factors likely would affect individual utilities in different ways. Such factors include, among others: (i) effects of compliance with rapidly changing environmental, safety, licensing, regulatory and legislative requirements; (ii) effects of competition from other electric utilities (including increased competition resulting from mergers, acquisitions, and "strategic alliances" of competing electric and natural gas utilities and from competitors transmitting less expensive electricity from much greater distances over an interconnected system) and new methods of, and new facilities for, producing low-cost electricity; (iii) increased competition from independent power producers, marketers and brokers and federal power marketing agencies; (iv) effects of competition with customer-owned generation, such as "self-generation" or "distributed generation" which might include micro turbines, fuel cells and other generation resources; (v) cybersecurity and other security breaches; (vi) the repeal of certain federal statutes that would have the effect of increasing the competitiveness of many utilities; (vii) the uncertain effects of conservation and demand-side management programs on the timing and use of electric energy; (viii) changes in national, regional or state energy policy; (ix) limitations which may be imposed or requirements for increased expenses related to programs for the reduction of emission of "greenhouse" gases; (x) shifts in the availability and relative costs of different fuels, whether such fuels are competitive alternatives to electricity or are used in the generation of electricity; (xi) sudden and dramatic increases in the price of energy purchased on the open market; (xii) inadequate risk management procedures and practices with respect to, among other things, the purchase and sale of energy and transmission capacity; (xiii) issues relating to the ability to issue tax-exempt obligations; (xiv) other federal, state or local legislative or regulatory changes; (xv) natural disasters or other physical calamity, including but not limited to hurricanes; (xvi) man-made physical and operational disasters, including, but not limited to, terrorism cyber-attacks and collateral damage from untargeted computer viruses; (xvii) changes to the climate; (xviii) loss of large industrial or commercial customers; (xix) uncertain access to low cost capital for replacement of aging fixed assets; (xx) increases in operating costs; and (xxi) changes in the economy.

The foregoing sections of this caption provide brief discussions of certain of these factors. However, these discussions do not purport to be comprehensive or definitive, and these matters are subject to change subsequent to the date of this Official Statement. Extensive information on the electric utility industry is, and is expected to be, available from legislative and regulatory bodies and other sources in the public domain. The City cannot predict at this time the ultimate effect of such factors on the City's capital improvement program and its operations.

Enforceability of Remedies

The remedies available to the owners of the Series 2016 Bonds upon a default in payment of the Series 2016 Bonds, and the inability of the Bond Insurer to make payments under its bond insurance policy, are in many respects dependent upon judicial actions which are often subject to discretion and delay. Under existing constitutional and statutory law and judicial decisions, including specifically Title 11 of the United States Code, the remedies specified by the federal bankruptcy code, the Bond Resolution and the municipal bond insurance policy may not be readily available or may be limited. The various legal opinions to be delivered concurrently with the delivery of the Series 2016 Bonds (including Bond Counsel's approving opinion) will be qualified, as to the enforceability of the various legal instruments, by limitations imposed by bankruptcy, reorganization, insolvency or other similar laws affecting the rights of creditors, enacted before or after such delivery and by the exercise of judicial discretion.

CITY OF WINTER PARK, FLORIDA

General

The City is located in the center of the State of Florida in north Orange County, and is considered a part of the Orlando Metropolitan Area. The City is within 15 miles of the Orlando International Airport and 25 miles of Disney World. The City occupies a land area of approximately nine square miles and has a resident population of approximately 28,967. Its growth rate has been modest as the number of vacant sites available for development is limited. See "CITY OF WINTER PARK, FLORIDA GENERAL INFORMATION" attached hereto as APPENDIX A for additional information regarding the City.

Municipal Government

The charter of the City provides for a "Commission/Manager" form of government. The City Commission is a legislative body, with the power to enact ordinances and adopt resolutions, and the City Manager is the chief executive officer and head of the administrative branch of the City.

The City Commission consists of four Commissioners and the Mayor. The City Commission is elected on a non-partisan basis. Commissioners and the Mayor are elected at large by the voters for 3-year staggered terms.

Listed below are the current Mayor and Commissioners and their respective term expiration dates:

	<u>Term Expires</u>
Steve Leary, Mayor	March 2018
Gregory Seidel, Commissioner	March 2017
Sarah Sprinkel, Commissioner	March 2017
Carolyn Cooper, Commissioner	March 2019
Pete Weldon, Commissioner	March 2019

Administration

The City Manager is appointed by the City Commission. The City Manager is responsible for the administration, operation and maintenance of the City, excepting those responsibilities specifically delegated to other appointed officials. There is no definite term of office of the City Manager, as he or she

holds office at the pleasure of the City Commission. Among the duties of the City Manager are the appointment of subordinate officers and employees, the supervision of departments, the making of recommendations to the City Commission, the submission of an annual budget, and the submission of an annual report of the operations of the City for the preceding fiscal year.

The Finance Department is directed by the Finance Director, who is appointed by and is subject to the supervision and control of the City Manager. The Finance Director has supervision over all financial transactions of the City. The responsibilities of the Finance Director also include furnishing the City Manager such reports and budgets as may be necessary to fully inform the City Manager as to the financial condition of the City, and such estimates of the revenues and expenses of the City as may be necessary to form the basis of the annual budget and to determine the revenue necessary to be raised each year.

Budgetary Process

In April, the City Manager presents goals for the upcoming budget and capital improvement plan as part of a strategic planning session with the City Commission. The public's input to the budget process is invited at the beginning of each Commission meeting beginning in July. A proposed budget is presented to the City Commission and a tentative millage cap is set in July. The Commission is required to hold two public hearings on the budget and millage rate in September and adopt a final budget and millage rate by no later than September 30, the close of the City's fiscal year. The appropriated budget is prepared by fund. Transfers between accounts within the same fund may be made with the City Manager approval. Transfers between funds and adjustments that increase the overall budget of a fund require approval of the City Commission. Budget-to-actual comparisons are provided in this report for each individual governmental fund for which an appropriated budget has been adopted. For the General Fund and other major special revenue fund (Community Redevelopment Agency), this comparison is presented as required supplemental information. For nonmajor governmental funds, this comparison is presented in the combining financial statements. The Finance Department monitors all financial activity on an ongoing basis. Monthly reports summarizing the City's financial activities are prepared for the City Commission. Each quarter, the City provides an update of its key performance metrics as a communication outreach to the City Commission and the public.

Florida law requires a balanced budget for municipalities and prohibits the governing body of any municipality from making appropriations in any one fiscal year which exceed the revenues available in such fiscal year.

Debt Policy and Interest Rate-Hedging Policy

The City has adopted a debt policy which incorporates an interest rate swap policy. Staff will annually review and amend such policy from time to time as necessary with the approval of the City Commission. The City Manager and the Finance Director are responsible for administering the City's financial policies. The City Commission is responsible for the approval of any form of City borrowing. Unless otherwise designated, the Finance Director coordinates the administration and issuance of debt.

The City's debt policy allows the issuance of fixed debt or variable rate debt in traditional as well as synthetic form, along with other non-speculative hedging instruments. No more than 60% of net interest rate swaps or other hedging products can be outstanding with any one counterparty or affiliate. Prior to execution of any hedging product, the City's Financial Advisor is required to obtain current market pricing.

The City is responsible for reviewing monthly collateral reports relating to specific swap transactions that may require the posting of collateral based on mark to market valuations. All outstanding debt and interest rate swaps are reported annually in the Comprehensive Annual Financial Report as required by the rules of the Governmental Accounting Standards Board.

Investment Policy

City public funds in excess of amounts needed to meet current expenditures may, pursuant to the City's investment policy, be invested in:

- (i) The Florida Local Government Surplus Funds Trust Fund.
- (ii) Negotiable direct obligations, or obligations of the principal and interest of which are unconditionally guaranteed by the United States Government. Such securities will include, but not be limited to, the following:
 - (a) Cash Management Bills;
 - (b) Treasury Securities — State and Local Government Series;
 - (c) Treasury Bills;
 - (d) Treasury Notes;
 - (e) Treasury Bonds; and
 - (f) Treasury Strips.
- (iii) Bonds, debentures, notes or other evidence of indebtedness issued or guaranteed by United States agencies, provided such obligations are backed by the full faith and credit of the United States Government. Such securities will include, but not be limited to, the following:
 - (a) United States Export-Import Bank Direct obligations or fully guaranteed certificates of beneficial ownership;
 - (b) Farmers Home Administration Certificates of beneficial ownership;
 - (c) Federal Financing Bank Discount notes and bonds;
 - (d) Federal Housing Administration Debentures;
 - (e) General Services Administration Participation Certificates;
 - (f) Government National Mortgage Association ("GNMA") guaranteed mortgage-backed bonds;
 - (g) GNMA guaranteed pass-through obligations;
 - (h) United States Maritime Administration Guaranteed Title XI Financing;

- (i) New Communities Debentures;
- (j) United States Government guaranteed debentures;
- (k) United States Public Housing Notes and Bonds;
- (l) United States Government guaranteed public housing notes and bonds; and
- (m) United States Department of Housing and Urban Development Project notes and local authority bonds.

(iv) Bonds, debentures, notes or other evidence of indebtedness issued or guaranteed by United States Government agencies (Federal Instrumentalities) which are non-full faith and credit agencies limited to the following:

- (a) Federal Farm Credit Bank;
- (b) Federal Home Loan Bank or its district bank;
- (c) Federal National Mortgage Association;
- (d) Federal Home Loan Mortgage Corporation including Federal Home Loan Mortgage Corporation participation certificates; and
- (e) Student Loan Marketing Association.

(v) Non-negotiable interest bearing time certificates of deposit or savings accounts in banks or savings associations organized under the laws of Florida and/or in national banks or savings associations organized under the laws of the United States and doing business and situated in Florida, provided that only such deposits are secured by the Florida Security of Public Deposits Act, Chapter 280, Florida Statutes and provided that the bank or savings association is not listed with any recognized credit watch information service.

(vi) Repurchase agreements comprised of only those investments as authorized in paragraphs (ii) and (iii) above. The use of reverse repurchase agreements or other forms of leverage are prohibited.

(vii) Bankers' Acceptances which are inventory-based and issued by a domestic bank which has an unsecured, uninsured and unguaranteed obligation rating of at least "Prime-1" and "A" by Moody's Investors Service and ranked in the top 50 United States banks in terms of total assets by the American Banker's yearly report.

(viii) Commercial Paper rated, at the time of purchase, "Prime-1" by Moody's and "A-1" by Standard & Poor's (prime commercial paper).

(ix) State and/or local government taxable and tax-exempt debt, General Obligation and/or Revenue Bonds rated at least "Aa" by Moody's and "AA" by Standard & Poor's for long-term debt, or rated at least "MIG-2" by Moody's and "SP-2" by Standard & Poor's for short-term debt.

(x) Fixed income mutual funds comprised of only those investment instruments as authorized in paragraphs (ii), (iii), (iv), and (ix) above.

(xi) The Florida Counties Investment Trust.

Pension Liability and Other Post-Employment Benefits

The City maintains two separate single-employer, defined benefit pension plans for police officers and firefighters and a single-employer, defined contribution pension plan for the General Employees. Information regarding liabilities of the City related to such plans is included in APPENDIX A hereto.

AUDITED FINANCIAL STATEMENTS

The audited financial statements of the City as of September 30, 2015 and for the year then ended, included in the attached APPENDIX B, have been audited by James Moore & Co., P.L., independent auditors (the "Auditor"), as stated in their report appearing therein. The Auditor has not participated in the preparation or review of this Official Statement and the financial statements are included as a publicly available record.

TAX MATTERS

General

The Code establishes certain requirements which must be met subsequent to the issuance of the Series 2016 Bonds in order that interest on the Series 2016 Bonds be and remain excluded from gross income for purposes of federal income taxation. Non-compliance may cause interest on the Series 2016 Bonds to be included in federal gross income retroactive to the date of issuance of the Series 2016 Bonds, regardless of the date on which such non-compliance occurs or is ascertained. These requirements include, but are not limited to, provisions which prescribe yield and other limits within which the proceeds of the Series 2016 Bonds and the other amounts are to be invested and require that certain investment earnings on the foregoing must be rebated on a periodic basis to the Treasury Department of the United States. The City has covenanted in the Resolution with respect to the Series 2016 Bonds to comply with such requirements in order to maintain the exclusion from federal gross income of the interest on the Series 2016 Bonds.

In the opinion of Bond Counsel, assuming compliance with certain covenants, under existing laws, regulations, judicial decisions and rulings, interest on the Series 2016 Bonds is excluded from gross income for purposes of federal income taxation. Interest on the Series 2016 Bonds is not an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals or corporations; however, interest on the Series 2016 Bonds may be subject to the federal alternative minimum tax when any Series 2016 Bond is held by a corporation. The federal alternative minimum taxable income of a corporation must be increased by seventy-five percent (75%) of the excess of such corporation's adjusted current earnings over its alternative minimum taxable income (before this adjustment and the alternative tax net operating loss deduction). "Adjusted Current Earnings" will include interest on the Bonds.

Except as described above, Bond Counsel will express no opinion regarding other federal income tax consequences resulting from the ownership of, receipt or accrual of interest on, or disposition of Series 2016 Bonds. Prospective purchasers of Series 2016 Bonds should be aware that the ownership of Series 2016 Bonds may result in collateral federal income tax consequences, including (i) the denial of a deduction for interest on indebtedness incurred or continued to purchase or carry Series 2016 Bonds; (ii) the reduction of the loss reserve deduction for property and casualty insurance companies by fifteen percent (15%) of certain items, including interest on Series 2016 Bonds; (iii) the inclusion of interest on Series 2016 Bonds in earnings of certain foreign corporations doing business in the United States for purposes of the branch profits tax; (iv) the inclusion of interest on Series 2016 Bonds in passive income subject to federal income taxation of certain Subchapter S corporations with Subchapter C earnings and profits at the close of the taxable year; and (v) the inclusion of interest on Series 2016 Bonds in "modified adjusted gross income" by recipients of certain Social Security and Railroad Retirement benefits for the purposes of determining whether such benefits are included in gross income for federal income tax purposes.

As to questions of fact material to the opinion of Bond Counsel, Bond Counsel will rely upon representations and covenants made on behalf of the City, certificates of appropriate officers and certificates of public officials (including certifications as to the use of proceeds of the Series 2016 Bonds and of the property financed or refinanced thereby), without undertaking to verify the same by independent investigation.

PURCHASE, OWNERSHIP, SALE OR DISPOSITION OF THE SERIES 2016 BONDS AND THE RECEIPT OR ACCRUAL OF THE INTEREST THEREON MAY HAVE ADVERSE FEDERAL TAX CONSEQUENCES FOR CERTAIN INDIVIDUAL AND CORPORATE BONDHOLDERS, INCLUDING, BUT NOT LIMITED TO, THE CONSEQUENCES DESCRIBED ABOVE. PROSPECTIVE BONDHOLDERS SHOULD CONSULT WITH THEIR TAX SPECIALISTS FOR INFORMATION IN THAT REGARD.

Information Reporting and Backup Withholding

Interest paid on tax-exempt bonds, such as the Series 2016 Bonds, is subject to information reporting to the Internal Revenue Service in a manner similar to interest paid on taxable obligations. This reporting requirement does not affect the excludability of interest on the Series 2016 Bonds from gross income for federal income tax purposes. However, in conjunction with that information reporting requirement, the Code subjects certain non-corporate owners of Series 2016 Bonds, under certain circumstances, to "backup withholding" at the rate specified in the Code with respect to payments on the Series 2016 Bonds and proceeds from the sale of Series 2016 Bonds. Any amount so withheld would be refunded or allowed as a credit against the federal income tax of such owner of Series 2016 Bonds. This withholding generally applies if the owner of Series 2016 Bonds (i) fails to furnish the payor such owner's social security number or other taxpayer identification number ("TIN"), (ii) furnished the payor an incorrect TIN, (iii) fails to properly report interest, dividends, or other "reportable payments" as defined in the Code, or (iv) under certain circumstances, fails to provide the payor or such owner's securities broker with a certified statement, signed under penalty of perjury, that the TIN provided is correct and that such owner is not subject to backup withholding. Prospective purchasers of the Series 2016 Bonds may also wish to consult with their tax advisors with respect to the need to furnish certain taxpayer information in order to avoid backup withholding.

Other Tax Matters

During recent years, legislative proposals have been introduced in Congress, and in some cases enacted, that altered certain federal tax consequences resulting from the ownership of obligations that are similar to the Series 2016 Bonds. In some cases, these proposals have contained provisions that altered these consequences on a retroactive basis. Such alteration of federal tax consequences may have affected the market value of obligations similar to the Series 2016 Bonds. From time to time, legislative proposals are pending which could have an effect on both the federal tax consequences resulting from ownership of the Series 2016 Bonds and their market value. No assurance can be given that legislative proposals will not be enacted that would apply to, or have an adverse effect upon, the Series 2016 Bonds. For example, in connection with federal deficit reduction, job creation and tax law reform efforts, proposals have been and others are likely to be made that could significantly reduce the benefit of, or otherwise affect, the exclusion from gross income of interest on obligations like the Series 2016 Bonds. There can be no assurance that any such legislation or proposal will be enacted, and if enacted, what form it may take. The introduction or enactment of any such legislative proposals may affect, perhaps significantly, the market price for, or marketability of, the Series 2016 Bonds.

Prospective purchasers of the Series 2016 Bonds should consult their own tax advisors as to the tax consequences of owning the Series 2016 Bonds in their particular state or local jurisdiction and regarding any pending or proposed federal or state tax legislation, regulations or litigation, as to which Bond Counsel expresses no opinion.

Tax Treatment of Original Issue Discount

Under the Code, the difference between the maturity amount of the Series 2016 Bonds maturing on October 1 in the years 20__ through and including 20__ (collectively, the "Discount Bonds"), and the initial offering price to the public, excluding bond houses, brokers or similar persons or organizations acting in the capacity of underwriters or wholesalers, at which price a substantial amount of the Discount Bonds of the same maturity and, if applicable, interest rate, was sold is "original issue discount." Original issue discount will accrue over the term of the Discount Bonds at a constant interest rate compounded periodically. A purchaser who acquires the Discount Bonds in the initial offering at a price equal to the initial offering price thereof to the public will be treated as receiving an amount of interest excludable from gross income for federal income tax purposes equal to the original issue discount accruing during the period he or she holds the Discount Bonds, and will increase his or her adjusted basis in the Discount Bonds by the amount of such accruing discount for purposes of determining taxable gain or loss on the sale or disposition of the Discount Bonds. The federal income tax consequences of the purchase, ownership and redemption, sale or other disposition of the Discount Bonds which are not purchased in the initial offering at the initial offering price may be determined according to rules which differ from those above. Holders of the Discount Bonds should consult their own tax advisors with respect to the precise determination for federal income tax purposes of interest accrued upon sale, redemption or other disposition of the Discount Bonds and with respect to the State and local tax consequences of owning and disposing of the Discount Bonds.

Tax Treatment of Bond Premium

The difference between the principal amount of the Series 2016 Bonds maturing on October 1 in the years 20__ through and including 20__ (collectively, the "Premium Bonds"), and the initial offering price to the public (excluding bond houses, brokers or similar persons or organizations acting in the capacity of underwriters or wholesalers) at which price a substantial amount of such Premium Bonds of the same maturity and, if applicable, interest rate, was sold constitutes to an initial purchaser amortizable

bond premium which is not deductible from gross income for federal income tax purposes. The amount of amortizable bond premium for a taxable year is determined actuarially on a constant interest rate basis over the term of each of the Premium Bonds, which ends on the earlier of the maturity or call date for each of the Premium Bonds which minimizes the yield on such Premium Bonds to the purchaser. For purposes of determining gain or loss on the sale or other disposition of a Premium Bond, an initial purchaser who acquires such obligation in the initial offering is required to decrease such purchaser's adjusted basis in such Premium Bond annually by the amount of amortizable bond premium for the taxable year. The amortization of bond premium may be taken into account as a reduction in the amount of tax-exempt income for purposes of determining various other tax consequences of owning such Premium Bonds. Holders of the Premium Bonds are advised that they should consult with their own tax advisors with respect to the state and local tax consequences of owning such Premium Bonds.

LITIGATION

There is no pending or, to the knowledge of the City, threatened litigation against the City which in any way questions or affects the validity of the Series 2016 Bonds, or any proceedings or transactions relating to their issuance, sale or delivery or the adoption of the Bond Resolution, or the pledge of the Net Revenues. Neither the creation, organization or existence, nor the title of the present members of the City Commission, or other officers of the City is being contested.

The City experiences claims, litigation and various legal proceedings which individually are not expected to have a material adverse effect on the operations or financial condition of the City, but may, in the aggregate, have a material impact thereon. In the opinion of the City Attorney, however, the City will either successfully defend such actions or otherwise resolve such matters without any material adverse consequences on the City's ability to pay debt service on the Series 2016 Bonds.

COMPETITIVE SALE

The Series 2016 Bonds are being purchased at competitive sale by _____ (the "Purchaser") at an aggregate price of \$_____ (representing the par amount of the Series 2016 Bonds [plus net original issue premium] [less net original issue discount] of \$_____ and less Purchaser's discount of \$_____). The Purchaser's obligations are subject to certain conditions precedent described in the Official Notice of Sale and it will be obligated to purchase all of the Series 2016 Bonds if any Series 2016 are purchased. The yields shown on the inside cover page hereof were furnished by the Purchaser.

LEGAL MATTERS

Legal matters incident to the authorization, issuance and sale of the Series 2016 Bonds are subject to the approval of Bryant Miller Olive P.A., Orlando, Florida, Bond Counsel. The proposed legal opinion, in the form attached hereto as APPENDIX D, will be delivered with the Series 2016 Bonds. The actual legal opinion to be delivered by Bond Counsel may vary from the form attached hereto if necessary to reflect facts and law on the date of delivery of the opinion. The opinion will speak only as of its date, and subsequent distribution by recirculation of this Official Statement or otherwise shall create no implication that Bond Counsel has renewed or expressed any opinion concerning any of the matters referenced in the opinion subsequent to the date of the opinion. Certain other legal matters will

be passed upon for the City by the City Attorney, Fishback, Dominick, Bennett, Ardaman, Ahlers, Langley & Geller LLP, Winter Park, Florida, and by Bryant Miller Olive P.A., Tampa, Florida, Disclosure Counsel.

The legal opinions to be delivered concurrently with the delivery of the Series 2016 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 the 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.

FINANCIAL ADVISOR

The City has retained Public Financial Management, Inc., as financial advisor (the "Financial Advisor") in connection with the City's financing plans and with respect to the authorization and issuance of the Series 2016 Bonds. The Financial Advisor is not obligated to, and has not undertaken to, independently verify or to assume responsibility for the accuracy, completeness, or fairness of the information contained in the Official Statement. The Financial Advisor may receive a fee for bidding certain investments to be deposited into the Escrow Fund. The Financial Advisor did not participate in the underwriting of the Series 2016 Bonds.

RATINGS

The Series 2016 Bonds have been assigned an underlying rating of "___" by Moody's and "___" (___ outlook) by Fitch. Such ratings reflect only the views of such organizations and any desired explanation of the significance of such ratings should be obtained from the rating agency furnishing the same, at the following addresses: Moody's Investors Service, 99 Church Street, New York, New York 10007 and Fitch Ratings, One State Street Plaza, New York, New York 10004. Generally, a rating agency bases its rating on the information and materials furnished to it and on investigations, studies and assumptions of its own. There is no assurance such ratings will continue for any given period of time or that such ratings will not be revised downward or withdrawn entirely by the rating agency, if in the judgment of such rating agency, circumstances so warrant. Any such downward revision or withdrawal of such ratings may have an adverse effect on the market price of the Series 2016 Bonds.

CONTINUING DISCLOSURE

The City has covenanted for the benefit of the Series 2016 Bondholders to provide certain financial information and operating data relating to the City and the Series 2016 Bonds no later than the May 1st following the end of the City's fiscal year, beginning with the fiscal year ending September 30, 2016, and to provide notices of the occurrence of certain enumerated material events. The City has agreed to file annual financial information and operating data and the audited financial statements with each entity authorized and approved by the Securities and Exchange Commission (the "SEC") to act as a repository (each a "Repository") for purposes of complying with Rule 15c2-12 adopted by the SEC under the Securities Exchange Act of 1934 (the "Rule"). Currently, the sole Repository is the Municipal Securities Rulemaking Board. The City has also agreed to file notices of certain enumerated material events, when and if they occur, with the Repository.

The specific nature of the financial information, operating data, and of the type of events which trigger a disclosure obligation, and other details of the undertaking are described in "APPENDIX E – FORM OF CONTINUING DISCLOSURE CERTIFICATE" attached hereto. The Continuing Disclosure Certificate will be executed by the City upon the issuance of the Series 2016 Bonds.

With respect to prior continuing disclosure undertakings of the City, the City (i) failed to timely file notices regarding certain underlying ratings upgrades and/or downgrades in 2011 and 2012 with respect to its Series 2005A Bonds, Series 2007 Bonds, Series 2009A Bonds and Series 2009B Bonds and; (ii) failed to file a notice regarding an insured rating downgrade on January 17, 2013 with respect to its Series 2005A, Series 2007, and Series 2009AB Bonds, which failure has been cured.

With respect to the Series 2016 Bonds, no party other than the City is obligated to provide, nor is expected to provide, any continuing disclosure information.

FLORIDA BLUE SKY DISCLOSURE

Section 517.051, Florida Statutes, and the regulations promulgated thereunder require that the City make a full and fair disclosure of any bonds or other debt obligations that it has issued or guaranteed and that 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 only as a conduit issuer such as industrial development or private activity bonds issued on behalf of private businesses). The City is not and has not since December 31, 1975, been in default as to principal and interest on its bonds or other debt obligations.

Although the City is not aware of any defaults with respect to bonds or other debt obligations as to which it has served only as a conduit issuer, it has not undertaken an independent review or investigation of such bonds or other obligations. The City does not believe that any information about any default would be considered material by a reasonable investor in the Series 2016 Bonds, because the City was not liable to pay the principal of or interest on any such bonds except from payments made to it by the private companies on whose behalf such bonds were issued, and no funds of the City were used to pay such bonds or the interest thereon.

CONTINGENT FEES

The City has retained Bond Counsel, the Financial Advisor and Disclosure Counsel with respect to the authorization, sale, execution and delivery of the Series 2016 Bonds. Payment of the fees of such professionals is contingent upon the issuance of the Series 2016 Bonds.

MISCELLANEOUS

The City has furnished all information in this Official Statement except where attributed to other sources.

References herein to the Bond Resolution, the Series 2016 Bonds and certain other contracts, agreements and other materials not purporting to be quoted in full are brief summaries of certain provisions thereof, and do not purport to describe all the provisions thereof. Reference is hereby made

to such documents and other materials for the complete provisions thereof, copies of which will be furnished by the City upon written request.

The information herein is subject to change without notice and neither the delivery of the Official Statement nor any sale of the Series 2016 Bonds made hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of the City, except as stated herein, since the date hereof.

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 herein, while not guaranteed, are based upon information which the City believes to be reliable.

CERTIFICATE CONCERNING OFFICIAL STATEMENT

The execution and delivery of this Official Statement has been duly authorized and approved by the City. At the time of delivery of the Series 2016 Bonds, the City will furnish a certificate to the effect that nothing has come to its attention which would lead it to believe that the Official Statement (excluding the information regarding DTC and its book-entry only system of registration as to all of which no opinion is expressed), as of its date and as of the date of delivery of the Series 2016 Bonds, contains an untrue statement of a material fact or omits to state a material fact which should be included herein for the purpose for which the Official Statement is intended 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.

CITY OF WINTER PARK, FLORIDA

By: _____
Steve Leary, Mayor

By: _____
Randy B. Knight, C.P.A., City Manager

By: _____
Charles W. Hamil, III, Finance Director

APPENDIX A

CITY OF WINTER PARK, FLORIDA, GENERAL INFORMATION

APPENDIX A

CITY OF WINTER PARK, FLORIDA, GENERAL INFORMATION

General Information

THE FOLLOWING INFORMATION CONCERNING THE CITY OF WINTER PARK, FLORIDA, IS INCLUDED ONLY FOR THE PURPOSE OF PROVIDING GENERAL BACKGROUND INFORMATION. THE INFORMATION HAS BEEN COMPILED ON BEHALF OF THE CITY AND SUCH COMPILATION INVOLVED ORAL AND WRITTEN COMMUNICATION WITH VARIOUS SOURCES INDICATED. THE INFORMATION IS SUBJECT TO CHANGE.

EXCEPT AS OTHERWISE NOTE, THE TABLES THAT FOLLOW IN THIS APPENDIX HAVE BEEN DERIVED FROM THE STATISTICAL SECTION OF THE CITY'S COMPREHENSIVE ANNUAL FINANCIAL REPORT FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2015.

THE SERIES 2016 BONDS ARE NOT GENERAL OBLIGATIONS OF THE STATE OF FLORIDA OR ANY POLITICAL SUBDIVISION THEREOF, INCLUDING THE CITY.

General Description and Location

The City of Winter Park, Florida (the "City"), incorporated in 1887, is located in Central Florida in north Orange County and is considered part of the Orlando Metropolitan Area. The City currently occupies a land area of approximately nine square miles and serves a population of 28,967.

Government

The City operates under the commission-manger form of government. Policy-making and legislative authority are vested in the City Commission (Commission) consisting of the Mayor and four commissioners. The Commission is responsible, among other things, for passing ordinances, adopting the budget, appointing committees, and hiring both the City Manager and Attorney. The City Manager is responsible for carrying out the policies and ordinances of the Commission, for overseeing the day-to-day operations of the city, and for appointing the heads of various departments. The Commission is elected on a non-partisan basis. The Commission members serve three-year staggered terms, with two commission seats or the mayor's seat up for election year. The mayor and commissioners are elected at large.

The City provides a full range of services, including police and fire protection; the construction and maintenance of streets, sidewalks and infrastructure; engineering; planning and community development; code compliance; general administration and support services; and recreational activities and cultural events. In addition, the City operates two enterprises: water and sewer service and electric service. The City has also contracted with a private firm to provide solid waste collection services.

Ad Valorem Taxes

City of Winter Park, Florida Assessed and Estimated Actual Value of Taxable Property

Fiscal Year Ended Sept. 30	Real Property	Personal Property	Centrally Assessed Property	Less: Tax Exempt Property	Total Taxable Assessed Value	Total Direct Tax Rate	Estimated Actual Value	Assessed Value as a Percentage of Actual Value
2006	\$4,426,794,057	\$257,145,724	\$1,082,823	\$1,285,628,264	\$3,399,394,340	5.0900	\$5,676,613,511	59.88%
2007	5,381,449,024	255,814,961	1,232,368	1,653,577,239	3,984,919,114	5.0900	6,797,466,978	58.62
2008	6,092,025,651	270,877,113	459,411	1,911,127,287	4,452,234,888	4.3073	7,660,052,254	58.12
2009	6,167,795,263	266,018,186	1,383,948	1,937,693,755	4,497,503,642	4.3858	7,741,283,098	58.10
2010	5,767,510,307	253,659,029	1,483,032	1,687,749,821	4,334,902,547	4.3980	7,247,987,510	59.81
2011	5,023,964,968	237,399,202	1,241,100	1,354,442,999	3,908,162,271	4.4336	6,343,423,034	61.61
2012	4,524,708,901	236,563,359	1,216,162	968,447,814	3,794,040,608	4.4166	5,754,518,303	65.93
2013	4,508,441,021	241,139,877	1,281,825	973,409,547	3,777,453,176	4.4183	5,743,766,225	65.77
2014	4,642,490,933	241,913,588	1,347,341	941,956,617	3,943,795,215	4.4019	5,902,944,213	66.81
2015	4,872,492,250	249,157,424	1,398,347	938,478,394	4,184,569,627	4.3907	6,186,755,669	67.64

Source: City of Winter Park, Florida Comprehensive Annual Financial Report for the Year Ended September 30, 2015.

Note: Assessed Values are determined as of January 1 of each fiscal year.

Real Property is assessed at 85% of estimated market value and Personal Property assessment at 55%.

Estimated actual taxable value is calculated by dividing assessed value by those percentages.

Centrally assessed property consists of the railroad lines which are assessed by the State of Florida.

City of Winter Park, Florida Property Tax Levies and Collections

Fiscal Year Ended Sept. 30	Tax Levied for the Fiscal Year ⁽¹⁾	Collected within the Fiscal Year of the Levy		Collections in Subsequent Years	Total Collections to Date	
		Amount	Percentage of Levy		Amount	Percentage of Levy
2006	\$17,302,917	\$17,040,486	98.5%	\$34,341	\$17,074,827	98.7%
2007	20,283,238	19,873,611	98.0	23,126	19,896,737	98.1
2008	19,177,111	18,463,803	96.3	49,710	18,513,513	96.5
2009	19,725,151	19,331,226	98.0	49,588	19,380,814	98.3
2010	19,064,901	18,456,523	96.8	43,654	18,500,177	97.0
2011	17,327,228	16,758,247	96.7	32,927	16,791,174	96.9
2012	16,756,760	16,170,799	96.5	51,216	16,222,015	96.8
2013	16,689,921	16,083,083	96.4	25,197	16,108,280	96.5
2014	17,424,870	16,807,610	96.5	21,521	16,829,131	96.6
2015	18,420,057	17,751,760	96.4	48,079	17,799,839	96.6

Source: City of Winter Park, Florida Comprehensive Annual Financial Report for the Year Ended September 30, 2015.

(1) Gross Taxes before discounts.

City of Winter Park, Florida
Direct and Overlapping Property Tax Rates
(rate per \$1,000 of assessed value)

Fiscal Year Ended Sept. 30	Tax Roll	Direct			Overlapping			Total Direct and Overlapping Millage
		City Operating Millage	City Debt Service	Total City Millage	Orange County	Orange School Board	St. Johns Water Management District	
2006	2005	4.6980	0.3920	5.0900	5.1639	7.7610	0.4620	18.4769
2007	2006	4.7580	0.3320	5.0900	5.1639	7.1690	0.4620	17.8849
2008	2007	3.9950	0.3123	4.3073	5.1639	7.1210	0.4158	17.0080
2009	2008	4.0923	0.2935	4.3858	4.4347	7.1500	0.4158	16.3863
2010	2009	4.0923	0.3057	4.3980	4.4347	7.6373	0.4158	16.8858
2011	2010	4.0923	0.3413	4.4336	4.4347	7.8940	0.4158	17.1781
2012	2011	4.0923	0.3243	4.4166	4.4347	8.5450	0.3313	17.7276
2013	2012	4.0923	0.3260	4.4183	4.4347	8.4780	0.3313	17.6623
2014	2013	4.0923	0.3096	4.4019	4.4347	8.3620	0.3283	17.5269
2015	2014	4.0923	0.2984	4.3907	4.4347	8.4740	0.3164	17.6158

Source: City of Winter Park, Florida Comprehensive Annual Financial Report for the Year Ended September 30, 2015.

City of Winter Park Florida
Ratios of General Obligation Bonds Outstanding

Fiscal Year Ended September 30	General Obligation Bonds	Percentage of	
		Estimated Actual Taxable Value of Property	Per Capita
2006	\$12,885,000	0.23%	450
2007	12,120,000	0.18	425
2008	11,330,000	0.15	392
2009	10,520,000	0.14	368
2010	9,685,000	0.13	341
2011	8,700,000	0.14	314
2012	7,760,000	0.13	280
2013	6,943,732	0.12	241
2014	5,984,889	0.10	206
2015	4,938,460	0.08	170

Source: City of Winter Park, Florida Comprehensive Annual Financial Report for the Year Ended September 30, 2015.

Note: There is no overlapping general obligation debt for which the City's property taxpayers are responsible.

Demographics

Population

Year	City Population ⁽¹⁾	Orange County Population	City Personal Income (Thousands)	City Per Median Household Income	Orange County Median Household Income	City Education		Unemployment Rate			
						High School Graduates	College Graduates	City of Winter Park	Orlando- Kissimmee MSA	Orange County	Florida
2006	28,620	1,079,524	1,310,646	44,976	N/A	3,432	11,992	2.6	3.1	3.1	3.3
2007	28,486	1,105,603	1,270,933	45,155	23,963	3,358	14,249	2.9	4.1	4.1	4.4
2008	28,921	1,114,979	1,367,573	48,227	23,776	2,686	8,033	5.0	6.5	6.4	6.9
2009	28,581	1,108,882	1,292,919	45,237	25,560	2,582	8,935	8.5	11.6	11.5	11.3
2010	28,434	1,145,956	1,260,678	44,337	28,117	3,071	10,368	9.1	11.8	11.8	12.1
2011	27,727	1,157,342	1,303,751	47,021	39,394	3,429	14,154	7.9	10.2	10.1	10.6
2012	27,728	1,175,941	1,311,673	47,305	52,624	3,419	12,136	6.9	8.5	8.4	8.6
2013	28,847	1,199,801	1,289,503	45,753	45,968	3,418	15,991	5.4	6.3	6.2	6.9
2014	29,073	1,227,995	1,393,865	44,504	50,738	3,700	12,485	4.6	5.7	5.6	6.1
2015	28,967	1,200,241	1,432,389	49,449	47,556	3,595	12,918	4.5	4.3	4.7	5.6

Source: City of Winter Park, Florida Comprehensive Annual Financial Report for the Year Ended September 30, 2015.

City of Winter Park, Florida Principal Property Tax Payers

Taxpayer	Type of Business	Taxable Assessed Value	Percentage of Total City Taxable Assessed Value
Winter Park Town Center, LTD (Winter Park Village)	Shopping Mall	\$50,838,828	1.21%
Presbyterian Retirement Communities Inc.	Retirement Community	37,537,095	0.90
Embarq FL (Sprint United Management Co)	Telephone carrier	27,096,599	0.65
Mayflower Retirement Center Inc.	Retirement Community	21,261,631	0.51
UP Fieldgate US Investments-Winter Park LLC	Real Estate Developer	20,216,061	0.48
SVAP Winter Park, LP	General Contractors	18,954,778	0.45
Proteggere LLC	Real Estate Developer	15,744,100	0.38
Publix Supermarket Inc.	Food Retailer	15,137,665	0.36
BFC Park Avenue (250 Park Avenue)	Trustee	14,369,844	0.34
Progress Point LLC	Real Estate Brokerage	14,305,657	0.34

Source: City of Winter Park, Florida Comprehensive Annual Financial Report for the Year Ended September 30, 2015.

Fire and Police Pension Liabilities

The City maintains two separate single-employer, defined benefit pension plans for police officers and firefighters which are maintained as Pension Trust Funds and included as part of the City's reporting entity.

The City's net pension liability was measured as of September 30, 2014, and the total pension liability used to calculate the net pension liability was determined by actuarial valuations as of that date with projected amounts through September 30, 2015. The following assumptions were applied by the actuary in determining the net pension liability.

Investment Earnings	7.75%	7.75%
Salary Increases:		
Inflation	3.50%	4.00%
Merit	3.75%-6.00%	5.50%-9.50%
Postretirement Increases	3.00%	3.00%
	RP-2000 Combined Table with separate rates for males and females with adjustments for mortality improvements based on Scale AA	RP-2000 Combined Table with separate rates for males and females with adjustments for mortality improvements based on Scale AA
Mortality		
	Probabilities of termination are assigned by length of service	Probabilities of termination are assigned by length of service
Retirements Turnover		

Schedule of Employer's Net Pension Liability (Measurement Date 09/30/2015 – projected – actual will be available after fiscal year end)

	Pension Liability	Plan Net Position	Net Pension Liability	Plan Net Position As a % of Total Pension Liability	Covered Payroll	Net Pension as a % of Covered Payroll
Police Pension	\$56,720,311	\$47,258,294	\$9,462,017	83.32%	\$5,306,062	178.32%
Firefighter Pension	\$55,981,646	\$52,417,175	\$3,564,471	93.63%	\$5,489,574	64.93%

The following table shows actuarially determined contributions and actual contributions to the fire and police pension benefit plans by the City

**Schedule of Employer Contributions
Fiscal Year Ending September 30, 2015**

	Actuarially Determined Contribution	Actual Contribution	Contribution Deficiency (Excess)	Covered Payroll	Actual Contribution as a % of Covered Payroll
Police Pension	\$2,355,980	\$2,355,980	--	\$5,306,062	44.40%
Firefighter Pension	\$1,956,076	\$1,956,076	--	\$5,489,574	35.63%

General Employee Contribution Plan

The City maintains a single-employer, defined contribution pension plan for the General Employees. This is a tax-qualified plan pursuant to Section 401(a) of the Internal Revenue Code. All full-time general employees hired after January 1, 1992 are eligible for participation in the plan. All employees hired before January 1, 1992 were brought into the plan. As of September 30, 2015, there were 335 employees enrolled in the 401(a) pension plan.

The plan, administered by an outside party, provides for employer contributions at 7%. Earnings include W-2 earnings, plus any contributions made pursuant to a salary reduction agreement, which are not includible in the gross income of the employee under Section 125 of the Internal Revenue Code, *Overtime and Bonuses*. The employee is required to contribute 3% of his/her earnings as defined above beginning October 1, 1992. The vesting schedule provides for employees hired prior to October 1, 2006 to be 100% vested after the period of one year. For employees hired after October 1, 2006, 100% vesting occurs after five years of service have been completed. If an employee is terminated prior to completing the 100% vesting period, the employer contributions are forfeited by the employee and used to offset future employer contributions. The normal retirement age has been designated by the employer as age 65. The plan permits withdrawals for retirement, termination and disability. The plan does allow participants to borrow against their accounts.

Payroll for covered employees	\$16,803,373
Total City payroll	28,841,696
Employer contributions required (net) and actually made	1,123,410
Employee contributions actually made – 3% of covered payroll	504,101

Contributions to the Plan may be amended by a resolution adopted by the City Commission.

Other Post-Employment Benefits (OPEB)

The Other Post-Employment Benefit Plan ("OPEB Plan") is a single-employer benefit plan administered by the City. Currently, the City's OPEB benefits are unfunded. The required contributions are based on a pay-as-you-go financing requirements. There is no Trust Fund or equivalent arrangement into which the City would make contributions to advance-fund the obligation. Therefore, ultimate

subsidies, which are provided over time, are financed directly by general assets of the City, which are invested in accordance with the City's investment policy. The interest rate used to calculate the present values and costs of OPEB must be the long-range expected return on those investments. The City selected an interest rate of 4% for this purpose.

The City's annual OPEB cost (expense) is calculated based on the annual required contribution of the employer ("ARC"), an amount actuarially determined in accordance with the parameters of GASB No. 45. The ARC represents a level of funding that, if paid on an ongoing basis, is projected to cover normal costs each year and amortize any unfunded actuarial liabilities (or funding excess) over a period, not to exceed 30 years.

The City's annual OPEB cost, the percentage of annual expected employer contribution toward OPEB cost, and the net OPEB obligation for the proceeding three fiscal years were as follows:

Fiscal Year Ending	Annual OPEB Cost	Employer Contributions Toward OPEB Cost	Percentage of Annual OPEB Cost Contributed	Unfunded OPEB Obligation
September 30, 2015	\$877,408	\$100,460	11.4%	\$7,147,419
September 30, 2014	909,208	308,212	33.9	7,765,914
September 30, 2013	869,703	284,642	32.7	7,763,903

In any long-term actuarial valuation, certain assumptions are made regarding the population, the investment discount rates, and the benefits provided. The Entry Age actuarial cost method was used, with amortization of the UAAL as a level percent of expected payroll (open over 30 years). A table summarizing the actuarial assumptions used is included below:

Actuarial Assumptions	
Investment rate of return*	4.0%
Projected salary increases*	3.75%-9.50%
Payroll growth assumptions	1.0%
Initial healthcare cost trend rate*	7.5%
Ultimate healthcare cost trend rate*	4.5%
* Includes inflation at 2.5%	

APPENDIX B

**COMPREHENSIVE ANNUAL FINANCIAL REPORT OF THE CITY OF WINTER PARK, FLORIDA
FOR FISCAL YEAR ENDED SEPTEMBER 30, 2015**

APPENDIX C

FORM OF ORDINANCE AND BOND RESOLUTION

APPENDIX D

FORM OF BOND COUNSEL OPINION

APPENDIX E

FORM OF CONTINUING DISCLOSURE CERTIFICATE

EXHIBIT C
CONTINUING DISCLOSURE CERTIFICATE

This Continuing Disclosure Certificate (the "Disclosure Certificate") is executed and delivered by the City of Winter Park, Florida (the "Issuer") in connection with the issuance of its \$_____ Electric Refunding Revenue Bonds, Series 2016 (the "Bonds"). The Bonds are being issued pursuant to Resolution No. 1898-05 adopted by the City Commission of the City (the "City Commission") on May 9, 2005, (hereinafter the "Original Resolution"); and Ordinance No. 3031-16 enacted by the City Commission on March 14, 2016, as supplemented by Resolution No. 2173-16, adopted by the City Commission on March 28, 2016 (collectively, the "Series 2016 Bond Resolution," and together with the Original Resolution, the "Bond Resolution").

SECTION 1. PURPOSE OF THE DISCLOSURE CERTIFICATE. This Disclosure Certificate is being executed and delivered by the Issuer for the benefit of the Holders and Beneficial Owners of the Bonds and in order to assist the Participating Underwriters in complying with the continuing disclosure requirements of the Rule (hereafter defined).

SECTION 2. DEFINITIONS. In addition to the definitions set forth in the Bond Resolution which apply to any capitalized term used in this Disclosure Certificate, unless otherwise defined in this Section, the following capitalized terms shall have the following meanings:

"Annual Report" shall mean any Annual Report provided by the Issuer pursuant to, and as described in, Sections 3 and 4 of this Disclosure Certificate.

"Beneficial Owner" shall mean any person which (a) has the power, directly or indirectly, to vote or consent with respect to, or to dispose of ownership of, any Bonds (including persons holding Bonds through nominees, depositories or other intermediaries), or (b) is treated as the owner of any Bonds for federal income tax purposes.

"Dissemination Agent" shall mean the Issuer, or any successor Dissemination Agent designated in writing by the Issuer and which has filed with the Issuer a written acceptance of such designation.

"Event of Bankruptcy" shall be considered to have occurred when any of the following occur: the appointment of a receiver, fiscal agent or similar officer for an Obligated Person in a proceeding under the U.S. Bankruptcy Code or in any other proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets or business of the Obligated Person, or if such jurisdiction has been assumed by leaving the existing governmental body and officials or officers in possession but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan of reorganization, arrangement or liquidation by a court or governmental

authority having supervision or jurisdiction over substantially all of the assets or business of the Obligated Person.

"Listed Events" shall mean any of the events listed in Section 5(a) of this Disclosure Certificate.

"Obligated Person" shall mean any person, including the Issuer, who is either generally or through an enterprise, fund, or account of such person committed by contract or other arrangement to support payment of all, or part of the obligations on the Bonds (other than providers of municipal bond insurance, letters of credit, or other liquidity facilities).

"Participating Underwriters" shall mean the original underwriters of the Bonds required to comply with the Rule in connection with offering of the Bonds.

"Repository" shall mean each entity authorized and approved by the Securities and Exchange Commission from time to time to act as a repository for purposes of complying with the Rule. The Repositories currently approved by the Securities and Exchange Commission may be found by visiting the Securities and Exchange Commission's website at <http://www.sec.gov/info/municipal/nrmsir.htm>. As of the date hereof, the Repository recognized by the Securities and Exchange Commission for such purpose is the Municipal Securities Rulemaking Board, which currently accepts continuing disclosure submissions through its Electronic Municipal Market Access ("EMMA") web portal at "http://emma.msrb.org."

"Rule" shall mean the continuing disclosure requirements of Rule 15c2-12 adopted by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as the same may be amended from time to time.

"State" shall mean the State of Florida.

SECTION 3. PROVISION OF ANNUAL REPORTS.

(a) The Issuer shall, or shall cause the Dissemination Agent to provide to any Repository in electronic format as prescribed by such Repository an Annual Report which is consistent with the requirements of Section 4 of this Disclosure Certificate for each fiscal year ending on or after September 30, 2016, not later than the following May 1. The Annual Report may be submitted as a single document or as separate documents comprising a package, and may cross-reference other information as provided in Section 4 of this Disclosure Certificate; provided that the audited financial statements of the Issuer may be submitted separately from the balance of the Annual Report and later than the date required above for the filing of the Annual Report if they are not available by that date provided, further, in such event unaudited financial statements are required to be delivered as part of the Annual Report in accordance

with Section 4(a) below. If the Issuer's fiscal year changes, it shall give notice of such change in the same manner as for a Listed Event under Section 5(c).

(b) Not later than fifteen (15) Business Days prior to the date set forth in (a) above, the Issuer shall provide the Annual Report to the Dissemination Agent (if other than the Issuer). If the Issuer is unable to provide to any Repository an Annual Report as required in subsection (a), the Issuer shall send a notice to any Repository, in electronic format as prescribed by such Repository in substantially the form attached as Exhibit A.

(c) The Dissemination Agent shall:

(i) determine each year prior to the date for providing the Annual Report the name and address of any Repository; and

(ii) if the Dissemination Agent is other than the Issuer, file a report with the Issuer certifying that the Annual Report has been provided pursuant to this Disclosure Certificate, stating the date it was provided and listing any Repository to which it was provided.

SECTION 4. CONTENT OF ANNUAL REPORTS. The Issuer's Annual Report shall contain or include by reference the following:

(a) the audited financial statements of the Issuer for the prior fiscal year, prepared in accordance with generally accepted accounting principles as promulgated to apply to governmental entities from time to time by the Governmental Accounting Standards Board. If the Issuer's audited financial statements are not available by the time the Annual Report is required to be filed pursuant to Section 3(a), the Annual Report shall contain unaudited financial statements in a format similar to the financial statements contained in the final Official Statement dated _____, 2016 (the "Official Statement"), and the audited financial statements shall be filed in the same manner as the Annual Report when they become available; and

(b) updates of the historical financial and operating data set forth in the Official Statement in tables under the captions: "HISTORICAL NET REVENUES AND DEBT SERVICE COVERAGE", "Historical Cost of Generation and Transmission", "Active System Accounts", "System Rates and Other Charges", and "Customers".

The information provided under Section 4(b) may be included by specific reference to documents, including official statements of debt issues of the Issuer or related public entities, which are available to the public on the Repository's Internet Web site or filed with the Securities and Exchange Commission.

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

SECTION 5. REPORTING OF SIGNIFICANT EVENTS.

(a) Pursuant to the provisions of this Section 5, the Issuer shall give, or cause to be given, notice of the occurrence of any of the following events with respect to the Bonds. Such notice shall be given in a timely manner not in excess of ten (10) business days after the occurrence of the event, with the exception of the event described in number 15 below, which notice shall be given in a timely manner:

1. principal and interest payment delinquencies;
2. non-payment related defaults, if material;
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, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701 TEB) or other material notices or determinations with respect to the tax status of the Bonds, or other material events affecting the tax status of the Bonds;
7. modifications to rights of the holders of the Bonds, if material;
8. Bond calls, if material, and tender offers;
9. defeasances;
10. release, substitution, or sale of property securing repayment of the Bonds, if material;
11. ratings changes;
12. an Event of Bankruptcy or similar event of an Obligated Person;

13. the consummation of a merger, consolidation, or acquisition involving an Obligated Person or the sale of all or substantially all of the assets of the Obligated Person, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material; and
14. appointment of a successor or additional trustee or the change of name of a trustee, if material; and
15. notice of any failure on the part of the Issuer to meet the requirements of Section 3 hereof.

(b) The notice required to be given in paragraph 5(a) above shall be filed with any Repository, in electronic format as prescribed by such Repository.

SECTION 6. IDENTIFYING INFORMATION. In accordance with the Rule, all disclosure filings submitted pursuant to this Disclosure Certificate to any Repository must be accompanied by identifying information as prescribed by the Repository. Such information may include, but not be limited to:

- (a) the category of information being provided;
- (b) the period covered by any annual financial information, financial statement or other financial information or operation data;
- (c) the issues or specific securities to which such documents are related (including CUSIPs, issuer name, state, issue description/securities name, dated date, maturity date, and/or coupon rate);
- (d) the name of any Obligated Person other than the Issuer;
- (e) the name and date of the document being submitted; and
- (f) contact information for the submitter.

SECTION 7. TERMINATION OF REPORTING OBLIGATION. The Issuer's obligations under this Disclosure Certificate shall terminate upon the legal defeasance, prior redemption or payment in full of all of the Bonds or if the Rule is repealed or no longer in effect. If such termination occurs prior to the final maturity of the Bonds, the Issuer shall give notice of such termination in the same manner as for a Listed Event under Section 5.

SECTION 8. DISSEMINATION AGENT. The Issuer may, from time to time, appoint or engage a Dissemination Agent to assist it in carrying out its obligations under this Disclosure Certificate, and may discharge any such Dissemination Agent, with or without appointing a successor Dissemination Agent. The Dissemination Agent shall not be responsible in any

manner for the content of any notice or report prepared by the Issuer pursuant to this Disclosure Certificate. The initial Dissemination Agent shall be the Issuer.

SECTION 9. AMENDMENT; WAIVER. Notwithstanding any other provision of this Disclosure Certificate, the Issuer may amend this Disclosure Certificate, and any provision of this Disclosure Certificate may be waived, provided that the following conditions are satisfied:

(a) If the amendment or waiver relates to the provisions of Sections 3(a), 4, or 5(a), it may only be 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 Issuer, or the type of business conducted;

(b) The undertaking, as amended or taking into account such waiver, would, in the opinion of nationally recognized bond counsel, have complied with the requirements of the Rule at the time of the original issuance of the Bonds, after taking into account any amendments or interpretations of the Rule, as well as any change in circumstances; and

(c) The amendment or waiver either (i) is approved by the holders or Beneficial Owners of the Bonds in the same manner as provided in the Bond Resolution for amendments to the Bond Resolution with the consent of holders or Beneficial Owners, or (ii) does not, in the opinion of nationally recognized bond counsel, materially impair the interests of the holders or Beneficial Owners of the Bonds.

Notwithstanding the foregoing, the Issuer shall have the right to adopt amendments to this Disclosure Certificate necessary to comply with modifications to and interpretations of the provisions of the Rule as announced by the Securities and Exchange Commission from time to time.

In the event of any amendment or waiver of a provision of this Disclosure Certificate, the Issuer shall describe such amendment in the next Annual Report, and shall include, as applicable, a narrative explanation of the reason for the amendment or waiver and its impact on the type (or in the case of a change of accounting principles, on the presentation) of financial information or operating data being presented by the Issuer. In addition, if the amendment relates to the accounting principles to be followed in preparing financial statements, (i) notice of such change shall be given in the same manner as for a Listed Event under Section 5(c), and (ii) the Annual Report for the year in which the change is made should present a comparison (in narrative form and also, if feasible, in quantitative form) between the financial statements as prepared on the basis of the new accounting principles and those prepared on the basis of the former accounting principles.

SECTION 10. ADDITIONAL INFORMATION. Nothing in this Disclosure Certificate shall be deemed to prevent the Issuer from disseminating any other information, using the

means of dissemination set forth in this Disclosure Certificate or any other means of communication, or including any other information in any Annual Report or notice of occurrence of a Listed Event, in addition to that which is required by this Disclosure Certificate. If the Issuer chooses to include any information in any Annual Report or notice of occurrence of a Listed Event in addition to that which is specifically required by this Disclosure Certificate, the Issuer shall have no obligation under this Certificate to update such information or include it in any future Annual Report or notice of occurrence of a Listed Event.

SECTION 11. DEFAULT. The continuing disclosure obligations of the Issuer set forth herein constitute a contract with the holders of the Bonds. In the event of a failure of the Issuer to comply with any provision of this Disclosure Certificate, any holder or Beneficial Owner of the Bonds may take such actions as may be necessary and appropriate, including seeking mandamus or specific performance by court order, to cause the Issuer to comply with its obligations under this Disclosure Certificate; provided, however, the sole remedy under this Disclosure Certificate in the event of any failure of the Issuer to comply with the provisions of this Disclosure Certificate shall be an action to compel performance. A default under this Disclosure Certificate shall not be deemed an Event of Default under the Bond Resolution.

SECTION 12. DUTIES, IMMUNITIES AND LIABILITIES OF DISSEMINATION AGENT. The Dissemination Agent shall have only such duties as are specifically set forth in this Disclosure Certificate, and the Issuer agrees to indemnify and save the Dissemination Agent, its officers, directors, employees and agents, harmless against loss, expense and liabilities which it may incur arising out of or in the exercise or performance of its powers and duties hereunder, including the costs and expenses (including attorneys fees) of defending against any claim of liability, but excluding liabilities due to the Dissemination Agent's negligence or willful misconduct. The obligations of the Issuer under this Section shall survive resignation or removal of the Dissemination Agent and payment of the Bonds.

SECTION 13. BENEFICIARIES. This Disclosure Certificate shall inure solely to the benefit of the Issuer, the Dissemination Agent, the Participating Underwriters and holders and Beneficial Owners from time to time of the Bonds, and shall create no rights in any other person or entity.

Dated as of _____, 2016.

CITY OF WINTER PARK, FLORIDA

[SEAL]

By: _____
Mayor

ATTEST:

Clerk

EXHIBIT A

NOTICE OF FAILURE TO FILE ANNUAL REPORT

Name of Issuer: City of Winter Park, Florida

Name of Bond Issue: Electric Refunding Revenue Bonds, Series 2016

Date of Issuance: _____, 2016

NOTICE IS HEREBY GIVEN that the Issuer has not provided an Annual Report with respect to the above-named Bonds as required by Sections 3 and 4(b) of the Continuing Disclosure Certificate dated as of _____, 2016. The Issuer anticipates that the Annual Report will be filed by _____.

Dated: _____

CITY OF WINTER PARK, FLORIDA

By: _____

Name: _____

Title: _____

EXHIBIT D
ESCROW DEPOSIT AGREEMENT

THIS ESCROW DEPOSIT AGREEMENT, dated _____, 2016, by and between the CITY OF WINTER PARK, FLORIDA (the "Issuer"), and THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., a national banking association, as Escrow Agent and its successors and assigns (the "Escrow Agent");

W I T N E S S E T H:

WHEREAS, pursuant to Resolution No. 1898-05 adopted by the City Commission of the Issuer on May 9, 2005, as amended and supplemented (the "Refunded Bonds Resolution"), the Issuer has previously authorized and issued obligations, hereinafter defined as "Refunded Bonds," as to which the Total Debt Service (as hereinafter defined) is set forth on Schedule A; and

WHEREAS, the Issuer has determined to provide for payment of the Total Debt Service of the Refunded Bonds by depositing with the Escrow Agent an amount which together with investment earnings thereon is at least equal to the Total Debt Service of the Refunded Bonds as set forth in Schedule A hereto; and

WHEREAS, in order to obtain the funds needed for such purpose, the Issuer has authorized and is, concurrently with the delivery of this Agreement, issuing its Electric Refunding Revenue Bonds, Series 2016; and

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the Issuer and the Escrow Agent agree as follows:

SECTION 1. Definitions. As used herein, the following terms mean:

- (a) **"Agreement"** means this Escrow Deposit Agreement.
- (b) **"Authorized Officer"** shall mean the City Manager or the Finance Director of the Issuer, or their designees, or with respect to the Escrow Agent, shall mean any officer authorized by the bylaws or other official action of the Escrow Agent to perform the applicable function or services.
- (c) **"Bond Resolution"** means the Refunding Bonds Resolution, Ordinance No. 3031-16 enacted by the City on March 14, 2016 and Resolution No. [____]-16 adopted by the City on March 14, 2016 authorizing the issuance of the Bonds and the refunding of the Refunded Bonds.
- (d) **"Bonds"** mean the City of Winter Park, Florida Electric Refunding Revenue Bonds, Series 2016, issued under the Bond Resolution.
- (e) **"Call Date"** means October 1, 2017.

(f) **"EMMA"** means the Electronic Municipal Marketplace Access system of the Municipal Securities Rulemaking Board.

(g) **"Escrow Agent"** means The Bank of New York Mellon Trust Company, N.A. having a designated corporate trust office in Jacksonville, Florida, and its successors and assigns.

(h) **"Escrow Fund"** means the account hereby created and entitled Escrow Fund established and held by the Escrow Agent pursuant to this Agreement, in which cash and investments will be held for payment of the principal of and accrued interest on the Refunded Bonds as they become due and payable.

(i) **"Escrow Requirement"** means, as of any date of calculation, the sum of an amount in cash and principal amount of Federal Securities in the Escrow Fund which together with the interest to become due on the Federal Securities will be sufficient to pay the Total Debt Service on the Refunded Bonds in accordance with Schedule A.

(j) **"Federal Securities"** means any bonds or other obligations which as to principal and interest constitute direct obligations of, or are unconditionally guaranteed by, the United States of America, none of which permit redemption at the option of the United States of America prior to the dates on which such Federal Securities shall be applied pursuant to this Agreement.

(k) **"Issuer"** means the City of Winter Park, Florida.

(l) **"Paying Agent"** means The Bank of New York Mellon Trust Company, N.A. having a designated corporate trust office in Jacksonville, Florida, and its successors and assigns.

(m) **"Refunded Bonds"** means the portion of the Issuer's outstanding Electric Refunding and Improvement Revenue Bonds, Series 2007 maturing October 1, 2018 and thereafter.

(n) **"Total Debt Service"** means the sum of the principal and interest remaining unpaid with respect to the Refunded Bonds and redemption premium, if any, in accordance with Schedule A attached hereto.

SECTION 2. Discharge of Lien of Holders of Refunded Bonds. The Issuer by this writing exercises its option to have the pledges, liens and obligations to the holders of the Refunded Bonds under the Refunded Bonds Resolution no longer be in effect in accordance with the terms of the Refunded Bonds Resolution.

SECTION 3. Establishment of Escrow Fund. There is hereby created and established with the Escrow Agent a special, segregated and irrevocable escrow fund designated the "City of Winter Park, Florida Electric Refunding and Improvement Revenue Bonds, Series 2007

Escrow Deposit Trust Fund" (the "Escrow Fund"). The Escrow Fund shall be held in the custody of the Escrow Agent for the benefit of the holders of the Refunded Bonds, separate and apart from other funds and accounts of the Issuer and the Escrow Agent. The Escrow Agent hereby accepts the Escrow Fund and acknowledges the receipt of and deposit to the credit of the Escrow Fund the sum of \$_____ comprised of \$_____ received from the Issuer from proceeds of the Bonds and \$_____ received from the Issuer from funds transferred from funds and accounts related to the Refunded Bonds ("Escrow Proceeds"). The Escrow Proceeds shall be invested as provided in Section 4 below.

SECTION 4. Use and Investment of Funds. The Escrow Agent agrees:

(a) to hold the funds and investments purchased pursuant to this Agreement in irrevocable escrow during the term of this Agreement for the sole benefit of the holders of the Refunded Bonds;

(b) to immediately invest \$_____ in the Federal Securities set forth on Schedule B attached hereto and to hold such securities and cash proceeds therefrom in accordance with the terms of this Agreement. The remaining cash balance equal to \$___ shall be held uninvested by the Escrow Agent.

(c) in the event the securities described on Schedule B cannot be purchased, substitute securities may be purchased with the consent of the Issuer but only upon receipt of verification from an independent certified public accountant that the cash and securities deposited will not be less than the Escrow Requirement and only upon receipt of an opinion of nationally recognized bond counsel that such securities constitute Federal Securities for purposes of this Agreement;

(d) there will be no investment of funds except as set forth in this Section 4 or in Section 6 hereof; and

(e) in reliance upon the Verification Report dated _____, 2016 prepared by Grant Thornton LLP, the Issuer represents and warrants that the interest on and the principal amounts successively maturing on the Escrow Securities in accordance with their terms (without consideration of any reinvestment of such maturing principal and interest), are sufficient such that moneys will be available to the Escrow Agent in amounts sufficient and at the times required to pay the amounts of principal of and interest due and to become due on the Refunded Bonds as described in Schedule A attached hereto. If the Federal Securities shall be insufficient to make such payments, the Issuer shall timely deposit to the Escrow Fund, solely from legally available funds of the Issuer, such additional amounts as may be required to pay the Refunded Bonds as described in Schedule A hereto. Notice of any insufficiency shall be given by the Escrow Agent to the Issuer as promptly as possible, but the Escrow Agent shall in no manner be responsible for the failure to make such deposits.

SECTION 5. Payment of Bonds and Expenses.

(a) **Refunded Bonds.** On the dates and in the amounts set forth on Schedule A, the Escrow Agent shall transfer to the Paying Agent for the Refunded Bonds, in immediately available funds, solely from amounts available in the Escrow Fund, a sum sufficient to pay that portion of the Total Debt Service for the Refunded Bonds coming due on such dates, as shown on Schedule A.

(b) **Surplus.** After making the payments from the Escrow Fund described in Subsection 5(a) above, the Escrow Agent shall retain in the Escrow Fund any remaining cash in the Escrow Fund in excess of the Escrow Requirement until the termination of this Agreement, and shall then pay any remaining funds to the Issuer for deposit to the Interest Account for the Bonds created in the Bond Resolution.

(c) **Priority of Payments.** The holders of the Refunded Bonds shall have an express first lien on the funds and Federal Securities in the Escrow Fund until such funds and Federal Securities are used and applied as provided in this Agreement.

SECTION 6. Reinvestment.

(a) Except as provided in Section 4 and in this Section, the Escrow Agent shall have no power or duty to invest any funds held under this Agreement or to sell, transfer or otherwise dispose of or make substitutions of the Federal Securities held hereunder.

(b) At the written request of the Issuer and upon compliance with the conditions hereinafter stated, the Escrow Agent shall sell, transfer or otherwise dispose of any of the Federal Securities acquired hereunder and shall substitute other Federal Securities. The Issuer will not request the Escrow Agent to exercise any of the powers described in the preceding sentence in any manner which will cause interest on the Refunded Bonds to be included in the gross income of the holders thereof for purposes of Federal income taxation. The transactions may be effected only if (i) an independent certified public accountant selected by the Issuer shall certify or opine in writing to the Issuer and the Escrow Agent that the cash and principal amount of Federal Securities remaining on hand after the transactions are completed will be not less than the Escrow Requirement, and (ii) the Escrow Agent shall receive an opinion from a nationally recognized bond counsel acceptable to the Issuer to the effect that the transactions, in and by themselves will not cause interest on such Refunded Bonds to be included in the gross income of the holders thereof for purposes of Federal income taxation and such substitution is in compliance with this Agreement.

SECTION 7. Redemption of Refunded Bonds. The Issuer hereby irrevocably instructs the Escrow Agent to request, on behalf of the Issuer, that the Paying Agent for the Refunded Bonds call the Refunded Bonds for redemption in accordance with the terms of this Agreement and the Refunded Bonds Resolution and to give, at the appropriate times, the notice or notices required by the Refunded Bonds Resolution in connection with the redemption of the Refunded Bonds. Such notice of redemption shall be given by the Paying Agent in accordance with the

Refunded Bonds Resolution. All of the Refunded Bonds are hereby called and shall be redeemed on October 1, 2017 at a redemption price equal to the par amount of the Refunded Bonds plus accrued interest to the date of redemption.

Such notice shall be substantially in the form of Schedule C attached hereto.

The Escrow Agent shall also cause a notice of defeasance to be posted on EMMA and sent to the holders of the Refunded Bonds within five (5) days of the date hereof; provided however, that the Escrow Agent shall not have any liability to any party in connection with any failure to timely post any such notice on EMMA and the sole remedy available for such failure shall be an action by the holders of the Refunded Bonds in mandamus for specific performance or similar remedy to compel performance. Such notice shall be in substantially the form of Schedule D attached hereto.

SECTION 8. Indemnification. To the extent that it may legally do so, without waiving its sovereign immunity nor the limits of its liability beyond the amount set forth in Section 768.28, Florida Statutes, and without consenting to be sued by third parties, the Issuer hereby agrees to indemnify the Escrow Agent and hold it harmless from any and all claims, liabilities, losses, action, suits, or proceedings at law or in equity, or any other expenses, fees or charges of any character or nature, which it may incur or with which it may be threatened by reason of its acting as Escrow Agent under this Agreement, unless caused by its negligence or willful misconduct; and in connection therewith to indemnify the Escrow Agent against any and all expenses, including attorneys' fees, costs and expenses and the costs of defending an action, suit, or proceeding, or resisting any claim. The Issuer's obligations hereunder shall survive any termination of this Agreement or the sooner resignation or removal of the Escrow Agent and shall inure to the benefit of the Escrow Agent's successors and assigns.

SECTION 9. Escrow Fund Irrevocable. The Escrow Fund hereby created shall be irrevocable and the holders of the Refunded Bonds shall have an express lien on all Federal Securities deposited in the Escrow Fund pursuant to the terms hereof and the interest earnings thereon until paid out, used and applied in accordance with this Agreement or the Refunded Bonds Resolution. Neither the Issuer nor the Escrow Agent shall cause nor permit any other lien or interest whatsoever to be imposed upon the Escrow Fund.

SECTION 10. Responsibilities of Escrow Agent. The Escrow Agent and its respective successors, assigns, agents and servants shall not be held to any personal liability whatsoever, in tort, contract, or otherwise, in connection with the execution and delivery of this Agreement, the establishment of the Escrow Fund, the acceptance of the funds deposited therein, the purchase of the Federal Securities, the retention of the Federal Securities or the proceeds thereof or for any payment, transfer or other application of moneys or securities by the Escrow Agent in accordance with the provisions of this Agreement or by reason of any non-negligent or non-willful act, omission or error of the Escrow Agent made in good faith in the conduct of its duties. The Escrow Agent shall, however, be responsible for its negligent or willful failure to comply with its duties required hereunder, and its negligent or willful acts, omissions or errors

hereunder. Notwithstanding any provision herein to the contrary, in no event shall the Escrow Agent be liable for special, indirect or consequential loss or damage of any kind whatsoever (including but not limited to lost profits). The duties and obligations of the Escrow Agent shall be determined by the express provisions of this Agreement and no implied covenants or obligations shall be read into this Agreement against the Escrow Agent. The Escrow Agent may consult with counsel, at the Issuer's expense, who may or may not be counsel to the Issuer, and in conclusive reliance upon the opinion of such counsel shall have full and complete authorization and protection in respect of any action taken, suffered or omitted by it in good faith in accordance therewith. Whenever the Escrow Agent shall deem it necessary or desirable that a matter be proved or established prior to taking, suffering or omitting any action under this Agreement, such matter may be deemed to be conclusively established by a certificate signed by an authorized officer of the Issuer. Any payment obligation of the Escrow Agent hereunder shall be paid from and is limited to funds available, established and maintained hereunder and the Escrow Agent shall not be required to expend its own funds for the performance of its duties under this Agreement. The Escrow Agent may act through its agents and attorneys and shall not be responsible for any misconduct or negligence on the part of any such person so appointed with due care. The Escrow Agent may conclusively rely upon and shall be fully protected in acting and relying upon any notice, order, requisition, request, consent, certificate, order, opinion (including an opinion of counsel), affidavit, letter, telegram or other paper or document in good faith deemed by it to be genuine and correct and to have been signed or sent by the proper person or persons. The Escrow Agent shall not be responsible or liable for any failure or delay in the performance of its obligations under this Agreement arising out of or caused, directly or indirectly, by circumstances beyond its reasonable control, including, without limitation, acts of God; earthquakes; fire; flood; hurricanes or other storms; wars; terrorism; similar military disturbances; sabotage; epidemic; pandemic; riots; interruptions; loss or malfunctions of utilities, computer (hardware or software) or communications services; accidents; labor disputes; acts of civil or military authority or governmental action; it being understood that the Escrow Agent shall use commercially reasonable efforts which are consistent with accepted practices in the banking industry to resume performance as soon as reasonably practicable under the circumstances.

The Escrow Agent shall have the right to accept and act upon directions or instructions given by an Authorized Officer pursuant to this Agreement or any other document reasonably relating to the Refunded Bonds and delivered using Electronic Means (defined below). If the Issuer elects to give the Escrow Agent directions or instructions using Electronic Means and the Escrow Agent in its discretion elects to act upon such directions or instructions, the Escrow Agent's understanding of such directions or instructions shall be deemed controlling. The Issuer understands and agrees that the Escrow Agent cannot determine the identity of the actual sender of such directions or instructions and that the Escrow Agent shall conclusively presume that directions or instructions that purport to have been sent by an Authorized Officer listed on the incumbency certificate provided to the Escrow Agent have been sent by such Authorized Officer. The Issuer shall be responsible for ensuring that only Authorized Officers transmit such directions or instructions to the Escrow Agent and that all Authorized Officers

treat applicable user and authorization codes, passwords and/or authentication keys as confidential and with extreme care. The Escrow Agent shall not be liable for any losses, costs or expenses arising directly or indirectly from the Escrow Agent's reliance upon and compliance with such directions or instructions notwithstanding such directions or instructions conflict or are inconsistent with a subsequent written direction or written instruction. The Issuer agrees: (i) to assume all risks arising out of the use of Electronic Means to submit directions or instructions to the Escrow Agent, including without limitation the risk of the Escrow Agent acting on unauthorized directions or instructions, and the risk of interception and misuse by third parties; (ii) that it is fully informed of the protections and risks associated with the various methods of transmitting directions or instructions to the Escrow Agent and that there may be more secure methods of transmitting directions or instructions; (iii) that the security procedures (if any) to be followed in connection with its transmission of directions or instructions provide to it a commercially reasonable degree of protection in light of its particular needs and circumstances and (iv) to notify the Escrow Agent immediately upon learning of any compromise or unauthorized use of the security procedures. "Electronic Means" shall mean the following communications methods: e-mail, facsimile transmission, secure electronic transmission containing applicable authorization codes, passwords and/or authentication keys, or another method or system specified by the Escrow Agent as available for use in connection with its services hereunder.

SECTION 11. Resignation of Escrow Agent. The Escrow Agent may resign and thereby become discharged from the duties and obligations hereby created, by notice in writing given to the Issuer not less than sixty (60) days before such resignation shall take effect. Such resignation shall not take effect until the appointment of a new Escrow Agent hereunder.

SECTION 12. Removal of Escrow Agent.

(a) The Escrow Agent may be removed at any time by an instrument or concurrent instruments in writing, executed by the holders of not less than fifty-one percent (51%) in aggregate principal amount of the Refunded Bonds then outstanding, such instruments to be filed with the Issuer, and notice in writing given by such holders to the original purchaser or purchasers of the Bonds. A photographic copy of any instrument filed with the Issuer under the provisions of this paragraph shall be delivered by the Issuer to the Escrow Agent.

(b) The Escrow Agent may also be removed at any time for any breach of trust or for acting or proceeding in violation of, or for failing to act or proceed in accordance with, any provisions of this Agreement with respect to the duties and obligations of the Escrow Agent by any court of competent jurisdiction upon the application of the Issuer or the holders of not less than five percent (5%) in aggregate principal amount of the Bonds then outstanding, or the holders of not less than five percent (5%) in aggregate principal amount of the Refunded Bonds then outstanding.

(c) The Escrow Agent may not be removed until a successor Escrow Agent has been appointed in the manner set forth herein.

SECTION 13. Successor Escrow Agent.

(a) If at any time hereafter the Escrow Agent shall resign, be removed, be dissolved or otherwise become incapable of acting, or shall be taken over by any governmental official, agency, department or board, the position of Escrow Agent shall thereupon become vacant. If the position of Escrow Agent shall become vacant for any of the foregoing reasons or for any other reason, the Issuer shall appoint an Escrow Agent to fill such vacancy. The Issuer shall mail a notice of any such appointment made by it to the holders of the Refunded Bonds within thirty (30) days after such appointment.

(b) At any time within one year after such vacancy shall have occurred, the holders of a majority in principal amount of the Bonds then outstanding or a majority in principal amount of the Refunded Bonds then outstanding, by an instrument or concurrent instruments in writing, executed by either group of such bondholders and filed with the governing body of the Issuer, may appoint a successor Escrow Agent, which shall supersede any Escrow Agent theretofore appointed by the Issuer. Photographic copies of each such instrument shall be delivered promptly by the Issuer, to the predecessor Escrow Agent and to the Escrow Agent so appointed by the bondholders. In the case of conflicting appointments made by the bondholders under this paragraph, the first effective appointment made during the one year period shall govern.

(c) If no appointment of a successor Escrow Agent shall be made pursuant to the foregoing provisions of this Section within sixty (60) days of the delivery of a notice of resignation or removal, the holder of any Refunded Bonds then outstanding, or any retiring Escrow Agent may apply to any court of competent jurisdiction to appoint a successor Escrow Agent. Such court may thereupon, after such notice, if any, as such court may deem proper and prescribe, appoint a successor Escrow Agent.

SECTION 14. Payment to Escrow Agent. The Escrow Agent hereby acknowledges that it has agreed to accept compensation under the Agreement in the sum of \$[____], payable at delivery, for services to be performed by the Escrow Agent pursuant to this Agreement, plus out-of-pocket expenses (including attorneys' fees, costs and expenses) to be reimbursed at cost from legally available funds of the Issuer. The Escrow Agent agrees that it shall have no interest in or right to payment of such compensation or out of pocket expenses from the Escrow Fund.

SECTION 15. Term. This Agreement shall commence upon its execution and delivery and shall terminate when the Refunded Bonds have been paid and discharged in accordance with the proceedings authorizing the Refunded Bonds, except as provided in Section 8 hereof.

SECTION 16. Severability. If any one or more of the covenants or agreements provided in this Agreement on the part of the Issuer or the Escrow Agent to be performed should be determined by a court of competent jurisdiction to be contrary to law, such covenant

or agreements herein contained shall be null and void and shall in no way affect the validity of the remaining provisions of this Agreement.

SECTION 17. Amendments to this Agreement. This Agreement is made for the benefit of the Issuer and the holders from time to time of the Refunded Bonds and the Bonds and it shall not be repealed, revoked, altered or amended in whole or in part without the written consent of all affected holders, the Insurer of the Refunded Bonds, the Escrow Agent, the holder of the Bonds and the Issuer; provided, however, that the Issuer, the Insurer of the Refunded Bonds and the Escrow Agent may, without the consent of, or notice to, such holders, enter into such agreements supplemental to this Agreement as shall not adversely affect the rights of such holders and as shall not be inconsistent with the terms and provisions of this Agreement, for any one or more of the following purposes:

- (a) to cure any ambiguity or formal defect or omission in this Agreement;
- (b) to grant to, or confer upon, the Escrow Agent, for the benefit of the holders of the Bonds and the Refunded Bonds any additional rights, remedies, powers or authority that may lawfully be granted to, or conferred upon, such holders or the Escrow Agent; and
- (c) to subject to this Agreement additional funds, securities or properties.

The Escrow Agent shall, at its option, be entitled to request at the Issuer's expense and rely exclusively upon an opinion of nationally recognized attorneys on the subject of municipal bonds acceptable to the Issuer with respect to compliance with this Section, including the extent, if any, to which any change, modification, addition or elimination affects the rights of the holders of the Refunded Bonds or that any instrument executed hereunder complies with the conditions and provisions of this Section.

SECTION 18. Counterparts. This Agreement may be executed in several counterparts, all or any of which shall be regarded for all purposes as one original and shall constitute and be but one and the same instrument.

SECTION 19. Governing Law. This Agreement shall be construed under the laws of the State of Florida without regard to conflict of law principles.

[Reminder of page intentionally left blank]

IN WITNESS WHEREOF, the parties hereto have each caused this Escrow Deposit Agreement to be executed by their duly authorized officers and appointed officials and their seals to be hereunder affixed and attested as of the date first above written.

[SEAL]

CITY OF WINTER PARK, FLORIDA

By: _____
Steve Leary, Mayor

ATTEST:

By: _____
Cynthia S. Bonham, City Clerk

**THE BANK OF NEW YORK MELLON
TRUST COMPANY, N.A. as Escrow Agent**

By: _____
Name: _____
Title: _____

[Signature page to Escrow Deposit Agreement]

**SCHEDULE A
SCHEDULE OF DEBT SERVICE FOR
CITY OF WINTER PARK, FLORIDA
ELECTRIC REFUNDING AND IMPROVEMENT REVENUE BONDS, SERIES 2007**

PAYMENT <u>DATE</u>	<u>PRINCIPAL</u>	<u>INTEREST</u>	<u>PRINCIPAL REDEEMED</u>	<u>TOTAL DEBT SERVICE</u>
	\$	\$	\$	\$

SCHEDULE B

ESCROW SECURITIES

United States Treasury Securities

<u>Type</u>	<u>Maturity Date</u>	<u>Par Amount</u>	<u>Coupon Rate</u>	<u>Total Cost</u>
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SCHEDULE C

NOTICE OF REDEMPTION CITY OF WINTER PARK, FLORIDA ELECTRIC REFUNDING AND IMPROVEMENT REVENUE BONDS, SERIES 2007

NOTICE IS HEREBY GIVEN, pursuant to that certain Resolution No. 1898-05 adopted by the City Commission on May 9, 2005, as amended and supplemented from time to time, that the following outstanding Electric Refunding and Improvement Revenue Bonds, Series 2007, originally issued on November 15, 2007, will be called for early redemption on October 1, 2017 at a redemption price equal to the principal amount thereof plus accrued interest to the date of redemption (the "Redemption Price").

CUSIP Number	Maturity (October 1)	Principal Amount	Interest Rate (%)
976002 AL9	2018	\$585,000	4.000
976002 AM7	2019	\$610,000	4.125
976002 AN5	2020	\$635,000	4.100
976002 AP0	2021	\$660,000	4.000
976002 AQ8	2022	\$690,000	4.250

\$3,925,000 - 4.500% - Term Bonds - Due October 1, 2027 - CUSIP Number 976002 AR6

\$2,810,000 - 4.750% - Term Bonds - Due October 1, 2030 - CUSIP Number 976002 AS4

\$8,240,000 - 4.500% - Term Bonds - Due October 1, 2037 - CUSIP Number 976002 AT2

The owners and holders of the designated bonds are directed to surrender same for payment of the Redemption Price to The Bank of New York Mellon Trust Company, N.A., 10161 Centurion Parkway, Jacksonville, Florida, where such bonds and the interest accrued thereon will be paid on and after October 1, 2017.

CUSIP numbers have been assigned by CUSIP Service Bureau and are included solely for the convenience of the bondholders. Neither the Issuer nor The Bank of New York Mellon Trust Company, N.A., shall be responsible for the selection or use of the CUSIP numbers, nor is any representation made as to its correctness on any bond or as indicated in any notice.

Notice is further given that on such redemption date there shall become due and payable upon each Bond to be redeemed the Redemption Price thereof together with interest accrued thereon to the redemption date, and that from and after such date interest thereon shall cease to accrue and be payable.

IMPORTANT TAX NOTICE

Withholding of 28% of gross redemption proceeds of any payment made within the United States may be required by the Jobs and Growth Tax Relief Reconciliation Act of 2003 (the "Act"), unless the Paying Agent has the correct taxpayer identification number (social security or employer identification number) or exemption certificate of the payee. Please furnish a properly completed Form W-9 or exemption certificate or equivalent when presenting your securities.

THE BANK OF NEW YORK MELLON
TRUST COMPANY, N.A.

As Paying Agent

Publication Date: _____

SCHEDULE D

NOTICE OF DEFEASANCE CITY OF WINTER PARK, FLORIDA ELECTRIC REFUNDING AND IMPROVEMENT REVENUE BONDS, SERIES 2007

DATED: NOVEMBER 15, 2007

NOTICE IS HEREBY GIVEN to the holders of the City of Winter Park, Florida Electric Refunding and Improvement Revenue Bonds, Series 2007 described below (the "Defeased Bonds") that the Defeased Bonds have been legally defeased and will be called for early redemption on October 1, 2017 at the principal amount thereof, plus accrued interest to the date of redemption;

CUSIP Number	Maturity (October 1)	Principal Amount	Interest Rate (%)
976002 AL9	2018	\$585,000	4.000
976002 AM7	2019	\$610,000	4.125
976002 AN5	2020	\$635,000	4.100
976002 AP0	2021	\$660,000	4.000
976002 AQ8	2022	\$690,000	4.250

\$3,925,000 - 4.500% - Term Bonds - Due October 1, 2027 - CUSIP Number 976002 AR6

\$2,810,000 - 4.750% - Term Bonds - Due October 1, 2030 - CUSIP Number 976002 AS4

\$8,240,000 - 4.500% - Term Bonds - Due October 1, 2037 - CUSIP Number 976002 AT2

and that the deposit required by Section 11.07 of Resolution No. 1898-05 adopted by the City Commission on May 9, 2005, as amended and supplemented from time to time, (the "Resolution") of moneys has been made and the Defeased Bonds are no longer Outstanding under the Resolution. Said deposit was made on _____, 2016 in irrevocable escrow with The Bank of New York Mellon Trust Company, N.A., as Escrow Agent, at the following address:

The Bank of New York Mellon Trust Company, N.A.
10161 Centurion Parkway
Jacksonville, Florida 32256

Dated this _____ day of _____, 2016.

