

RESOLUTION NO. 90-208

RESOLUTION FURTHER SUPPLEMENTING AND AMENDING RESOLUTION NO. 89-84 ADOPTED BY THE BOARD OF COUNTY COMMISSIONERS OF ST. JOHNS COUNTY, FLORIDA, ON APRIL 25, 1989, ENTITLED "RESOLUTION PROVIDING FOR THE ACQUISITION, CONSTRUCTION AND ERECTION OF ADDITIONS, EXTENSIONS AND IMPROVEMENTS TO THE WATER DISTRIBUTION FACILITIES OF ST. JOHNS COUNTY, AND OF NEW SEWAGE COLLECTION AND TREATMENT FACILITIES TO BE OPERATED BY THE COUNTY IN COMBINATION WITH SUCH WATER FACILITIES AS A SINGLE WATER AND SEWER SYSTEM; AUTHORIZING THE ISSUANCE BY THE COUNTY OF NOT EXCEEDING \$10,000,000 PRINCIPAL AMOUNT OF WATER AND SEWER REVENUE BONDS, SERIES 1989A AND SERIES 1989B, TO FINANCE THE COST THEREOF AND THE COST OF REFUNDING THE COUNTY'S OUTSTANDING WATER REVENUE BONDS; PROVIDING FOR THE REFUNDING OF SAID OUTSTANDING BONDS; PLEDGING TO SECURE PAYMENT OF THE PRINCIPAL OF AND INTEREST ON SAID SERIES 1989 BONDS CERTAIN PLEDGED FUNDS INCLUDING THE NET REVENUES OF SAID SYSTEM AND CERTAIN LAWFULLY AVAILABLE CONNECTION CHARGES, ALL MONEYS ON DEPOSIT IN AND INVESTMENTS HELD FOR THE CREDIT OF CERTAIN FUNDS CREATED HEREUNDER AND THE EARNINGS ON SUCH INVESTMENTS; PROVIDING FOR THE RIGHTS OF THE HOLDERS OF SAID SERIES 1989 BONDS; MAKING CERTAIN COVENANTS AND AGREEMENTS WITH THE HOLDERS OF SAID SERIES 1989 BONDS; REPEALING THE COUNTY'S RESOLUTION NO. 88-241 AND RESOLUTION NO. 88-253; AND PROVIDING AN EFFECTIVE DATE," AS HERETOFORE AMENDED AND SUPPLEMENTED; FOR THE PURPOSE OF EFFECTING CERTAIN FURTHER AMENDMENTS THERETO; AUTHORIZING THE ISSUANCE BY THE COUNTY OF NOT EXCEEDING \$2,245,000 PRINCIPAL AMOUNT OF WATER AND SEWER REVENUE BONDS, SERIES 1990B-I AND B-II (THE SERIES 1990B BONDS), TO FINANCE THE REFUNDING OF THE COUNTY'S OUTSTANDING WATER AND SEWER REVENUE BONDS, SERIES 1990A, AND THE OUTSTANDING BONDS OF THE ANASTASIA SANITARY DISTRICT, PROVIDING FUNDS TO PAY THE COST OF THE ACQUISITION AND CONSTRUCTION OF ADDITIONS AND EXTENSIONS TO SAID SYSTEM AND THE COST OF THE COMPLETION OF THE INITIAL PROJECT, PROJECT 1990A AND THE PROJECTS FUNDED BY A PORTION OF THE OUTSTANDING ANASTASIA SANITARY DISTRICT BONDS, FUNDING A DEBT SERVICE RESERVE FOR THE SERIES 1990B BONDS AND PAYING THE COSTS OF ISSUANCE OF THE SERIES 1990B BONDS; AUTHORIZING SUCH REFUNDINGS AND OTHER EXPENDITURES; PLEDGING TO SECURE PAYMENT OF THE PRINCIPAL OF AND INTEREST ON THE SERIES 1990B BONDS SAID PLEDGED FUNDS; PROVIDING FOR THE RIGHTS OF THE HOLDERS OF THE SERIES 1990B BONDS; MAKING CERTAIN COVENANTS AND AGREEMENTS WITH THE HOLDERS OF THE SERIES 1990B BONDS; AND PROVIDING AN EFFECTIVE DATE.

TABLE OF CONTENTS

PAGE

ARTICLE I
GENERAL

Section 1.01	Definitions	2
Section 1.02	Authority for Resolution	2
Section 1.03	Resolution to Constitute Contract	2
Section 1.04	Findings	3
Section 1.05	Completion of Projects Authorized.....	6
Section 1.06	Refunding Authorized.....	6

ARTICLE II
AUTHORIZATION, TERMS, EXECUTION AND
REGISTRATION OF SERIES 1990B BONDS

Section 2.01	Authorization of Series 1990B Bonds.....	6
Section 2.02	Description of Series 1990B Bonds	6
Section 2.03	Application of Series 1990B Bond Proceeds	8
Section 2.04	Execution of Series 1990B Bonds	9
Section 2.05	Authentication	10
Section 2.06	Temporary Bonds	10
Section 2.07	Series 1990B Bonds Mutilated, Destroyed Stolen or Lost	10
Section 2.08	Interchangeability, Negotiability and Transfer	11
Section 2.09	Form of Bonds	13

ARTICLE III
SECURITY, SPECIAL FUNDS AND APPLICATION THEREOF

Section 3.01	Series 1990B Bonds not to be Indebtedness of Issuer	20
Section 3.02	Security for Series 1990B Bonds	20
Section 3.03	Additional Security	20
Section 3.04	Application of Provisions of Original Instrument	20

ARTICLE IV
MISCELLANEOUS

Section 4.01	Amendments	21
Section 4.02	General Authority	27
Section 4.03	No Personal Liability	28
Section 4.04	No Third Party Beneficiaries	28
Section 4.05	Sale of Series 1990B Bonds	28
Section 4.06	Severability of Invalid Provisions	28
Section 4.07	Repeal of Inconsistent Resolutions	29
Section 4.08	Table of Contents and Headings not Part Hereof	29
Section 4.09	Effective Date	29
Exhibit A	Copy of Insurer's Consent and Acknowledgment	
Exhibit B	Copy of Notice to Rating Agencies	
Exhibit C	Copy of Bond Counsel Opinion as to Repeal of Pledge of Assessments	

BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF ST. JOHNS COUNTY, FLORIDA:

ARTICLE I

GENERAL

SECTION 1.01. Definitions. When used in this Resolution, the terms defined in the Original Instrument, as hereby amended, shall have the respective meanings assigned thereto by the Original Instrument, as hereby amended, and the following terms shall have the following meanings, unless the context clearly otherwise requires:

"Bonds Refunded 1990" shall mean the Series 1990A Bonds and the outstanding Water and Sewer Revenue Refunding Bonds, Series 1986 and Water and Sewer Revenue Bonds, Series 1989 of the Anastasia Sanitary District.

"Original Instrument" shall mean St. Johns County Resolution No. 89-84 adopted by the Governing Body on April 25, 1989, the title of which is quoted in the title of this Resolution, as amended by St. Johns County Resolution No. 89-189 adopted by the Governing Body on August 9, 1989 and St. Johns County Resolution No. 90-61 adopted by the Governing Body on March 27, 1990.

"Parity Obligations" shall mean the Series 1989 Bonds.

"Resolution" and "this Resolution" shall mean this instrument, as the same may from time to time be amended, modified or supplemented.

"Series 1990B Bonds" shall mean the Water and Sewer Revenue Bonds, Series 1990B-I and Series B-II, authorized to be issued by the Issuer pursuant to Section 2.01 hereof.

The terms "herein," "hereunder," "hereby," "hereto," "hereof," and any similar terms, shall refer to this Resolution; the term "heretofore" shall mean before the date of adoption of this Resolution; and the term "hereafter" shall mean after the date of adoption of this Resolution.

Words importing the singular number include the plural number, and vice versa.

SECTION 1.02. Authority for Resolution. This Resolution is adopted pursuant to the provisions of the Act and Chapter 90-498, Laws of Florida, Special Acts of 1990.

SECTION 1.03. Resolution to Constitute Contract. In consideration of the purchase and acceptance of any or all of the Series 1990B Bonds by those who shall hold the same from time to

time, the provisions of this Resolution shall be deemed to be and shall constitute a contract between the Issuer and the Holders from time to time of the Series 1990B Bonds and shall be a part of the contract of the Issuer with any Credit Bank and any Insurer that pertains to the Series 1990B Bonds. The pledge made in this Resolution and the provisions, covenants and agreements herein set forth to be performed by or on behalf of the Issuer shall be for the equal benefit, protection and security of the Holders of any and all of the Series 1990B Bonds and for the benefit, protection and security of any Credit Bank and any Insurer insuring the Series 1990B Bonds. All of the Series 1990B 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 1990B Bonds over any other thereof except as expressly provided in or pursuant to this Resolution.

SECTION 1.04. Findings. It is hereby ascertained, determined and declared as follows:

(A) Chapter 90-498, Laws of Florida, Special Acts of 1990, (i) vested in the Issuer title to all of the facilities of the water and sewer system of the Anastasia Sanitary District situated within St. Johns County and created under authority of Chapter 27865, Laws of Florida, 1951, as amended, subject only to the lien on and pledge of the revenues of such facilities in favor of the holders of outstanding bonds of the district and to the interests therein, if any, of other creditors of the district, and (ii) merged and consolidated such facilities with the System. In order to combine the revenues of such district facilities with the Gross Revenues and achieve thereby certain economies of scale and other benefits to the Issuer and to the users of such facilities and the users of the System, free of the liens on and pledges of such district facilities revenues in favor of the district's outstanding bonds, it is in the best interest of the Issuer and its citizens, taxpayers and such users that all of the district's outstanding bonds be refunded in the manner herein provided. The Issuer further deems it necessary, desirable and in the best interests of the Issuer that a portion of the proceeds of the Series 1990B Bonds be applied to provide approximately \$2,500,000 for payment of the Cost of Project 1990B, which Project 1990B will provide the additional funds necessary to pay (i) the cost, estimated to be \$1,086,390, of completing and adding to the projects funded by a portion of the proceeds of said outstanding Anastasia Sanitary District Water and Sewer Revenue Bonds, Series 1989, (ii) the cost, estimated to be \$932,830, of completing and adding to the Initial Project, and (iii) the cost, estimated to be \$480,780, of completing Project 1990A, and which Project 1990B is hereby declared to be an Additional Project.

(B) The Issuer deems it desirable and in the best interest of the Issuer and its citizens and inhabitants that the Project 1990A Assessments not be levied for payment of a portion of the Cost of Project 1990A and that the pledge of the Project 1990A Assessments with respect to the Bonds be withdrawn, stricken and repealed. Accordingly, it is in the best interest of the Issuer that the Series 1990A Bonds, for the payment of which the Project 1990A Assessments were pledged, be refunded in the manner herein provided. Upon such refunding, no non-ad valorem special assessments will have been imposed by the Issuer and by resolution of the Governing Body expressly declared to be Assessments and pledged to any Series of the Bonds within the meaning of the definition thereof contained in the Original Instrument. The Issuer deems it to be desirable and in the best interest of the Issuer, however, that the Issuer retain the option to pledge for the payment of the principal of or Redemption Price, if applicable, and interest on the Bonds or Additional Bonds any non-ad valorem special assessments which shall be hereafter levied by the Issuer, on its own behalf or as the governing body of a municipal service benefit unit, against some or all of the parcels of real property to be specially benefited by the services and facilities of any Additional Project or by any portion thereof, or against any parcels of real property and available for pledging to the payment of the Bonds or Additional Bonds pursuant to applicable law, and which shall be expressly declared by resolution of the Governing Body to be Assessments, including interest on such non-ad valorem special assessments and any penalties thereon and moneys received upon the foreclosure of the liens thereof and, by reason of such non-ad valorem special assessments, upon the sale of tax certificates, and to be pledged for the payment of the principal of and premium, if any, and interest on the Bonds or Additional Bonds and, accordingly, and in order to preserve other provisions the Issuer has determined to retain, it is desirable and in the best interest of the Issuer that said St. Johns County Resolution No. 90-61 which authorized issuance of the Series 1990A Bonds shall neither be repealed nor deemed repealed by virtue of the refunding of the Series 1990A Bonds as herein provided, and that the Issuer confirm that said Resolution No. 90-61 shall remain in full force and effect, except as herein amended, after the refunding of the Series 1990A Bonds pursuant to this Resolution.

(C) All of the Parity Obligations are insured by the Insurer and the Insurer is not in default; the Parity Obligations continue to be rated by the rating agencies which rated the Parity Obligations at the time the Parity Obligations were insured no lower than the ratings assigned thereto by such rating agencies on the date the Parity Obligations were insured; the Insurer has delivered to the Issuer the written consent of the Insurer to the amendments to the Original Instrument contained in Section 4.01 hereof and has acknowledged in writing to the Issuer that its Bond Insurance Policy will remain in full force and effect after the Original Instrument shall be amended in the manner accomplished

by Section 4.01 hereof, as evidenced by the copy of such consent and acknowledgment attached as Exhibit A hereto; notice of such amendments to the Original Instrument and a copy thereof have been provided to Moody's Investors Service and Standard and Poor's Corporation, as evidenced by the copy of such notice attached as Exhibit B hereto; and Bond Counsel has advised the Issuer that the Issuer may legally repeal and withdraw its pledge of the 1990A Assessments to the payment of the principal of or Redemption Price, if applicable, and interest on the Parity Obligations, as evidenced by the copy of Bond Counsel's opinion to such effect attached as Exhibit C hereto. Accordingly, the consent to the amendments to the Original Instrument contained in Section 4.01 hereof by the Holders of the Parity Obligations shall not be necessary. Such consent and acknowledgment given by the Insurer and evidence of such notice to such rating agencies have been filed with the Clerk; and the Clerk, promptly upon adoption of this Resolution, shall proceed, and he is hereby directed, to mail notice of the amendments herein contained, in accordance with the provisions of Section 7.03 of the Original Instrument.

(D) The Issuer deems it necessary, desirable and in the best interest of the Issuer that the Pledged Funds be pledged to the payment of the principal of and interest on the Series 1990B Bonds. Upon defeasance of the Series 1990A Bonds by the refunding thereof as herein provided, no part of the Pledged Funds shall be pledged or encumbered in any manner, except that the Pledged Funds have been pledged as security for the Series 1990B Bonds and the Parity Obligations; and the Original Instrument, in Section 5.02 thereof, provides for the issuance of Additional Bonds payable from the Pledged Funds on a parity with the Bonds under the terms, limitations and conditions provided therein. The Issuer will issue the Series 1990B Bonds as Additional Bonds within the authorization contained in Section 5.02 of the Original Instrument. The Series 1990B Bonds shall be payable on a parity and rank equally as to lien on and source and security for payment from the Pledged Funds, and in all other respects, with the Parity Obligations.

(E) No Bondholder shall ever be entitled to compel the payment of the principal of and interest on the Series 1990B Bonds or any other payments provided for in this Resolution from any funds or revenues of the Issuer other than the sources herein provided in accordance with the terms hereof; nor will any Bondholder or any Credit Bank or any Insurer have the right to compel the exercise of the ad valorem taxing power of the Issuer to pay the principal of or interest on the Series 1990B Bonds or to make any other payments provided for in this Resolution, and the Series 1990B Bonds shall not constitute a lien upon the System or any other property of the Issuer or situated within its territorial limits, except the Pledged Funds.

(F) The Issuer deems it necessary, desirable and in the best interest of the Issuer that any Connection Charges pertaining to the projects funded by a portion of the proceeds of the outstanding Anastasia Sanitary District Water and Sewer Revenue Bonds, Series 1989, to the Initial Project, to Project 1990A and to Project 1990B which shall be collected by the Issuer be pledged for the payment of the principal of and interest on the Series 1990B Bonds to the extent provided in the Original Instrument.

SECTION 1.05. Additional Project Authorized. The application by the Issuer of the portion of the proceeds to be derived from the sale of the Series 1990B Bonds hereby designated for Project 1990B for the completion of the acquisition and construction of, and additions to, the projects funded by a portion of the proceeds of the outstanding Anastasia Sanitary District Water and Sewer Revenue Bonds, Series 1989 and the Initial Project, and the completion of the acquisition and construction of Project 1990A is hereby authorized.

SECTION 1.06. Refunding Authorized. The refunding of the Bonds Refunded 1990, simultaneously with the delivery of the Series 1990B Bonds to the initial purchaser or purchasers thereof, in the manner herein provided, is hereby authorized.

ARTICLE II

AUTHORIZATION, TERMS, EXECUTION AND REGISTRATION OF SERIES 1990B BONDS

SECTION 2.01. Authorization of Series 1990B Bonds. The Issuer hereby authorizes the issuance of Bonds of the Issuer to be designated as "St. Johns County, Florida, Water and Sewer Revenue Bonds, Series 1990B-I and B-II," in an aggregate principal amount not to exceed \$ 2,265,000 for the principal purposes of paying the Costs of Project 1990B, refunding the Bonds Refunded 1990, funding a portion of the Reserve Account and paying the costs of issuance incurred with respect to the Series 1990B Bonds.

SECTION 2.02. Description of Series 1990B Bonds. The Series 1990B Bonds shall be dated as of November 1, 1990 or the first day of any month thereafter which shall be prior to the date of the delivery of the Series 1990B Bonds to the initial purchaser or purchasers thereof; shall be issued as fully registered Bonds; and shall be numbered consecutively from one upward within each subseries in order of maturity preceded by the letter "R;" shall be in such denominations and shall bear interest at a rate or rates not exceeding the maximum rate permitted by law (calculated on the basis of a 360-day year of twelve 30-day months), payable in such manner and on June 1 and December 1 in each year (commencing June 1, 1991); shall consist of such amounts of Serial Bonds, Term Bonds, Variable Rate Bonds and Capital Appreciation Bonds, maturing in such amounts and on June 1 or

December 1 in such years not exceeding forty (40) years from their date; shall be payable in such place or places; shall have such Paying Agents and Registrars; and shall contain such redemption provisions; all as the Issuer shall hereafter provide by resolution of the Governing Body adopted prior to issuance of the Series 1990B Bonds.

The Series 1990B-II Bonds shall be issued in a principal amount, to be established by resolution of the Governing Body adopted prior to issuance of the Series 1990B Bonds, not exceeding the aggregate sum of the portion of Series 1990B Bond proceeds to be applied to the payment of the Costs of Project 1990B, the portion of Series 1990B Bond proceeds required to refund the portion of the outstanding Anastasia Sanitary District Water and Sewer Revenue Refunding Bonds, Series 1986 which can be allocated to the cost of the current refunding in 1986 of only said District's then outstanding Water and Sewer Revenue Bonds, Series 1984 and Water and Sewer Revenue Bonds, Series 1985 and the part of the debt service reserve and the costs of issuance allocable to the Series 1990B-II Bonds. The Series 1990B-I Bonds shall be issued in a principal amount, to be established by resolution of the Governing Body adopted prior to issuance of the Series 1990B Bonds, which, together with the Series 1990B-II Bond proceeds, shall be sufficient to provide the total funds required for all of the purposes for the issuance of the Series 1990B Bonds.

The principal of or Redemption Price, if applicable, of the Series 1990B Bonds are payable upon presentation and surrender of the Series 1990B Bonds at the office of the Paying Agent. Interest payable on any Series 1990B Bond on any Interest Date will be paid by check or draft of the Paying Agent to the Holder in whose name such Bond shall be registered at the close of business on the date which shall be the fifteenth day (whether or not a business day) of the calendar month next preceding such Interest Date, or, unless otherwise provided by Supplemental Resolution, at the option of the Paying Agent, and at the request and expense of such Holder, by bank wire transfer for the account of such Holder. In the event the interest payable on any Series 1990B Bond is not punctually paid or duly provided for by the Issuer on such Interest Date, such defaulted interest will be paid to the Holder in whose name such Bond shall be registered at the close of business on a special record date for the payment of such defaulted interest as established by notice to such Holder, not less than ten (10) days preceding such special record date. All payments of principal of or Redemption Price, if applicable, and interest on the Series 1990B Bonds shall be payable in any coin or currency of the United States of America which at the time of payment is legal tender for the payment of public and private debts.

From and after any maturity date of any of the Bonds (deposit of moneys and/or Securities for the payment of the principal and interest on such Series 1990B Bonds having been made by the Issuer with the Paying Agents), notwithstanding that any of such Series 1990B Bonds shall not have been surrendered for cancellation, no further interest shall accrue upon the principal or upon the interest which shall have accrued and shall then be due on such date, and such Series 1990B Bonds shall cease to be entitled to any lien, benefit or security under this Resolution, and the Holders shall have no rights in respect of such Series 1990B Bonds except to receive payment of such principal and unpaid interest accrued to the maturity date.

Redemption of the Series 1990B Bonds shall be in accordance with and governed by the provisions of Article III of the Original Instrument.

SECTION 2.03. Application of Series 1990B Bond Proceeds. The proceeds derived from the sale of the Series 1990B Bonds, including accrued interest and premium, if any, shall, simultaneously with the delivery of the Series 1990B Bonds to the initial purchaser or purchasers thereof, be applied by the Issuer as follows:

(A) Accrued interest and capitalized interest shall be deposited in the Interest Account.

(B) An amount shall be deposited in the Reserve Account which, together with any moneys and securities on deposit therein and any Reserve Account Insurance Policy and/or Reserve Account Letter of Credit obtained in accordance with Section 4.06(A)(2)(d) of the Original Instrument, shall equal the Reserve Account Requirement.

(C) The Issuer covenants and agrees to establish a separate account with an Authorized Depository to be known as the "St. Johns County Water and Sewer Revenue Bonds, Series 1990B, Costs of Issuance Account," which shall be used only for payment of the costs and expenses described in this subsection. A sum sufficient to pay all costs and expenses in connection with the preparation, issuance and sale of the Series 1990B Bonds, including fees of financial advisors, engineering and other consulting fees, legal fees, bond insurance premiums, printing fees, rating agency fees and all other similar costs shall be deposited to the credit of said account, and all such costs and expenses shall be promptly paid by the Issuer from said account to the Persons respectively entitled to receive the same. When all moneys on deposit to the credit of said account shall have been disbursed by the Issuer for the payment of such costs and expenses, said account shall be closed; provided, however, that if any balance shall remain in said account six months after issuance of the Series 1990B Bonds, such moneys shall be transferred by the

Issuer to the Construction Account and the special account created pursuant to this subsection shall be closed. After said account shall be closed, the Issuer may pay from the Construction Account any unpaid issuance expenses.

(D) Such portion of the remaining proceeds of the Series 1990B Bonds which, together with any moneys held by the Issuer for the payment of the principal of and interest on the Bonds Refunded 1990 which shall be applied to the refunding, and the investment earnings on such proceeds and other moneys, shall be sufficient to pay in full the principal of the Bonds Refunded 1990, interest to accrue thereon to the date of maturity or redemption and any premium payable upon redemption shall be paid by the Issuer to the paying agents for the Bonds Refunded 1990 or deposited with a bank or trust company and held for the benefit of the owners and holders of the Bonds Refunded 1990 pursuant to an escrow deposit agreement to be executed by the Issuer in favor of such bank or trust company and hereafter provided for by resolution of the Governing Body adopted prior to the issuance of the Series 1990B Bonds.

(E) The balance of the Series 1990B Bonds proceeds shall be deposited by the Issuer in the Construction Account established pursuant to Section 3.04 of said Resolution No. 90-61 for payment of the cost of the acquisition and construction of Project 1990A. Such account shall now be used by the Issuer also for payment of the Costs of Project 1990B herein authorized.

SECTION 2.04. Execution of Series 1990B Bonds. The Series 1990B Bonds shall be executed in the name of the Issuer with the manual or facsimile signature of the Chairman or any other member of the Governing Body whose signature shall have been filed with the Florida Department of State pursuant to Section 116.34, Florida Statutes, as amended, and the official seal of the Issuer shall be imprinted thereon, attested and countersigned with the manual or facsimile signature of the Clerk or a deputy clerk. In case any one or more of the officers who shall have signed or sealed any of the Series 1990B Bonds or whose facsimile signature shall appear thereon shall cease to be such officer of the Issuer before the Series 1990B Bonds so signed and sealed have been actually sold and delivered such Series 1990B Bonds may nevertheless be sold and delivered as herein provided and may be issued as if the person who signed or sealed such Series 1990B Bonds had not ceased to hold such office. Any Series 1990B Bond may be signed and sealed on behalf of the Issuer by such person who at the actual time of the execution of such Series 1990B Bond shall hold the proper office of the Issuer, although at the date of such Series 1990B Bond such person may not have held such office or may not have been so authorized. The Issuer may adopt and use for such purposes the facsimile signatures of any such persons who shall have held such offices at any time after the date of the adoption of this Resolution, notwithstanding

that either or both shall have ceased to hold such office at the time the Series 1990B Bonds shall be actually sold and delivered.

SECTION 2.05. Authentication. No Series 1990B Bond shall be secured hereunder or entitled to the benefit hereof or shall be valid or obligatory for any purpose unless there shall be manually endorsed on such Series 1990B Bond a certificate of authentication by the Registrar or such other entity as may be approved by the Issuer for such purpose. Such certificate on any Bond shall be conclusive evidence that such Series 1990B Bond has been duly authenticated and delivered under this Resolution. The form of such certificate shall be substantially in the form provided in Section 2.09 hereof.

SECTION 2.06. Temporary Bonds. Until the definitive Series 1990B Bonds are prepared, the Issuer may execute, in the same manner as is provided in Section 2.04, and deliver, upon authentication by the Registrar pursuant to Section 2.05 hereof, in lieu of definitive Series 1990B Bonds, but subject to the same provisions, limitations and conditions as the definitive Series 1990B Bonds, except as to the denominations thereof, one or more temporary Series 1990B Bonds substantially of the tenor of the definitive Series 1990B Bonds in lieu of which such temporary Series 1990B Bond or Bonds are issued, in denominations approved by the officers of the Issuer who shall execute such temporary Series 1990B Bond or Bonds, and with such omissions, insertions and variations as may be appropriate to temporary Series 1990B Bonds. The Issuer, at its own expense, shall prepare and execute definitive Series 1990B Bonds, which shall be authenticated by the Registrar. Upon the surrender of such temporary Series 1990B Bonds for exchange, the Registrar, without charge to the Holder thereof, shall deliver in exchange therefor definitive Series 1990B Bonds, of the same aggregate principal amount and Series and maturity as the temporary Series 1990B Bonds surrendered. Until so exchanged, the temporary Series 1990B Bonds shall in all respects be entitled to the same benefits and security as definitive Series 1990B Bonds issued pursuant to this Resolution. All temporary Series 1990B Bonds surrendered in exchange for another temporary Series 1990B Bond or Bonds or for a definitive Series 1990B Bond or Bonds shall be forthwith cancelled by the Registrar.

SECTION 2.07. Series 1990B Bonds Mutilated, Destroyed, Stolen or Lost. In case any Series 1990B Bond shall become mutilated, or be destroyed, stolen or lost, the Issuer may, in its discretion, issue and deliver, and the Registrar shall authenticate, a new Series 1990B Bond of like tenor as the Series 1990B Bond so mutilated, destroyed, stolen or lost, in exchange and substitution for such mutilated Series 1990B Bond upon surrender and cancellation of such mutilated Series 1990B Bond or in lieu of and substitution for the Series 1990B Bond destroyed, stolen or lost, and upon the Holder furnishing the Issuer and the

Registrar proof of such Holder's ownership thereof and satisfactory indemnity and complying with such other reasonable regulations and conditions as the Issuer or the Registrar may prescribe and paying such expenses as the Issuer and the Registrar may incur. All Series 1990B Bonds so surrendered or otherwise substituted shall be cancelled by the Registrar. If any of the Series 1990B Bonds shall have matured or be about to mature, instead of issuing a substitute Series 1990B Bond, the Issuer may pay the same or cause the Series 1990B Bond to be paid, upon being indemnified as aforesaid, and if such Series 1990B Bonds be lost, stolen or destroyed, without surrender thereof.

Any such duplicate Series 1990B Bonds issued pursuant to this Section 2.07 shall constitute original, additional contractual obligations on the part of the Issuer whether or not the lost, stolen or destroyed Series 1990B Bond be at any time found by anyone, and such duplicate Series 1990B Bond shall be entitled to equal and proportionate benefits and rights as to lien on the Pledged Funds to the same extent as all other Series 1990B Bonds issued hereunder and shall be entitled to the same benefits and security as the Series 1990B Bond so lost, stolen or destroyed.

SECTION 2.08. Interchangeability, Negotiability and Transfer. Series 1990B Bonds, upon surrender thereof at the office of the Registrar with a written instrument of transfer satisfactory to the Registrar, duly executed by the Holder thereof or such Holder's attorney duly authorized in writing, may, at the option of the Holder thereof, be exchanged for an equal aggregate principal amount of registered Series 1990B Bonds of the same maturity of any other authorized denominations.

The Series 1990B Bonds shall be and have all the qualities and incidents of negotiable instruments under the laws of the State of Florida, subject to the provisions for registration and transfer contained in this Resolution and in the Series 1990B Bonds. So long as any of the Series 1990B Bonds shall remain Outstanding, the Issuer shall maintain and keep, at the office of the Registrar, books for the registration and transfer of the Series 1990B Bonds.

Each Series 1990B Bond shall be transferable only upon the books of the Issuer, at the office of the Registrar, under such reasonable regulations as the Issuer may prescribe, by the Holder thereof in person or by such Holder's attorney duly authorized in writing upon surrender thereof together with a written instrument of transfer satisfactory to the Registrar duly executed and guaranteed by the Holder or such Holder's duly authorized attorney. Upon the transfer of any such Series 1990B Bond, the Issuer shall issue, and cause to be authenticated, in the name of the transferee a new Series 1990B Bond or Bonds of the same aggregate principal amount and maturity as the surrendered Series 1990B Bond. The Issuer, the Registrar and any Paying Agent

or fiduciary of the Issuer may deem and treat the Person in whose name any Outstanding Series 1990B Bond shall be registered upon the books of the Issuer as the absolute owner of such Series 1990B Bond, whether such Series 1990B Bond shall be overdue or not, for the purpose of receiving payment of, or on account of, the principal or Redemption Price, if applicable, and interest on such Series 1990B Bond and for all other purposes, and all such payments so made to any such Holder or upon such Holder's order shall be valid and effectual to satisfy and discharge the liability upon such Series 1990B Bond to the extent of the sum or sums so paid and neither the Issuer nor the Registrar nor any Paying Agent or other fiduciary of the Issuer shall be affected by any notice to the contrary.

The Registrar, in the event it is not also the Paying Agent for the Series 1990B Bonds, shall forthwith (a) following the fifteenth day of the calendar month next preceding an interest payment date for the Series 1990B Bonds, (b) following the fifteenth day next preceding the date of first mailing of notice of redemption of any Series 1990B Bonds, and (c) at any other time as reasonably requested by the Paying Agent of the Series 1990B Bonds, certify and furnish to such Paying Agent the names, addresses and holdings of Bondholders and any other relevant information reflected in the registration books. Any Paying Agent of any fully registered Bond shall effect payment of interest on such Series 1990B Bonds by mailing a check or draft to the Holder entitled thereto or may, in lieu thereof, upon the request and at the expense of such Holder, transmit such payment by bank wire transfer for the account of such Holder.

In all cases in which the privilege of exchanging Series 1990B Bonds or transferring Series 1990B Bonds is exercised, the Issuer shall execute and the Registrar shall authenticate and deliver such Series 1990B Bonds in accordance with the provisions of this Resolution. Execution of Series 1990B Bonds, by the officers of the Issuer described in Section 2.04 above, for purposes of exchanging, replacing or transferring Series 1990B Bonds may occur at the time of the original delivery of the Series of which such Series 1990B Bonds are a part. All Series 1990B Bonds surrendered in any such exchanges or transfers shall be cancelled by the Registrar. For every such exchange or transfer of Series 1990B Bonds, the Issuer or the Registrar may make a charge sufficient to reimburse it for any tax, fee, expense or other governmental charge required to be paid with respect to such exchange or transfer. The Issuer and the Registrar shall not be obligated to make any such exchange or transfer of any Series 1990B Bonds which shall have been selected for redemption or of Series 1990B Bonds during the fifteen (15) days next preceding an Interest Date on the Series 1990B Bonds (other than Capital Appreciation Bonds and Variable Rate Bonds), or, in the case of any proposed

redemption of Series 1990B Bonds, during the fifteen (15) days next preceding the date of selection of Series 1990B Bonds to be redeemed.

The Issuer may elect to issue any Series 1990B Bonds as uncertificated registered public obligations (not represented by instruments), commonly known as book-entry obligations, provided it shall establish a system of registration therefor by resolution of the Governing Body.

SECTION 2.09. Form of Bonds. Except for Capital Appreciation Bonds and Variable Rate Bonds, the form of which shall be provided by supplemental resolution of the Governing Body, the Series 1990B Bonds shall be in substantially the following form with such omissions, insertions and variations as may be necessary and/or desirable and approved by the officers of the Issuer described in Section 2.04 above, prior to the issuance thereof (which necessity and/or desirability and approval shall be evidenced conclusively by the Issuer's delivery of the Series 1990B Bonds to the initial purchaser or purchasers thereof):

No. R- _____ \$ _____

UNITED STATES OF AMERICA
STATE OF FLORIDA
COUNTY OF ST. JOHNS
WATER AND SEWER REVENUE BOND, SERIES 1990B-__

Interest Rate	Maturity Date	Date of Original Issue	CUSIP
_____ %	_____, _____	_____, _____	_____

Registered Holder:

Principal Amount:

KNOW ALL MEN BY THESE PRESENTS, that St. Johns County, a political subdivision created and existing under and by virtue of the laws of the State of Florida (the "Issuer"), for value received, hereby promises to pay, solely from the sources of payment hereinafter described, to the Registered Holder identified above, or registered assigns as hereinafter provided, the Principal Amount identified above on the Maturity Date identified above and interest (calculated on the basis of a 360-day year of twelve 30-day months) on such Principal Amount from the Date of Original Issue identified above or from the most recent interest payment date to which interest has been paid, at the Interest

Rate per annum identified above on June 1 and December 1 of each year commencing June 1, 1991 until such Principal Amount shall have been paid or provided for, except as the provisions hereinafter set forth with respect to redemption prior to maturity may be or become applicable hereto.

Such Principal Amount and interest and the premium, if any, on this bond are payable in any coin or currency of the United States of America which, on the respective dates of payment thereof, shall be legal tender for the payment of public and private debts. Such Principal Amount and the premium, if any, on this bond, are payable, upon presentation and surrender hereof, at the principal office of _____, _____, as paying agent, or such other paying agent as the Issuer shall hereafter duly appoint (the "Paying Agent"). Payment of each installment of interest shall be made to the person in whose name this bond shall be registered on the registration books of the Issuer maintained by _____, _____, as registrar, or such other registrar as the Issuer shall hereafter duly appoint (the "Registrar"), at the close of business on the date which shall be the fifteenth day (whether or not a business day) of the calendar month next preceding each interest payment date and shall be paid by a check or draft of the Paying Agent mailed to such Registered Holder at the address appearing on such registration books or, at the option of the Paying Agent, and at the request and expense of such Registered Holder, by bank wire transfer for the account of such Holder. In the event interest payable on this bond is not punctually paid or duly provided for by the Issuer on such interest payment date, payment of each installment of such defaulted interest shall be made to the person in whose name this bond shall be registered at the close of business on a special record date for the payment of such defaulted interest as established by notice to such Registered Holder, not less than ten (10) days preceding such special record date.

REFERENCE IS HEREBY MADE TO THE FURTHER PROVISIONS OF THIS BOND SET FORTH ON THE REVERSE SIDE HEREOF AND SUCH FURTHER PROVISIONS SHALL FOR ALL PURPOSES HAVE THE SAME EFFECT AS IF SET FORTH IN THIS PLACE.

This bond shall not be valid or become obligatory for any purpose until the certificate of authentication hereon shall have been manually signed by the Registrar.

IN WITNESS WHEREOF, St. Johns County, Florida, has issued this bond and has caused the same to be executed by the manual or facsimile signature of the Chairman of its Board of County Commissioners and attested and countersigned by the manual or facsimile signature of the Clerk of said Board and its official seal or a

facsimile thereof to be affixed or reproduced hereon, all as of the _____ day of _____, 19__.

ST. JOHNS COUNTY, FLORIDA

(SEAL)

By _____
Chairman of the Board of
County Commissioners

ATTESTED AND COUNTERSIGNED:

Clerk of the Board of
County Commissioners

CERTIFICATE OF AUTHENTICATION

This bond is one of the Bonds of the issue described in the within-mentioned Resolution.

DATE OF AUTHENTICATION:

Registrar

By: _____
Authorized Officer

(Provisions on Reverse Side of Bond)

This bond is one of an authorized issue of bonds of the Issuer in the aggregate principal amount of \$_____ (the "Bonds") of like date, tenor and effect, except as to subseries, maturity date, interest rate, denomination and number, issued to finance the cost of the acquisition and construction of various additions and extensions to the public water and sewer system of the Issuer (the "System," as defined in the Resolution hereinafter referred to), the cost of refunding certain outstanding bonds (the "Bonds Refunded 1990," as defined in said Resolution), the cost of funding a debt service reserve for the Bonds and the costs of issuance of the Bonds, under the authority of and in full compliance with the Constitution and laws of the State of Florida, particularly Chapter 125, Part I, Florida Statutes, as amended, Chapter 90-498, Laws of Florida, Special Acts of 1990, other

applicable provisions of law, St. Johns County Ordinance No. 86-89, and Resolution No. 89-84 duly adopted by the Board of County Commissioners of the Issuer on April 25, 1989, as amended and supplemented, particularly as amended and supplemented by Resolution No. 90-61 adopted by said Board on March 27, 1990 and by Resolution No. 90-__ adopted by said Board on _____, 1990 (the "Resolution"), and is subject to all the terms and conditions of the Resolution.

The principal of and interest on this bond are payable solely from and secured by a prior lien upon and a pledge of (1) the Net Revenues (as defined in the Resolution) of the System, (2) certain Connection Charges (defined in the Resolution) to the extent provided in the Resolution and (3) until applied in accordance with the provisions of the Resolution, the proceeds of the Bonds, all moneys and investments thereof in certain of the funds and accounts established pursuant to the Resolution and the earnings on such investments, all in the manner and to the extent described in the Resolution (collectively, the "Pledged Funds"). It is expressly agreed by the Registered Holder of this bond that the full faith and credit of the Issuer is not pledged to the payment of the principal of or premium, if any, or interest on this bond and that the Registered Holder shall never have the right to require or compel the exercise of the ad valorem taxing power of the Issuer to the payment of such principal, premium, if any, and interest. This bond and the obligation evidenced hereby shall not constitute a lien upon the System or any other property of the Issuer, except the Pledged Funds, and shall be payable solely from the Pledged Funds in accordance with the terms of the Resolution.

The Bonds are payable on a parity, equally and ratably, from the Pledged Funds with the Issuer's outstanding Water and Sewer Revenue Bonds, Series 1989 (the "Parity Obligations.")

Neither the members of the Board of County Commissioners of the Issuer nor any person executing this bond shall be liable personally hereon or be subject to any personal liability or accountability by reason of the issuance hereof.

(INSERT REDEMPTION PROVISIONS)

Notice of redemption, unless waived, is to be given by the Registrar by mailing an official redemption notice by registered or certified mail at least 30 days and not more than 60 days prior to the date fixed for redemption to the registered holders of the Bonds to be redeemed at such holders' addresses shown on the registration books maintained by the Registrar or at such other addresses as shall be furnished in writing by such registered holders to the Registrar; provided, however, that no defect in any such notice to any registered holder of Bonds to be redeemed nor failure to give such notice to any such registered

holder nor failure of any such registered holder to receive such notice shall in any manner defeat the effectiveness of a call for redemption as to all other registered holders of Bonds to be redeemed. Notice of redemption having been given as aforesaid, the Bonds or portions of Bonds to be redeemed shall, on the redemption date, become due and payable at the redemption price therein specified, and from and after such date (unless the Issuer shall default in the payment of the redemption price) such Bonds or portions of Bonds shall cease to bear interest.

This bond is transferable in accordance with the terms of the Resolution only upon the books of the Issuer kept for that purpose at the office of the Registrar by the Registered Holder hereof in person or by such Holder's attorney duly authorized in writing, upon the surrender of this bond together with a written instrument of transfer satisfactory to the Registrar duly executed by the Registered Holder or such Holder's attorney duly authorized in writing, and thereupon a new bond or bonds in the same aggregate principal amount shall be issued to the transferee in exchange therefor, and upon the payment of the charges, if any, prescribed in the Resolution. Each of the Bonds is issuable in fully registered form in the denomination of \$5,000 or any integral multiple thereof not exceeding the aggregate principal amount of the Bonds having the same maturity. The Issuer, the Registrar and any Paying Agent may treat the Registered Holder of this bond as the absolute owner hereof for all purposes, whether or not this bond shall be overdue, and shall not be affected by any notice to the contrary. The Issuer and the Registrar shall not be obligated: (i) to make any exchange or transfer of Bonds during the fifteen (15) days next preceding an interest payment date or, in the case of any proposed redemption of Bonds, during the fifteen (15) days next preceding the date of selection of Bonds to be redeemed; or (ii) after the selection of Bonds for redemption, to make any exchange or transfer of Bonds so selected.

It is hereby certified and recited that all acts, conditions and things required to exist, to happen and to be performed precedent to and in the issuance of this bond, exist, have happened and have been performed, in regular and due form and time as required by the Constitution and laws of the State of Florida applicable thereto, and that the issuance of the Bonds does not violate any constitutional or statutory limitations or provisions.

This bond is and has all the qualities and incidents of a negotiable instrument under the laws of the State of Florida.

LEGAL OPINION

[Insert appropriate approving opinion of bond counsel.]

The above is a true copy of the opinion rendered by Foley & Lardner, Jacksonville, Florida, in connection with the issuance of, and dated as of the original delivery of, the Bonds of the issue of which this bond is one. An executed copy of that opinion is on file in my office.

Clerk

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

TEN COM -- as tenants in common

TEN ENT -- as tenants by the entireties

JT TEN -- as joint tenants with right of
survivorship and not as tenants
in common

UNIF TRANS MIN ACT -- _____
(Cust.)

Custodian for _____

under Uniform Transfer to Minors Act of _____
(State)

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

ASSIGNMENT

FOR VALUE RECEIVED, the undersigned sells, assigns and transfers unto _____

Insert Social Security or Other
Identifying Number of Assignee

(Name and Address of Assignee)

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

Dated: _____

Signature Guaranteed:

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

NOTICE: The signature to this assignment must correspond with the name of the Registered Holder as it appears upon the face of the within bond in every particular, without alteration or enlargement or any change whatever and the Social Security or other identifying number of such assignee must be supplied.

ARTICLE III

SECURITY, SPECIAL FUNDS AND APPLICATION THEREOF

SECTION 3.01. Series 1990B Bonds not to be Indebtedness of Issuer. The Series 1990B Bonds shall not be or constitute general obligations or indebtedness of the Issuer as "bonds" within the meaning of any constitutional or statutory provision, but shall be special obligations of the Issuer, payable solely from and secured by a lien upon and pledge of the Pledged Funds in accordance with the terms of this Resolution. No Holder of any Series 1990B Bond or any Credit Bank or any Insurer shall ever have the right to compel the exercise of the ad valorem taxing power of the Issuer to pay such Series 1990B Bond or be entitled to payment of such Series 1990B Bond from any moneys of the Issuer except the Pledged Funds, in the manner provided herein.

SECTION 3.02. Security for Series 1990B Bonds. The payment of the principal of or Redemption Price, if applicable, and interest on the Series 1990B Bonds shall be secured forthwith equally and ratably by a pledge of and prior lien upon the Pledged Funds. The Pledged Funds shall be subject to the lien of this pledge immediately upon the issuance and delivery of the Series 1990B Bonds, without any physical delivery by the Issuer of the Pledged Funds or further act, and the lien of this pledge shall be valid and binding as against all parties having claims of any kind against the Issuer, in tort, contract or otherwise. The Issuer does hereby irrevocably pledge the Pledged Funds to the payment of the principal of or Redemption Price, if applicable, and interest on the Series 1990B Bonds in the manner provided in this Resolution.

The Series 1990B Bonds are payable from the Pledged Funds on a parity, equally and ratably, with the Parity Obligations.

SECTION 3.03. Additional Security. Anything herein to the contrary notwithstanding, however, the Issuer may cause the Series 1990B Bonds to be payable from and secured by a Credit Facility or an insurance policy of an Insurer not applicable to any one or more other Series of Bonds, as shall be provided by supplemental resolution of the Governing Body, in addition to the security of the Pledged Funds provided herein.

SECTION 3.04. Application of Provisions of Original Instrument. The Series 1990B Bonds shall for all purposes be considered to be Additional Bonds issued under the authority of Section 5.02 of the Original Instrument and shall be entitled to all the protection and security provided in and by the Original Instrument for the Parity Obligations, and the Series 1990B Bonds shall be in all respects entitled to the same security, rights

and privileges enjoyed by the Parity Obligations. Except as modified by Section 4.01 hereof, the covenants and pledges contained in Articles IV, V, VI and VII of the Original Instrument and in Sections 8.01 and 8.02 of Article VIII thereof shall be applicable to the Series 1990B Bonds in like manner as applicable to the Parity Obligations. The principal of, interest on and redemption premiums on the Series 1990B Bonds shall be payable from the Debt Service Fund established by the Original Instrument on a parity with the Parity Obligations, and deposits shall be made into the Debt Service Fund by the Issuer in amounts fully sufficient to pay the principal of and interest on the Series 1990B Bonds and on the Parity Obligations as such principal and interest become due. The Reserve Account established by the Original Instrument shall be applicable pro rata to the Series 1990B Bonds in the same manner as applicable to the Parity Obligations.

ARTICLE IV

MISCELLANEOUS

SECTION 4.01 Amendments. Notwithstanding the refunding, herein provided, of the Series 1990A Bonds which were authorized to be issued by the Issuer pursuant to said Resolution No. 90-61, nothing contained in said Resolution No. 90-61 shall be deemed to be repealed or amended hereby, except as follows: (1) the same may be affected by the amendments hereinafter expressly provided in this Section, (2) Section 3.05 thereof is hereby repealed and the Project 1990A Assessments, consisting of the fire protection assessments and the sewage collection assessments, shall not be pledged to the Bonds, and (3) the purpose for the Construction Account established pursuant to Section 3.04 thereof is hereby expanded to include the receipt of the portion of the proceeds of the Series 1990B Bonds herein provided and the application thereof to the payment of the Costs of Project 1990B herein authorized.

The Original Instrument is hereby amended in the following respects:

(A) The definition of Assessments contained in Section 1.01 thereof is hereby amended to read as follows:

"'Assessments' shall mean the proceeds to be derived by the Issuer from any non-ad valorem special assessments which shall be levied by the Issuer, on its own behalf or as the governing body of a municipal service benefit unit, against some or all of the parcels of real property to be specially benefited by the services and facilities of any Additional Project or by any portion thereof, and which shall be expressly declared by one or more resolutions of the Governing Body to be Assessments, as hereby defined, and which shall be expressly pledged by said

resolution(s), including interest on such non-ad valorem special assessments and any penalties thereon and moneys received upon the foreclosure of the liens thereof and, by reason of such non-ad valorem special assessments, upon the sale of tax certificates, to the payment of the principal of and premium, if any, and interest on the Bonds or one or more Series of Bonds. The Issuer shall have the right to levy and collect non-ad valorem special assessments upon some or all of the parcels of real property specially benefited by any Additional Project or by any portion thereof without declaring that such assessments shall be Assessments, as herein defined, and to provide for the application of such assessments to any lawful public purpose, including provision for the application of such assessments to the payment of the principal of or Redemption Price, if applicable, and interest on any particular Series of Bonds or Subordinated Indebtedness or any other obligations of the Issuer."

(B) The definition of Connection Charges contained in Section 1.01 thereof is hereby amended to read as follows:

"'Connection Charges' shall mean all non-refundable (except at the option of the Issuer) "water unit connection fees," "sewer unit connection fees," impact fees, capital expansion fees, utility improvement fees or other similar fees and charges, whether payable in full prior to connection with the System or to initiation of any service afforded by System facilities or payable in installments over any period of time, separately imposed from time to time by the Issuer upon new customers of the System as a nonuser capacity charge for a proportionate share of the cost of the acquisition or construction of Expansion Facilities, which are imposed by the Issuer for the purpose of allocating to each such customer a proportionate share of the cost of the additional System capacity made necessary by the inclusion or expected inclusion of System services to such new customers, but only to the extent that any such fee or charge has been lawfully levied and collected by the Issuer and may under applicable law be used for the acquisition or construction of the Expansion Facilities or for Connection Charges Debt Service Components, and any income from the investment of moneys on deposit in the Connection Charges Fund or any other moneys transferred to the Connection Charges Fund pursuant to the provisions of this Resolution. Connection Charges shall not include Assessments."

(C) The definition of Project contained in Section 1.01 thereof is hereby amended to read as follows:

"'Project' shall mean the Initial Project, Project 1990A, Project 1990B and any Additional Project."

(D) Section 1.01 thereof is hereby amended by inserting alphabetically therein the following additional definitions:

"'Construction Account' shall mean the special account for the payment of the cost of Project 1990A, established in the Construction Fund in accordance with the provisions hereof and Section 3.04 of Resolution No. 90-61 adopted by the Governing Body on March 27, 1990.

"'Project 1990A' shall mean the acquisition, construction and erection of additions and extensions to the System to be made by the Issuer in the vicinity of State Road 16, as more particularly described in and in accordance with certain plans on file or to be on file with the Issuer, with such changes, deletions, additions or modifications to the enumerated improvements, equipment and facilities, or such other improvements, equipment and facilities, as shall be designated and approved by resolution of the Governing Body in accordance with applicable law. Project 1990A shall be an Additional Project.

"'Project 1990B' shall mean the acquisition, construction and erection of the additions and extensions to the System described in Section 1.04(A) of Resolution No. 90-208 adopted by the Governing Body on November 14, 1990, and in accordance with the certain plans and specifications therefor on file or to be on file with the Issuer, with such changes, deletions, additions or modifications to the enumerated improvements, equipment and facilities, or such other improvements, equipment and facilities, as shall be designated and approved by resolution of the Governing Body in accordance with applicable law. Project 1990B shall be an Additional Project."

(E) The following language is hereby added as a new final sentence of the definition of System contained in Section 1.01 thereof:

"The System includes also the water and sewer facilities of the Anastasia Sanitary District, which facilities were vested in the Issuer by Chapter 90-498, Laws of Florida, Special Acts of 1990.

(F) The second paragraph of Section 4.06(A)(2)(d) thereof is hereby amended to read as follows:

"Upon the issuance of any Series of Bonds, under the terms, limitations and conditions as herein provided, the Issuer shall provide for the funding of the Reserve Account in an amount equal to the Reserve Account Requirement. Such required amount may be paid in full or in part from the proceeds of such Series of Bonds."

(G) The penultimate paragraph of Section 4.06(A)(2)(d) thereof is hereby amended to read as follows:

"If any Reserve Account Letter of Credit or Reserve Account Insurance Policy shall terminate prior to the stated expiration date thereof, the Issuer agrees that it shall fund the Reserve Account pursuant to the first sentence of this Section 4.06(A)(2)(d), during a period not to exceed twelve (12) months when it shall make consecutive equal monthly payments in order that the amount on deposit in such account at the end of such period shall be equal to the Reserve Account Requirement; provided, the Issuer may at its sole option and discretion, with the prior written consent of the Insurer, if any, obtain a new Reserve Account Letter of Credit or a new Reserve Account Insurance Policy in lieu of making the payments required by this paragraph."

(H) The following language is added as a new final paragraph of part (7) of subsection (A) of Section 4.06 thereof:

"In the event that Assessments are hereafter pledged to the payment of the principal of or Redemption Price, if applicable, and interest on the Bonds or one or more Series of Bonds, the Issuer covenants that it will forthwith, whenever it shall first be timely, adopt all resolutions, hold all hearings and perform all acts which are conditions precedent to and are necessary for the lawful levy and collection of the Assessments. The Issuer covenants that if any Assessment shall be either in whole or in part annulled, vacated or set aside by the judgment of any court, or if the Issuer shall be satisfied that any Assessment is so irregular or defective that the same cannot be enforced or collected, or if the Issuer shall have failed to assess any particular parcel of property which should have been assessed within an area designated by the Issuer for such Assessments, the Issuer shall take all steps necessary to cause a new and valid non-ad valorem special assessment to be made against such property; and in any case any such second assessment, or an initial assessment for one that shall have been omitted, shall be either in whole or in part annulled, vacated or set aside or be unenforceable or uncollectible by reason of defect or irregularity, the Issuer shall obtain and make other non-ad valorem special assessments until a valid assessment shall be made."

(I) Section 5.02(B) thereof is hereby amended to read as follows:

"(B) There shall have been obtained and filed with the Issuer a certificate of an independent certified public accountant: (1) stating that he has examined the books and records of the Issuer relating to the collection and receipt of the Gross Revenues, the Connection Charges and the Assessments; (2) stating for the immediately preceding Fiscal Year or any twelve (12) consecutive months selected by the Issuer of the twenty-four (24) months immediately preceding the issuance of such Additional Bonds the amount of the Net Revenues, the amount of the Connection Charges deposited into the Current Account and, as to each separate lot

of Assessments which shall have been levied for a Project or a part of a Project, the dollar amount of the Assessments deposited into the Assessments Fund, and stating, for each separate lot of Assessments which shall have been levied for a Project or a part of a Project, the dollar amount of the portion of such lot of Assessments to become due and payable to the Issuer during the first full Fiscal Year after the issuance of such Additional Bonds in which installments of such lot of Assessments shall be payable; (3) if no Assessments shall be pledged to the Outstanding Bonds or such Additional Bonds then proposed to be issued, stating that (a) such Net Revenues and such Connection Charges, each adjusted as provided in Section 5.02(E) hereof, equal at least one hundred twenty percent (120%) of the Maximum Debt Service Requirement for all Outstanding Bonds and such Additional Bonds then proposed to be issued, and (b) such Net Revenues, adjusted as provided in Section 5.02(E) hereof, not taking into account Connection Charges, equal at least one hundred ten percent (110%) of the Maximum Debt Service Requirements for all Outstanding Bonds and such Additional Bonds then proposed to be issued; (4) if Assessments shall be pledged to the Outstanding Bonds or such Additional Bonds then proposed to be issued, stating that (a) such Net Revenues, adjusted as provided in Section 5.02(E) hereof, together with the dollar amount of the portion of each lot of Assessments to become due and payable during the first full Fiscal Year after the issuance of such Additional Bonds in which installments of such lot of Assessments shall be payable, but (except for the first Fiscal Year in which such lot of Assessments shall be billed) not exceeding the dollar amount of the portion of such lot of Assessments deposited in the Assessments Fund as stated pursuant to clause (2) of this paragraph, and such Connection Charges, adjusted as provided in Section 5.02(E) hereof, equal at least one hundred twenty percent (120%) of the Maximum Debt Service Requirement for all Outstanding Bonds and such Additional Bonds then proposed to be issued, (b) such Net Revenues, adjusted as provided in Section 5.02(E) hereof, and the amount of the Assessments allowed under clause (4)(a) of this paragraph, without taking into account Connection Charges, equal at least one hundred ten percent (110%) of the Maximum Debt Service Requirement for all Outstanding Bonds and such Additional Bonds then proposed to be issued, (c) such Net Revenues and such Connection Charges, each adjusted as provided in Section 5.02(E) hereof, without taking into account Assessments, equal at least one hundred twenty percent (120%) of the Maximum Debt Service Requirement for all Outstanding Bonds and such Additional Bonds then proposed to be issued, excluding all Outstanding and proposed Assessments Redemption Bonds, and (d) such Net Revenues, adjusted as provided in Section 5.02(E) hereof, not taking into account Assessments or Connection Charges, equal at least one hundred ten percent (110%) of the Maximum Debt Service Requirement for all Outstanding Bonds and such Additional Bonds then proposed to be issued, excluding all Outstanding and proposed Assessments Redemption Bonds; and (5) stating that no Event of

Default was disclosed in the report of the most recent Annual Audit, or if such Event of Default was so disclosed, that it shall have been cured."

(J) The first paragraph of Section 5.07 thereof is hereby amended to read as follows:

"SECTION 5.07. Rates and Connection Charges. The Issuer shall fix, establish, maintain and collect Rates, and revise the same effective at the beginning of each Fiscal Year, in the manner provided in this Section 5.07, to the extent necessary, to provide (A) if no Assessments shall be pledged to the Bonds, (1) Net Revenues in such Fiscal Year, together with any Connection Charges actually on deposit in the Current Account at the beginning of such Fiscal Year, equal to at least one hundred twenty percent (120%) of the Debt Service Requirement for the Bond Year ending in such Fiscal Year and at least one hundred percent (100%) of any amounts required by the terms hereof to be deposited in the Reserve Account or in the Renewal and Replacement Fund or with any issuer of a Reserve Account Letter of Credit or Reserve Account Insurance Policy in such Fiscal Year, and (2) Net Revenues in such Fiscal Year, not taking into account Connection Charges, equal to at least one hundred ten percent (110%) of the Debt Service Requirement for the Bond Year ending in such Fiscal Year and at least one hundred percent (100%) of any amounts required by the terms hereof to be deposited in the Reserve Account or in the Renewal and Replacement Fund or with any issuer of a Reserve Account Letter of Credit or Reserve Account Insurance Policy in such Fiscal Year, or (B) if Assessments shall be pledged to the Bonds, (1) Net Revenues in such Fiscal Year, together with the dollar amount of the Assessments to be collected in such Fiscal Year (but as to each separate lot of Assessments levied for any improvements which shall be part of a Project, except for the first Fiscal Year in which such lot of Assessments shall be billed, not exceeding the dollar amount of the portion of such lot of Assessments actually collected by the Issuer in the immediately preceding Fiscal Year) and any Connection Charges actually on deposit in the Current Account at the beginning of such Fiscal Year, equal to at least one hundred twenty percent (120%) of the Debt Service Requirement for the Bond Year ending in such Fiscal Year and at least one hundred percent (100%) of any amounts required by the terms hereof to be deposited in the Reserve Account or in the Renewal and Replacement Fund or with any issuer of a Reserve Account Letter of Credit or Reserve Account Insurance Policy in such Fiscal Year, (2) Net Revenues in such Fiscal Year, together with the dollar amount of the Assessments to be collected in such Fiscal Year (but as to each separate lot of Assessments levied for any improvements which shall be part of a Project, except for the first Fiscal Year in which such lot of Assessments shall be billed, not exceeding the dollar amount of the portion of such lot of Assessments actually collected by the Issuer in the immediately preceding Fiscal Year), without taking into account

Connection Charges, equal to at least one hundred ten percent (110%) of the Debt Service Requirement for the Bond Year ending in such Fiscal Year and at least one hundred percent (100%) of any amounts required by the terms hereof to be deposited in the Reserve Account or in the Renewal and Replacement Fund or with any issuer of a Reserve Account Letter of Credit or Reserve Account Insurance Policy in such Fiscal Year, (3) Net Revenues in such Fiscal Year, together with any Connection Charges actually on deposit in the Current Account at the beginning of such Fiscal Year, without taking into account Assessments, equal to at least one hundred twenty percent (120%) of the amount obtained by reducing the Debt Service Requirement for the Bond Year ending in such Fiscal Year by the amount of the debt service for all Assessments Redemption Bonds and at least one hundred percent (100%) of any amounts required by the terms hereof to be deposited in the Reserve Account or in the Renewal and Replacement Fund or with any issuer of a Reserve Account Letter of Credit or Reserve Account Insurance Policy in such Fiscal Year, and (4) Net Revenues in such Fiscal Year, not taking into account Assessments or Connection Charges, equal to at least one hundred ten percent (110%) of the amount obtained by reducing the Debt Service Requirement for the Bond Year ending in such Fiscal Year by the amount of the debt service for all Assessments Redemption Bonds and at least one hundred percent (100%) of any amounts required by the terms hereof to be deposited in the Reserve Account or in the Renewal and Replacement Fund or with any issuer of a Reserve Account Letter of Credit or Reserve Account Insurance Policy in such Fiscal Year. Such Rates shall not be so reduced that the same will be insufficient to provide Net Revenues in each Fiscal Year fully adequate for the purposes provided therefor by this Resolution, provided, however, anything herein to the contrary notwithstanding, no provision hereof shall be construed to obligate the Issuer to impose or, once imposed, continue Connection Charges; but at any time and while Connection Charges shall be in effect and imposed by the Issuer, the same shall be pledged hereunder to the extent provided herein."

SECTION 4.02 General Authority. The members of the Governing Body and the Issuer's officers, attorneys and other agents and employees are hereby authorized to do all acts and things required of them by this Resolution or desirable or consistent with the requirements hereof for the full, punctual and complete performance of all of the terms, covenants and agreements contained in the Series 1990B Bonds and this Resolution, and they are hereby authorized to execute and deliver all documents which shall be reasonably required by Bond Counsel or the initial purchaser or purchasers of the Series 1990B Bonds to effectuate the sale and delivery of the Series 1990B Bonds.

SECTION 4.03 No Personal Liability. No representation, statement, covenant, warranty, stipulation, obligation or agreement herein contained, or contained in the Series 1990B Bonds, or in any certificate or other instrument to be executed on behalf of the Issuer in connection with the issuance of the Series 1990B Bonds, shall be deemed to be a representation, statement, covenant, warranty, stipulation, obligation or agreement of any member of the Governing Body, officer, employee or agent of the Issuer in his or her individual capacity, and none of the foregoing persons nor any officer of the Issuer executing the Series 1990B Bonds or any certificate or other instrument to be executed in connection with the issuance of the Series 1990B Bonds, shall be liable personally thereon or be subject to any personal liability or accountability by reason of the execution or delivery thereof.

SECTION 4.04 No Third Party Beneficiaries. Except such other Persons as may be expressly described herein or in the Series 1990B Bonds, nothing in this Resolution, or in the Series 1990B Bonds, expressed or implied, is intended or shall be construed to confer upon any Person other than the Issuer, the Insurer and the Holders any right, remedy or claim, legal or equitable, under and by reason of this Resolution or any provision hereof, or of the Series 1990B Bonds, all provisions hereof and thereof being intended to be and being for the sole and exclusive benefit of the Issuer, the Insurer and the Persons who shall from time to time be the Holders. The Insurer shall be entitled to (i) give notice under the provisions of the Original Instrument and this Resolution of the occurrence of an Event of Default and (ii) intervene in judicial proceedings that affect the Bonds or the security therefor.

SECTION 4.05. Sale of Series 1990B Bonds. The Series 1990B Bonds shall be issued and sold at public or private sale at one time or in installments from time to time and at such price or prices as shall be consistent with the provisions of the Original Instrument, this Resolution and other applicable provisions of law.

SECTION 4.06. Severability of Invalid Provisions. If any one or more of the covenants, agreements or provisions of this Resolution shall be held contrary to any express provision of law or contrary to the policy of express law, though not expressly prohibited, or against public policy, or shall for any reason whatsoever be held invalid, then such covenants, agreements or provisions shall be null and void and shall be deemed separable from the remaining covenants, agreements and provisions of this Resolution and shall in no way affect the validity of any of the other covenants, agreements or provisions hereof or of the Series 1990B Bonds.

SECTION 4.07. Repeal of Inconsistent Resolutions. All other resolutions or parts thereof in conflict herewith are hereby superseded and repealed to the extent of such conflict.

SECTION 4.08. Table of Contents and Headings not Part Hereof. The Table of Contents preceding the body of this Resolution and the headings preceding the several articles and sections hereof shall be solely for convenience of reference and shall not constitute a part of this Resolution or affect its meaning, construction or effect.

SECTION 4.09. Effective Date. This Resolution shall become effective immediately upon its passage.

PASSED, APPROVED AND ADOPTED this fourteenth day of November, 1990.

BOARD OF COUNTY COMMISSIONERS
OF ST. JOHNS COUNTY, FLORIDA

By *[Signature]*
Its, Chairman
VICE

(OFFICIAL SEAL)

ATTEST:

[Signature]
Its Clerk

GF01B65

INSURER'S CONSENT AND ACKNOWLEDGMENT

November 9, 1990

Board of County Commissioners
St. Johns County, Florida
County Administration Building
420 Lewis Speedway
St. Augustine, Florida 32095

RE: **St. Johns County, Florida Water and Sewer Revenue Bonds,
Series 1990B**

Ladies and Gentlemen:

This letter is in response to your request for a consent of Financial Guaranty Insurance Company ("Financial Guaranty") to certain amendments to Resolution No. 89-84 of the Board of County Commissioners of St. Johns County, Florida (the "Issuer"), as heretofore amended and supplemented (the "Original Instrument"), as required by Section 7.03 of the Original instrument. Such amendments (the "Amendments") shall be in the form thereof contained in Section 4.01 of the resolution of the Issuer authorizing the issuance of the above-referenced bonds (the "Resolution").

Pursuant to Section 7.03 of the Original Instrument, Financial Guaranty hereby confirms:

- (a) Financial Guaranty issued and delivered a new issue municipal bond insurance policy (the "1989 Bond Policy") insuring the scheduled payments of principal and interest on the Issuer's Water and Sewer Revenue Bonds, Series 1989 (the "1989 Bonds");
- (b) Financial Guaranty issued and delivered a new issue municipal bond insurance policy (the "1990A Bond Policy") insuring the scheduled payments of principal and interest on the Issuer's Water and Sewer Revenue Bonds, Series 1990A (the "1990A Bonds");
- (c) Financial Guaranty is not currently nor has Financial Guaranty ever been in default under the 1989 Bond Policy with respect to a payment on the 1989 Bonds or under the 1990A Bond Policy with respect to a payment on the 1990A Bonds;

EXHIBIT A

- (d) To the best of Financial Guaranty's knowledge, as of the date hereof, the 1989 Bonds and the 1990A Bonds continue to be rated "AAA" by Standard & Poor's Corporation and "Aaa" by Moody's Investors Service, Inc.;
- (e) Financial Guaranty, as Insurer of the 1989 Bonds and the 1990A Bonds hereby consents to the Amendments;
- (f) Financial Guaranty hereby acknowledges that the 1989 Bond Policy and the 1990A Bond Policy shall remain in full force and effect upon the adoption of the Resolution and the Amendments.

FINANCIAL GUARANTY INSURANCE
COMPANY

BY Del E. Coates

TITLE First Vice President

INSCONS.DOC

FOLEY & LARDNER

POST OFFICE BOX 1290

JACKSONVILLE, FLORIDA 32201-1290

200 WEST FORSYTH STREET, SUITE 1700 32202-4392

TELEPHONE (904) 356-8029

ORLANDO, FLORIDA
TALLAHASSEE, FLORIDA
TAMPA, FLORIDA
WEST PALM BEACH, FLORIDA

MILWAUKEE, WISCONSIN
MADISON, WISCONSIN
CHICAGO, ILLINOIS
ITASCA, ILLINOIS
WASHINGTON, D.C.
ALEXANDRIA, VIRGINIA
ANNAPOLIS, MARYLAND

November 8, 1990

Standard and Poor's Corporation
25 Broadway
New York, NY 10004

Attention: Mr. Phil Edwards

Moody's Investors Service
99 Church Street
New York, NY 10007

Attention: Ms. Patricia Schafer

Re: St. Johns County, Florida, Water and
Sewer Revenue Bonds, Series 1990B

Ladies and Gentlemen:

Enclosed please find a blacklined copy of the proposed resolution of the Board of County Commissioners of St. Johns County, Florida (the "Issuer"), authorizing the issuance of the above-referenced bonds (the "Resolution"), marked to show changes from the previous draft furnished to you. As you know, the Resolution contains certain amendments to Resolution No. 89-84 adopted by the Issuer on April 25, 1989, as heretofore amended and supplemented (the "Original Instrument"), in connection with the Issuer's outstanding Water and Sewer Revenue Bonds, Series 1989, and Water and Sewer Revenue Bonds, Series 1990A (the "Outstanding Bonds"), which Outstanding Bonds are insured by Financial Guaranty Insurance Company (the "Insurer").

Pursuant to Section 7.03 of the Original Instrument, the amendments to the Original Instrument made in the Resolution may be made with the consent of the Insurer and without the consent of the holders of the Outstanding Bonds if the Issuer provides to Moody's Investors Service and Standard and Poor's Corporation notice of such amendments and a copy thereof.

Section 7.03 of the Original Instrument also provides that upon the filing with the Issuer of evidence of such notice to the rating agencies and such consent of the Insurer, the Issuer

EXHIBIT B

Standard and Poor's
Corporation
Moody's Investors Service
November 8, 1990
Page Two

may adopt to the Resolution. The Insurer has consented to the amendments and the Issuer is scheduled to adopt the Resolution on November 14, 1990.

In order to provide evidence to the Issuer that timely notice was given to and received by you, please sign the appropriate acknowledgment below on the enclosed copy of this letter and telecopy a copy to us (telecopy number (904) 354-3051) as soon as it is available and return the original signed acknowledgment to us at your earliest convenience.

Should you have any questions regarding any of the foregoing, please do not hesitate to contact us.

Thank you for your prompt attention to this matter.

Sincerely,



Jean M. Mangu

JMM/gf04c112

Acknowledgment of timely
notice to Standard and
Poor's Corporation:

By Stefan Habern
Title: Rating Specialist
Date: 11/13/90

Acknowledgment of timely
notice to Moody's Investors
Service

By _____
Title: _____
Date: _____

FOLEY & LARDNER

POST OFFICE BOX 1290

JACKSONVILLE, FLORIDA 32201-1290

200 WEST FORBYTH STREET, SUITE 1700 32202-4382

TELEPHONE (904) 386-2029

ORLANDO, FLORIDA
TALLAHASSEE, FLORIDA
TAMPA, FLORIDA
WEST PALM BEACH, FLORIDA

MILWAUKEE, WISCONSIN
MADISON, WISCONSIN
CHICAGO, ILLINOIS
ITASCA, ILLINOIS
WASHINGTON, D.C.
ALEXANDRIA, VIRGINIA
ANNAPOLIS, MARYLAND

November 8

JF
CL

TO

FROM

1990

COMPANY # 153280

RETURNED

Standard and Poor's Corporation
25 Broadway
New York, NY 10004

Attention: Mr. Phil Edwards

Moody's Investors Service
99 Church Street
New York, NY 10007

Attention: Ms. Patricia Schafer

Re: St. Johns County, Florida, Water and
Sewer Revenue Bonds, Series 1990B

NOV 09 1990

Ladies and Gentlemen:

Enclosed please find a blacklined copy of the proposed resolution of the Board of County Commissioners of St. Johns County, Florida (the "Issuer"), authorizing the issuance of the above-referenced bonds (the "Resolution"), marked to show changes from the previous draft furnished to you. As you know, the Resolution contains certain amendments to Resolution No. 89-84 adopted by the Issuer on April 25, 1989, as heretofore amended and supplemented (the "Original Instrument"), in connection with the Issuer's outstanding Water and Sewer Revenue Bonds, Series 1989, and Water and Sewer Revenue Bonds, Series 1990A (the "Outstanding Bonds"), which Outstanding Bonds are insured by Financial Guaranty Insurance Company (the "Insurer").

Pursuant to Section 7.03 of the Original Instrument, the amendments to the Original Instrument made in the Resolution may be made with the consent of the Insurer and without the consent of the holders of the Outstanding Bonds if the Issuer provides to Moody's Investors Service and Standard and Poor's Corporation notice of such amendments and a copy thereof.

Section 7.03 of the Original Instrument also provides that upon the filing with the Issuer of evidence of such notice to the rating agencies and such consent of the Insurer, the Issuer

Standard and Poor's
Corporation
Moody's Investors Service
November 8, 1990
Page Two

may adopt to the Resolution. The Insurer has consented to the amendments and the Issuer is scheduled to adopt the Resolution on November 14, 1990.

In order to provide evidence to the Issuer that timely notice was given to and received by you, please sign the appropriate acknowledgment below on the enclosed copy of this letter and telecopy a copy to us (telecopy number (904) 354-3051) as soon as it is available and return the original signed acknowledgment to us at your earliest convenience.

Should you have any questions regarding any of the foregoing, please do not hesitate to contact us.

Thank you for your prompt attention to this matter.

Sincerely,



Jean M. Mangu

JMM/gf04c112

Acknowledgment of timely
notice to Standard and
Poor's Corporation:

By _____
Title: _____
Date: _____

Acknowledgment of timely
notice to Moody's Investors
Service

By Patricia A. Alexander
Title: Assistant Vice President - Supervisory
Date: 11/9/90

FOLEY & LARDNER

POST OFFICE BOX 1290

JACKSONVILLE, FLORIDA 32201-1290

200 WEST FORSYTH STREET, SUITE 1700 32202-4392

TELEPHONE (904) 356-2029

ORLANDO, FLORIDA
TALLAHASSEE, FLORIDA
TAMPA, FLORIDA
WEST PALM BEACH, FLORIDA

MILWAUKEE, WISCONSIN
MADISON, WISCONSIN
CHICAGO, ILLINOIS
ITASCA, ILLINOIS
WASHINGTON, D.C.
ALEXANDRIA, VIRGINIA
ANNAPOLIS, MARYLAND

November 14, 1990

The Honorable Chairman and Members
of the Board of County Commis-
sioners of St. Johns County, Florida
St. Augustine, Florida

Re: St. Johns County, Florida Water and Sewer
Revenue Bonds, Series 1989

Ladies and Gentlemen:

Resolution No. 89-84 (the "Original Resolution") was adopted on April 25, 1989 by the Board of County Commissioners of St. Johns County, Florida (the "County") and authorized issuance of the above-referenced bonds (the "Bonds"). Section 7.03 thereof provides essentially that if all of the Bonds shall be insured and the insurer thereof shall not be in default, and the Bonds shall be rated by the rating agencies which rated the Bonds at the time the Bonds were insured no lower than the ratings assigned thereto by such rating agencies on the date the Bonds were insured, the County may amend certain specified articles of the Original Resolution with the written consent of the insurer, and the consent of the holders of the Bonds shall not be necessary. Such Section 7.03 further provides, among other things, that such right of amendment may not deprive the holders of the Bonds of their right to receive payment of the Bonds from, or of their lien upon, the particular funds and security pledged to the payment of the Bonds under the Original Resolution.

We have been advised on behalf of the County that all of the Bonds are insured and that the insurer thereof is not in default, that the Bonds continue to be rated by the rating agencies which rated the Bonds at the time the Bonds were insured no lower than the ratings which were assigned thereto by such rating agencies on the date that the Bonds were insured, and that the insurer has delivered to the County the written consent of the insurer to the resolution proposed to be adopted by the Board on this date which will accomplish the repeal of the pledge to the payment of the Bonds of the Project 1990A Assessments, as such term is defined in the Resolution No. 90-61 adopted by said Board on March 27, 1990, and acknowledgment of the insurer that its bond insurance policy insuring the Bonds will remain in full force

EXHIBIT C

The Honorable Chairman and Members
of the Board of County Commis-
sioners of St. Johns County, Florida
November 14, 1990

and effect. The Project 1990A Assessments were pledged to the payment of the Bonds by said Resolution No. 90-61, and the Project 1990A Assessments were not described among the particular funds and security pledged to the payment of the Bonds under the Original Resolution.

Upon consideration of the foregoing, it is our opinion that the County may repeal its pledge of the Project 1990A Assessments in favor of the Bonds in the manner provided in said Section 7.03 of the Original Resolution, i.e., with the written consent of the insurer and without obtaining the consent of the holders of the Bonds.

Respectfully submitted,

Foley & Gardner

GF01C49