

**RESOLUTION NO. 175-25**

**CITY OF DELRAY BEACH, FLORIDA**

**NOT TO EXCEED  
\$160,000,000  
CITY OF DELRAY BEACH, FLORIDA  
WATER AND SEWER REVENUE IMPROVEMENT BONDS  
SERIES 2025**

**ADOPTED \_\_\_\_\_, 2025**

## **TABLE OF CONTENTS**

	<b><u>Page</u></b>
SECTION 1. AUTHORITY OF THIS RESOLUTION .....	2
SECTION 2. DEFINITIONS.....	3
SECTION 3. FINDINGS .....	3
SECTION 4. INCORPORATION BY REFERENCE .....	3
SECTION 5. RESOLUTION CONSTITUTES CONTRACT .....	3
SECTION 6. AUTHORIZATION OF BONDS AND PURPOSE.....	4
SECTION 7. DESCRIPTION OF THE 2025 BONDS .....	4
SECTION 8. APPOINTMENT OF UNDERWRITERS .....	5
SECTION 9. NEGOTIATED SALE OF BONDS; DELEGATION OF AUTHORITY; PARAMETERS .....	5
SECTION 10. PRELIMINARY AND OFFICIAL STATEMENT .....	6
SECTION 11. PAYING AGENT AND REGISTRAR .....	7
SECTION 12. BOOK-ENTRY SYSTEM.....	7
SECTION 13. FORM OF 2025 BONDS .....	7
SECTION 14. APPLICATION OF SERIES 2025 BOND PROCEEDS .....	15
SECTION 15. COVENANTS OF THE CITY .....	15
SECTION 16. REPEALER .....	16
SECTION 17. SEVERABILITY OF INVALID PROVISIONS.....	16
SECTION 18. FURTHER AUTHORIZATIONS; RATIFICATION OF PRIOR ACTS .....	16
SECTION 19. EFFECTIVE DATE.....	16

**RESOLUTION NO. 175-25**

**A RESOLUTION OF THE CITY COMMISSION OF THE CITY OF DELRAY BEACH, FLORIDA, SUPPLEMENTING RESOLUTION NO. 173-25 (THE “MASTER RESOLUTION”), FOR THE PURPOSE OF AUTHORIZING A SERIES OF PUBLIC UTILITIES REVENUE BONDS DESIGNATED AS WATER AND SEWER REVENUE IMPROVEMENT BONDS, SERIES 2025, IN THE AGGREGATE INITIAL PRINCIPAL AMOUNT OF NOT EXCEEDING \$160,000,000 (THE “BONDS”), FOR THE PURPOSE OF FINANCING CERTAIN ADDITIONS, EXTENSIONS AND IMPROVEMENTS TO CITY OF DELRAY BEACH COMBINED WATER AND SEWER SYSTEM (THE “SYSTEM”); FUNDING CAPITALIZED INTEREST AND PAYING THE COSTS OF ISSUANCE; PROVIDING FOR THE TERMS AND PAYMENT FOR SAID BONDS; PROVIDING FOR THE RIGHTS, REMEDIES AND SECURITY OF THE HOLDERS OF SAID BONDS; PROVIDING THE PARAMETERS BY WHICH THE FINAL TERMS AND OTHER DETAILS OF SUCH BONDS WILL BE ESTABLISHED; AUTHORIZING THE REGISTRATION OF THE BONDS UNDER A BOOK-ENTRY SYSTEM; AUTHORIZING THE NEGOTIATED SALE OF THE BONDS; APPOINTING THE UNDERWRITERS; APPROVING THE FORM OF AND AUTHORIZING THE EXECUTION AND DELIVERY OF A BOND PURCHASE AGREEMENT; AUTHORIZING OBTAINING BOND INSURANCE FOR ALL OR A PORTION OF THE BONDS IF SO DETERMINED NECESSARY TO MARKET THE BONDS; AUTHORIZING THE CHIEF FINANCIAL OFFICER OR HIS DESIGNEE TO MAKE CERTAIN DETERMINATIONS WITH RESPECT TO THE BONDS, SUBJECT TO THE PARAMETERS SET FORTH IN THIS RESOLUTION; APPOINTING A PAYING AGENT AND REGISTRAR AND APPROVING THE FORM OF AND AUTHORIZING THE EXECUTION AND DELIVERY OF A REGISTRAR/PAYING AGENT AGREEMENT; APPROVING THE PREPARATION AND USE THROUGH ELECTRONIC MEANS OF A PRELIMINARY OFFICIAL STATEMENT AND FINAL OFFICIAL STATEMENT; AUTHORIZING THE ELECTRONIC DISSEMINATION OF THE PRELIMINARY OFFICIAL STATEMENT AND OFFICIAL STATEMENT; AUTHORIZING THE EXECUTION OF AN OFFICIAL STATEMENT IN CONNECTION THEREWITH; MAKING CERTAIN COVENANTS AND AGREEMENTS IN CONNECTION THEREWITH; PROVIDING FOR CERTAIN OTHER MATTERS IN CONNECTION THEREWITH; PROVIDING FOR A REPEALER; PROVIDING FOR SEVERABILITY; AND PROVIDING FOR AN EFFECTIVE DATE.**

**WHEREAS,** the City Commission of the City of Delray Beach, Florida (the “Commission”) did on the 12<sup>th</sup> day of August, 2025, adopt a resolution entitled “A RESOLUTION OF THE CITY COMMISSION OF THE CITY OF DELRAY BEACH, FLORIDA, AUTHORIZING THE ISSUANCE FROM TIME TO TIME OF CITY OF DELRAY BEACH, FLORIDA, WATER AND SEWER REVENUE BONDS FOR THE PURPOSE OF FINANCING

OR REFINANCING ADDITIONS, EXTENSIONS AND IMPROVEMENTS TO THE CITY OF DELRAY BEACH, FLORIDA, COMBINED WATER AND SEWER SYSTEM; PROVIDING FOR THE TERMS AND PAYMENT FOR ALL CITY OF DELRAY BEACH, FLORIDA, WATER AND SEWER REVENUE BONDS ISSUED HEREUNDER; PROVIDING FOR THE RIGHTS, REMEDIES AND SECURITY OF THE HOLDERS OF SAID CITY OF DELRAY BEACH, FLORIDA, WATER AND SEWER REVENUE BONDS; MAKING CERTAIN COVENANTS AND AGREEMENTS IN CONNECTION THEREWITH; PROVIDING FOR AN UNDERTAKING REQUIRED UNDER RULE 15c2-12 OF THE SECURITIES AND EXCHANGE COMMISSION; PROVIDING FOR CERTAIN OTHER MATTERS IN CONNECTION THEREWITH; AND PROVIDING FOR AN EFFECTIVE DATE” (the “Master Resolution”); and

**WHEREAS**, the Commission hereby finds it to be in the best financial and economic interest of the City to finance the costs of certain additions, extensions and improvements to the System (herein, the “2025 Project”) as herein defined, by issuing, pursuant to the terms and provisions of this Resolution and the Master Resolution, its Water and Sewer Revenue Improvement Bonds, Series 2025, in an initial aggregate principal amount of not exceeding \$160,000,000 (the “2025 Bonds”); and

**WHEREAS**, the Master Resolution provides that certain details of the 2025 Bonds to be issued pursuant thereto and certain other provisions shall be determined by subsequent proceedings of the City, which shall be deemed supplemental to the Master Resolution; and

**WHEREAS**, the Commission hereby determines the parameters by which the final terms and other details of the 2025 Bonds are to be established; and

**WHEREAS**, it is necessary to (i) fix the date, denominations, amount and maturities of the 2025 Bonds, (ii) approve the form of and authorize the execution and delivery of a Bond Purchase Agreement, (iii) approve the form and the use of the Preliminary Official Statement and authorize the execution and delivery of a final Official Statement, (iv) approve the form of and authorize the execution and delivery of a Registrar/Paying Agent Agreement, (v) appoint a Bond Registrar and Paying Agent; and (vi) formally appoint the Underwriter (as herein defined); and

**WHEREAS**, there have been also prepared and submitted to the Commission:

- (a) a draft copy of the Bond Purchase Agreement (herein, the “Purchase Contract”) by and between the City and the Underwriters, attached hereto as Exhibit “A”;
- (b) a draft Preliminary Official Statement, attached hereto as Exhibit “B”; and
- (c) a form of Registrar/Paying Agent Agreement, attached hereto as Exhibit “C.”

**NOW, THEREFORE, BE IT RESOLVED BY THE CITY COMMISSION OF THE CITY OF DELRAY BEACH, FLORIDA, AS FOLLOWS:**

**SECTION 1. AUTHORITY OF THIS RESOLUTION.** This Resolution is adopted pursuant to the provisions of the Act and the terms and provisions of the Master Resolution.

**SECTION 2. DEFINITIONS.** Any term not otherwise defined in this Resolution shall have the meaning ascribed to such term in the Master Resolution.

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

- A. That the City now owns, operates and maintains the System.
- B. That neither the Net Revenues nor System Development Charges of the System are pledged or encumbered on a first lien basis in any manner.
- C. That the Commission deems it necessary, desirable and in the best financial and economic interest of the citizens and residents of the City to finance a portion of the 2025 Project which shall consist of constructing a water treatment plant and a deep injection well.
- D. That the principal amount of the 2025 Bonds to be issued shall not exceed \$160,000,000 in initial aggregate principal amount to finance a portion of the 2025 Project, including the payment of capitalized interest and costs of issuance.
- E. That the principal of and interest on the 2025 Bonds to be issued pursuant to this Resolution and the Master Resolution, and sinking fund payments provided for herein and in the Master Resolution will be paid from the Net Revenues and Allowable System Development Charges and all as provided herein and in the Master Resolution; and the ad valorem taxing power of the City will never be necessary or authorized to pay the principal of, redemption premium, if any, and interest on the 2025 Bonds to be issued pursuant to this Resolution and the Master Resolution, or to make sinking fund payments provided for in this Resolution and the Master Resolution, and the 2025 Bonds issued pursuant to this Resolution shall not constitute a lien upon the System or upon any other property whatsoever of or in the City and shall not be an indebtedness of the City within the meaning of any constitutional, statutory or other limitation of indebtedness, but shall be payable solely from the Net Revenues and Allowable System Development Charges of the System.
- F. That the Net Revenues will be sufficient to pay the principal of, redemption premium, if any, and interest on the 2025 Bonds to be issued pursuant to this Resolution and the Master Resolution, as the same become due and payable, and all sinking fund, reserve, if any, and other payments provided for in this Resolution.
- G. That the 2025 Bonds may be issued in one or more Series.
- H. The Commission, based on the recommendations of the City's Financial Advisor, finds that it would be in the best interest of the City that the 2025 Bonds be sold on a negotiated basis.

**SECTION 4. INCORPORATION BY REFERENCE.** Unless otherwise provided herein, all the terms and provisions of the Master Resolution shall, by this reference, be incorporated herein as though fully set forth in this Resolution.

**SECTION 5. RESOLUTION CONSTITUTES CONTRACT.** In consideration of the acceptance of the 2025 Bonds authorized to be issued hereunder by those who shall hold the

same from time to time, this Resolution and the Master Resolution shall be deemed to be and shall constitute a contract between the City and such Owners, and the covenants and agreements herein set forth to be performed by said City shall be for the equal benefit, protection and security of the Owners of any and all of such 2025 Bonds all of which shall be of equal rank and without preference, priority, or distinction of any of the 2025 Bonds over any other thereof except as expressly provided therein and herein.

**SECTION 6. AUTHORIZATION OF BONDS AND PURPOSE.** Subject and pursuant to the provisions of the Act and the Master Resolution, the City hereby authorizes a Series of Bonds to be issued pursuant to the terms and provisions of the Master Resolution and this Resolution to be known as “City of Delray Beach, Florida Water and Sewer Revenue Improvement Bonds, Series 2025,” in the initial aggregate principal amount of not exceeding ONE HUNDRED AND SIXTY MILLION DOLLARS (\$160,000,000), for the purpose of (i) financing a portion of the 2025 Project; (ii) funding capitalized interest on the 2025 Bonds; (iii) paying the costs of issuing the 2025 Bonds; and (iv) paying the premium for any Bond Insurance, if such is obtained.

**SECTION 7. DESCRIPTION OF THE 2025 BONDS.** The 2025 Bonds shall be dated the date of issuance, shall bear interest, payable on April 1, 2026 or such later date with the approval of the Chief Financial Officer after consultation with the Underwriters (as herein defined) and semiannually thereafter on each April 1 and October 1 of each year, and shall mature on October 1 of each of the years determined by the provision of Section 9 hereof; provided that the initial aggregate principal amount of the 2025 Bonds does not exceed \$160,000,000 and the true interest cost for the 2025 Bonds does not exceed the limit set forth in Section 9 hereof. The 2025 Bonds may be either Serial Bonds or Term Bonds or a combination thereof, provided that the last maturity of the 2025 Bonds is not later than October 1, 2055.

If the 2025 Bonds will be subject to optional redemption, the initial call date shall not be later than October 1, 2035. If the 2025 Bonds are subject to optional redemption, the 2025 Bonds maturing on and after the first optional redemption date shall be redeemable at the option of the City from any legally available source, in whole or in part at any time, in any order of maturity selected by the City, and by lot within a maturity if less than an entire maturity is to be redeemed, on the first October 1 occurring on or after the first optional redemption date or at any time thereafter, at a redemption price equal to the principal amount of the 2025 Bonds to be optionally redeemed, together with accrued interest to the date fixed for redemption.

Notwithstanding the foregoing, if the Chief Financial Officer, the City’s Financial Advisor and senior manager of the Underwriters (as herein defined), determine that market conditions require different or no optional redemption provisions for the 2025 Bonds or for certain maturities of the 2025 Bonds, such different optional redemption provisions or the exclusion of certain or all maturities of the 2025 Bonds from such optional redemption provisions will be deemed approved by the Commission prior to final sale of the 2025 Bonds so long as there is no redemption premium and the first optional redemption date is not later than October 1, 2035 if the 2025 Bonds are to be subject to optional redemption.

In the event that any of the 2025 Bonds are issued as Term Bonds, the Commission is hereby authorized to create and establish one or more special subaccounts in the Principal Account created and established under the Master Resolution for the purpose of providing for the mandatory

sinking fund redemption of any Term Bonds in the amounts and at the times set forth in the final Purchase Contract. Each subaccount shall be created for each Term Bond and shall be distinguished from any other subaccount by designating the subaccount by the year of maturity of such Term Bond.

Notice of redemption of the 2025 Bonds shall be mailed, postage prepaid, by the Registrar (as herein defined) not less than thirty (30) days before the date fixed for redemption to the registered owners of the 2025 Bonds or portions of the 2025 Bonds which are to be redeemed, at their addresses as they appear on the registration books kept by the Registrar fifteen (15) days prior to the date such notice is mailed.

Such notice of redemption shall set forth (i) the identification of the 2025 Bonds subject to redemption by CUSIP number, (ii) the date fixed for redemption, (iii) the redemption price to be paid, (iv) that such 2025 Bonds will be redeemed at the designated corporate trust office of the Paying Agent (as herein defined), and the name, address and telephone number of a contact person, (v) if less than all of the 2025 Bonds shall be called for redemption, the distinctive numbers and letters, if any, of such 2025 Bonds to be redeemed, and (vi) in the case of the 2025 Bonds to be redeemed in part only, the portion of the principal amount thereof to be redeemed. The notice of redemption may provide that such notice is contingent upon the occurrence of certain condition(s) and that if such condition(s) do not occur, the notice will be rescinded, provided notice of rescission will be mailed in the manner described above to all affected Bondholders within a reasonable time period after the Commission determines that such conditions will not be satisfied and prior to the scheduled date of redemption. In case any 2025 Bonds are to be redeemed in part only, the notice of redemption that relates to such 2025 Bonds shall state also that on or after the redemption date, upon surrender of such 2025 Bonds, a new 2023 Bond or 2025 Bonds of the same maturity, bearing interest at the same rate and in aggregate principal amount, equal to the unredeemed portion of such 2025 Bonds, will be issued, if so required. Failure of the registered owner of any 2025 Bonds which are to be redeemed to receive any such notice shall not affect the validity of the proceedings for the redemption of 2025 Bonds for which proper notice has been given. Interest shall cease to accrue on any of the 2025 Bonds duly called for prior redemption if payment of the redemption price has been duly made or provided for.

**SECTION 8. APPOINTMENT OF UNDERWRITERS.** The Commission hereby appoints BofA Securities, Inc., J.P. Morgan Securities LLC, Morgan Stanley & Co. LLC and Wells Fargo Bank, National Association to serve as the underwriters for the 2025 Bonds (the “Underwriters”). BofA Securities, Inc. is hereby appointed the senior manager.

**SECTION 9. NEGOTIATED SALE OF BONDS; DELEGATION OF AUTHORITY; PARAMETERS.** The Commission hereby finds that (a) due to the volatile market conditions and in order to optimally time the issuance of the 2025 Bonds on a long-term basis that it would be in the best interest of the City that the 2025 Bonds be sold on a negotiated basis, and (b) that the Purchase Contract for the 2025 Bonds, between the City and the Underwriters, substantially in the form submitted to this meeting and attached hereto as Exhibit “A,” is hereby approved and accepted. The City is hereby authorized to sell the 2025 Bonds to the Underwriters subject to satisfaction of the conditions set forth below. The Mayor of the City or, in the Mayor’s absence, any Vice Mayor is hereby authorized and directed to execute, and the City Clerk to attest (if so required by the terms of the Purchase Contract), the Purchase Contract and to

deliver the same to the Underwriters, provided that with respect to the 2025 Bonds authorized under this Resolution (i) the true interest cost does not exceed 5.25%, (ii) the gross Underwriters' discount for the 2025 Bonds does not exceed \$4.00 per \$1,000, and (iii) the final form of the Purchase Contract is acceptable to Bond Counsel after consultation with the City Attorney. To evidence compliance with the foregoing parameters, the Financial Advisor shall provide a notice to that effect to the Chief Financial Officer prior to execution of the Purchase Contract by the Mayor, or in the absence of the Mayor, any Vice Mayor. The City's Financial Advisor or the Underwriters shall also file with the Chief Financial Officer a written summary of the final details of the 2025 Bonds including original issuance discount or premium, if any, interest rates, principal amounts for the 2025 Bonds, redemption provisions, if any, costs of issuance for the 2025 Bonds, Underwriters' discount, management fee and takedown for the 2025 Bonds. Such written summary may be evidenced by the final numbers relating to the 2025 Bonds. The Chief Financial Officer is hereby authorized to consent to any changes to this Section 9 if BofA Securities, Inc., as the senior manager, on behalf of the Underwriters, certifies in writing that such changes are necessary to market the 2025 Bonds outside the parameters set forth above. Any such changes shall be evidenced in the final Purchase Contract by and between the City and the Underwriters. The execution and delivery of the Purchase Contract shall be deemed to be conclusive evidence of the satisfaction of the conditions of this Section 9 and any changes, amendments, modifications, omissions or additions to the Purchase Contract. Notwithstanding anything in this Section 9 to the contrary, the City has the absolute right, in its sole discretion, to not execute the Purchase Contract and no contract between the City and Underwriters, either expressed or implied, is intended before the Purchase Contract is executed. Notwithstanding any of the foregoing, the Chief Financial Officer and the City's Financial Advisor, upon consultation with the Senior Manager, shall be authorized to obtain Bond Insurance if it is so determined to be necessary in connection with the marketing of the 2025 Bonds and determined to be in the best interest of the City. Such Bond Insurance, if obtained, may credit enhance all of the 2025 Bonds or any maturity or maturities of the 2025 Bonds. If Bond Insurance is obtained, all documents approved by this Resolution shall reflect such fact and the City is hereby authorized to enter into any agreement with the Bond Insurer in a form acceptable to the City.

**SECTION 10. PRELIMINARY AND OFFICIAL STATEMENT.** The Official Statement in substantially the form of the Preliminary Official Statement attached hereto as Exhibit "B" with such changes, insertions, deletions and completion as to the details of the 2025 Bonds as shall be approved by the Chief Financial Officer, the City Attorney's Office and the City's Bond and Disclosure Counsel, be and the same is hereby approved, and the Commission hereby approves the use of the final Official Statement in electronic format by the Underwriters in connection with the offering and sale of the 2025 Bonds and the Commission hereby further approves the use by the Underwriters of any supplement or amendment to the Official Statement. Subject in all respects to the satisfaction of the conditions set forth in Section 9 hereof, the Mayor of the Commission (or, in his absence, any Vice Mayor) is hereby authorized and directed to execute the Official Statement and any amendment or supplement thereto, in the name and on behalf of the City, and thereupon to cause the Official Statement and any such amendment or supplement to be delivered to the Underwriters in electric format with such approval to be conclusively evidenced by the execution and delivery thereof. In addition, the Commission hereby authorizes, approves and consents to the use by the Underwriters of the Preliminary Official Statement (in substantially the form attached hereto as Exhibit "C") in connection with the public offering of the 2025 Bonds.



**SECTION 11. PAYING AGENT AND REGISTRAR.** U.S. Bank Trust Company, National Association is hereby appointed as paying agent (the “Paying Agent”) and registrar (the “Registrar”) for the 2025 Bonds. By the acceptance of such appointment, U.S. Bank Trust Company, National Association agrees to comply with the terms of this Resolution, the Master Resolution and the final Registrar/Paying Agent Agreement referred to below. The form, terms and provisions of the Registrar/Paying Agent Agreement, attached hereto as Exhibit “C,” between the City and the Registrar and Paying Agent, as submitted to this meeting, be and the same are hereby approved and accepted. The Mayor, Vice Mayor or the Chief Financial Officer are each hereby authorized and directed to execute and deliver the Registrar/Paying Agent Agreement in substantially the form submitted to this meeting, with such changes, insertions and deletions thereto as are necessary or desirable for carrying out the purposes thereof as may be approved by the City, upon advice of the City Attorney and Bond Counsel, the execution of said Registrar/Paying Agent Agreement being conclusive evidence of such approval. The Clerk is hereby authorized and directed to affix the seal of the City and attest to the same, if so required by the terms thereof.

**SECTION 12. BOOK-ENTRY SYSTEM.** The Commission hereby determines that the registration of the 2025 Bonds be by the Book Entry System of registration. The Blanket Issuer Letter of Representations dated March 31, 2025, to evidence a Book-Entry System of registration with respect to the City’s bonds and filed with The Depository Trust Company shall be applicable to the 2025 Bonds. The Mayor of the Commission or the Vice Mayor are each hereby authorized and directed to execute and deliver such other documents and certificates to evidence the Book-Entry System of registration for the 2025 Bonds.

**SECTION 13. FORM OF 2025 BONDS.** The text of the 2025 Bonds shall be of substantially the following tenor, with such omissions, insertions and variations as may be necessary and desirable:

FORM OF 2025 Bonds\*

\*The text of the 2025 Bonds shall be of substantially the tenor set forth below.

No. \_\_\_\_\_

\$ \_\_\_\_\_

UNITED STATES OF AMERICA  
STATE OF FLORIDA  
PALM BEACH COUNTY  
CITY OF DELRAY BEACH  
WATER AND SEWER REVENUE IMPROVEMENT BONDS,  
SERIES 2025

Interest Rate

Maturity Date

Dated Date

CUSIP

October 1, \_\_\_\_\_

Registered Owner: -----CEDE & CO.-----

Principal Amount:

KNOW ALL MEN BY THESE PRESENTS, that the City of Delray Beach, Florida (the "City"), for value received, hereby promises to pay, from the Net Revenues, hereinafter mentioned, to the Registered Owner or registered assigns on the Maturity Date specified above, upon the presentation and surrender hereof at the designated corporate trust office of U.S. Bank Trust Company, National Association, as paying agent (said U.S. Bank Trust Company, National Association and any other bank or trust company becoming successor paying agent being herein called the "Paying Agent"), the Principal Amount stated hereon with interest thereon at the Interest Rate stated above, calculated on the basis of twelve 30-day months and a 360-day year, payable on the first day of April and October of each year until the City's obligation with respect to the payment of such Principal Amount shall be discharged. Interest on this Bond is payable by check or draft of the Paying Agent made payable to the registered owner and mailed to the address of the registered owner as such name and address shall appear on the registration books of the City maintained by U.S. Bank Trust Company, National Association, as registrar (said U.S. Bank Trust Company, National Association, and any other bank or trust company becoming successor registrar being herein called the "Registrar") on the fifteenth day of the calendar month preceding each interest payment date or the fifteenth day prior to the date notice of redemption is given, whether or not such fifteenth day is a Saturday, Sunday or holiday (the "Record Date"); provided further, however, that payment of interest on the 2025 Bonds may, at the option of any Holder of Bonds in an aggregate principal amount of at least \$1,000,000, be transmitted by wire transfer to the Holder to the bank account number on file with the Paying Agent as of the Record Date. Such interest shall be payable from the most recent interest payment date next preceding the date hereof to which interest has been paid, unless the date hereof is an April 1 or October 1 to which interest has been paid, in which case from such April 1 or October 1, or unless the date hereof is prior to April 1, 2026, in which case from the Dated Date or unless the date hereof is between a Record Date and the next succeeding interest payment date, in which case from such interest payment date; provided, however, that if and to the extent there is a default in the payment of the interest

due on such interest payment date, such defaulted interest shall be paid to the persons in whose name Bonds are registered on the registration books of the City maintained by the Registrar at the close of business on the fifteenth day prior to a subsequent interest payment date established by notice mailed by the Registrar to the registered owner not less than the tenth day preceding such subsequent interest payment date. The Principal Amount and accrued interest thereon is payable in any coin or currency of the United States of America, which, on the date of payment thereof, shall be legal tender for the payment of public and private debts.

This Bond is one of an authorized issue of Bonds of the City designated as its City of Delray Beach, Florida Water and Sewer Revenue Improvement Bonds, Series 2025 (herein called the “Bonds”), in the initial aggregate principal amount of \$\_\_\_\_\_ of like date, tenor, and effect, except as to number, CUSIP, date of maturity and interest rate, issued for the purpose of financing additions, extensions and improvements to the System under the authority of and in full compliance with the Act, and resolutions duly adopted by the City Commission of the City of Delray Beach, Florida, on August 12, 2025, as supplemented on August 12, 2025, as may be further amended and supplemented (herein referred to collectively as the “Resolution”), and is subject to all the terms and conditions of the Resolution. Any capitalized term used herein and not otherwise defined shall have the meaning ascribed to such term in the Resolution.

It is agreed between the City and the Holder of this Bond that this Bond and the obligation evidenced thereby shall not constitute a lien upon the City’s System, or any part thereof, or on any other property of or in the City, but shall constitute a lien only on the Net Revenues and System Development Charges derived from the operation of the City’s System in the manner provided in the Resolution.

The lien of the Holders of the 2025 Bonds of the issue of which this Bond is one on the Net Revenues and Allowable System Development derived from the operation of the City’s System shall rank equally with the lien on such Net Revenues of the City and any pari passu additional obligations hereinafter issued by the City within the terms, restrictions and limitations contained in the Resolution. The Holders of the 2025 Bonds of the issue of which this Bond is one and any pari passu additional obligations hereinafter issued by the City within the terms, restrictions, and limitations contained in the Resolution, shall jointly have a lien on the Net Revenues derived from the operation of the System, which lien shall be prior and superior to all other liens or encumbrances on such Net Revenues.

The City has covenanted in the Resolution that in each Fiscal Year it will fix, establish and maintain such rates and collect such fees, rentals or other charges for the services and facilities of its System and revise the same from time to time whenever necessary, as will always provide in each Fiscal Year, Net Revenues which shall be adequate to pay at least one hundred twenty percent (120%) of the Annual Debt Service Requirement (or if in addition to Net Revenues, Allowable System Development Charges are pledged, such amounts, together with Net Revenues, shall be adequate to pay at least one hundred twenty-five percent (125%) of the Annual Debt Service Requirement provided that the Net Revenues alone are adequate to pay at least one hundred percent (100%) of the Annual Debt Service Requirement) for the Bonds and any pari passu additional Bonds hereafter issued; and that such Net Revenues shall be sufficient to make all of the payments required by the terms of the Resolution, and that such rates, fees, rentals or other charges shall not be so reduced as to be insufficient for such purposes.

[INSERT REDEMPTION PROVISIONS, IF ANY]

Pari Passu Additional Bonds may be issued by the City from time to time upon the conditions and within the limitations and in the manner provided in the Resolution.

The original registered owner and each successive registered owner of this Bond shall be conclusively deemed to have agreed and consented to the following terms and conditions:

(1) The Registrar shall maintain the books of the City for the registration of Bonds and for the registration of transfers of Bonds as provided in the Resolution. The 2025 Bonds shall be transferable by the registered owner thereof in person or by his attorney duly authorized in writing only upon the books of the City maintained by the Registrar and only upon surrender hereof together with a written instrument of transfer satisfactory to the Registrar duly executed by the registered owner or his duly authorized attorney. Upon the transfer of any such Bond, the City shall issue in the name of the transferee a new Bond or Bonds.

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

(3) At the option of the registered owner thereof and upon surrender hereof at the designated corporate trust office of the Registrar with a written instrument of transfer satisfactory to the Registrar duly executed by the registered owner or his duly authorized attorney' and upon payment by such registered owner of any charges which the Registrar or the City may make as provided in the Resolution, the 2025 Bonds may be exchanged for Bonds of the same interest rate and maturity of any other authorized denominations.

(4) In all cases in which the privilege of exchanging Bonds or transferring Bonds is exercised, the City shall execute and the Registrar shall authenticate and deliver Bonds in accordance with the provisions of the Resolution. There shall be no charge for any such exchange or transfer of Bonds, but the City or the Registrar may require payment of a sum sufficient to pay any tax, fee or other governmental charge required to be paid with respect to such exchange or transfer. Neither the City nor the Registrar shall be required (a) to transfer or exchange Bonds during the period from and including the Record Date for an interest payment date to and including such interest payment date on such Bonds or 15 days next preceding any selection of Bonds to be redeemed or thereafter until after the mailing of any notice of redemption; or (b) to transfer or exchange any Bonds called for redemption. However, if less than all of a Bond is redeemed or defeased, the City shall execute and the Registrar shall authenticate and deliver, upon the surrender of such Bond, without charge to the Bondholder, for the unpaid balance of the principal amount of such Bond so surrendered, a registered Bond in the appropriate denomination and interest rate.

This Bond shall not be valid or obligatory for any purpose until the certificate of authentication set forth hereon shall have been duly executed by the Registrar.

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

[Remainder of page intentionally left blank.]

**IN WITNESS WHEREOF**, the City of Delray Beach, Florida, has issued this Bond and has caused the same to be executed by the manual or facsimile signature of the Mayor of the City Commission of the City of Delray Beach, Florida, and the seal of the City to be affixed hereto or lithographed or imprinted or reproduced hereon, and attested by the manual or facsimile signature of the City Clerk, all as of the Dated Date.

CITY OF DELRAY BEACH, FLORIDA

(SEAL)

By: \_\_\_\_\_  
Thomas F. Carney, Jr., Mayor

Attest:

\_\_\_\_\_  
Alexis Givings, City Clerk

(FORM OF CERTIFICATE OF AUTHENTICATION)

Date of Authentication: \_\_\_\_\_

This Bond is one of the 2025 Bonds delivered pursuant to the within mentioned Resolution.

U.S. Bank Trust Company, National  
Association, as Registrar

By \_\_\_\_\_  
Authorized Officer

ASSIGNMENT AND TRANSFER

FOR VALUE RECEIVED the undersigned sells, assigns and transfers unto \_\_\_\_\_

\_\_\_\_\_  
(please print or typewrite name and address of transferee)

\_\_\_\_\_ the within bond and all rights  
thereunder, and hereby irrevocably constitutes and appoints \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_ Attorney to transfer the within bond on the books kept for  
registration thereof, with full power of substitution in the premises.

Dated: \_\_\_\_\_

In the presence of: \_\_\_\_\_



**SECTION 14. APPLICATION OF SERIES 2025 BOND PROCEEDS.** The net proceeds received by the City from the sale of the 2025 Bonds authorized and issued pursuant to this Resolution, shall be disbursed as follows:

A. The net proceeds derived from the sale of the 2025 Bonds shall be deposited in the 2025 Acquisition and Construction Fund hereby created including a 2025 Capitalized Interest Cost Center and a 2025 Cost of Issuance Cost Center hereby created in such 2025 Acquisition and Construction Fund, into which an amount shall be deposited in the Acquisition and Construction Fund to fund a portion of the costs of the 2025 Project, including a deposit designated for the 2025 Capitalized Interest Cost Center, and the balance shall be designated for the 2025 Cost of Issuance Cost Center sufficient to pay the costs of issuance of the 2025 Bonds. The City is authorized to create separate subaccounts in the Acquisition and Construction Fund or utilize other means of segregation of the funds if so determined to be necessary to assure compliance with the Code, as so advised by Bond Counsel. If, for any reason, the moneys in the Acquisition and Construction Fund, or any part thereof, are not necessary for or are not applied to the purposes of the 2025 Project, then such surplus proceeds shall be applied pursuant to the provisions of Section 11 of Article II of the Master Resolution.

Any moneys received by the City from a Government Grant for the purpose of financing part of the 2025 Project, may be deposited in the Acquisition and Construction Fund and used in the same manner as other 2025 Bond proceeds are used therein; provided, however, that such moneys shall not be so deposited, in the event and to the extent that the City has incurred debt in anticipation of the receipt of such moneys; and provided further, that separate accounts may be established in the 2025 Acquisition and Construction Fund for moneys received pursuant to the provisions of this paragraph whenever required by Federal or State regulations.

The net proceeds of the sale of the 2025 Bonds shall be and constitute trust funds for the purposes hereinabove provided, and there is hereby created a lien upon such moneys, until so applied, in favor of the Owners of said 2025 Bonds.

Net proceeds of the Series 2025 Bonds deposited in the 2025 Capitalized Interest Cost Center within the 2025 Acquisition and Construction Fund may be used to pay interest on the 2025 Bonds pursuant to the limitations set forth in Section 11 of Article II of the Master Resolution.

No Reserve Account shall be established with respect to the 2025 Bonds.

**SECTION 15. COVENANTS OF THE CITY.** The City hereby covenants to comply with the applicable terms and provisions of the Master Resolution, as evidenced by a certificate of the Chief Financial Officer delivered to the Registrar and Underwriters prior to the issuance of the 2025 Bonds.

The Revenue Fund, the Sinking Fund, the Rate Stabilization Fund and the Capital Improvement Fund and the Allowable System Development Charges Fund, created and established under the Master Resolution, and the separate accounts therein shall be continued and maintained as provided in the Master Resolution as long as any of the 2025 Bonds and pari passu additional Bonds issued pursuant to the terms and provisions of the Master Resolution and this Resolution, are Outstanding.

The City will pay into the Capital Improvement Fund and the Replacement Renewal Account therein and the Rate Stabilization Fund, if applicable, from the Revenue Fund as long as any of the 2025 Bonds issued pursuant to the terms and provisions of this Resolution and the Master Resolution, or interest thereon, are Outstanding and unpaid, the amounts required to be deposited therein pursuant to, and in the manner provided in, the Master Resolution and the moneys in the Rate Stabilization Fund, if any, and the Capital Improvement Fund and the Replacement Renewal Account therein shall be used only for the purposes provided for in the Master Resolution for such funds.

**SECTION 16. REPEALER.** That all resolutions or proceedings, or parts thereof, in conflict with the provisions of this Resolution are to the extent of such conflict hereby repealed.

**SECTION 17. SEVERABILITY OF INVALID PROVISIONS.** If any one or more of the covenants, agreements or provisions of this Resolution should 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 separate from the remaining covenants, agreements or provisions, and shall in no way affect the validity of any of the other provisions of this Resolution or of the 2025 Bonds.

**SECTION 18. FURTHER AUTHORIZATIONS; RATIFICATION OF PRIOR ACTS.** That the Mayor, any Vice Mayor, the Chief Financial Officer, the City Attorney, the City Manager and any other proper official of the City, be and each of them is hereby authorized and directed to execute and deliver any and all documents and instruments, including, but not limited to, any paying agent and registrar agreement and to do and cause to be done any and all acts and things necessary or proper for carrying out the transactions contemplated by this Resolution. All actions heretofore taken and documents prepared or executed by or on behalf of the City by any of its authorized officers in connection with the transactions contemplated hereby are hereby ratified, confirmed, approved and adopted.

**SECTION 19. EFFECTIVE DATE.** This Resolution shall take effect immediately upon its passage.

**ADOPTED** this \_\_\_\_ day of \_\_\_\_\_, 2025.

CITY OF DELRAY BEACH, FLORIDA

(SEAL)

By: \_\_\_\_\_  
Thomas F. Carney, Jr., Mayor

Attest:

\_\_\_\_\_  
Alexis Givings, City Clerk

Approved as to form and legal sufficiency:

\_\_\_\_\_  
Lynn Gelin, City Attorney

**CITY OF DELRAY BEACH, FLORIDA  
WATER AND SEWER REVENUE IMPROVEMENT BONDS,  
SERIES 2025**

**LIST OF EXHIBITS TO RESOLUTION NO. 175-25**

EXHIBIT A	Draft Purchase Contract
EXHIBIT B	Draft Preliminary Official Statement
EXHIBIT C	Draft of Registrar/Paying Agent Agreement

NOTE: The final Official Statement, the fully executed Purchase Contract and the final Registrar/Paying Agent Agreement shall be attached to this Resolution and entered into Commission records.

**EXHIBIT “A”**

**DRAFT PURCHASE CONTRACT**

**EXHIBIT “B”**

**DRAFT PRELIMINARY OFFICIAL STATEMENT**

**EXHIBIT “C”**

**DRAFT OF REGISTRAR/PAYING AGENT AGREEMENT**