

Proposed Resolution No. 2017-R-14

RESOLUTION NO. \_\_\_\_

EXHIBIT "F"

FORM OF CONTINUING DISCLOSURE CERTIFICATE

## CONTINUING DISCLOSURE CERTIFICATE

This Continuing Disclosure Certificate (the "Disclosure Certificate") is executed and delivered by the City of Pembroke Pines, Florida (the "Issuer") in connection with the issuance of its \$\_\_\_\_\_ Pembroke Pines, Florida Capital Improvement Revenue Refunding Bonds, Series 2017 (the "2017 Bonds"). The 2017 Bonds are being issued pursuant to Resolution No. 2070 adopted by the City Commission of the City (the "Commission") on January 15, 1992, as amended and supplemented, and as supplemented by Resolution No. \_\_\_\_\_ adopted by the Commission on April 19, 2017, as supplemented by Resolution No. \_\_\_\_\_ adopted by the Commission on April 19, 2017 (the "Resolution"). Subject to the provisions set forth below, the Issuer covenants and agrees as follows:

1. **PURPOSE OF DISCLOSURE CERTIFICATE.** This Disclosure Certificate is being executed and delivered by the Issuer for the benefit of the Bondholders and in order to assist the underwriter of the 2017 Bonds in complying with the continuing disclosure requirements of Rule 15c2-12 promulgated by the Securities and Exchange Commission ("SEC") pursuant to the Securities Exchange Act of 1934 (the "Rule").

2. **DEFINITIONS.** Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Resolution or in the Rule.

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

3. **ANNUAL INFORMATION.** In accordance with the provisions of the Rule, the Issuer shall provide or cause to be provided, to the Electronic Municipal Market Access System operated by the Municipal Securities Rulemaking Board (the "MSRB"), or such other system as permitted under the Rule (the "EMMA System"), if any, on or before June 30 of each year, commencing June 30, 2018 (the "Annual Filing Date"), the following information with respect to the prior fiscal year (A) an update of the annual financial information and operating data of the Issuer consistent with the type of financial information and data included in the Official Statement, dated \_\_\_\_\_, 2017, prepared for the 2017 Bonds (the "Official Statement") and included in the table entitled "Historical Debt Service Coverage" in the section captioned "ELECTRIC FRANCHISE REVENUES" and (B) annual audited financial statements prepared pursuant to generally accepted accounting principles recommended from time to time by the Governmental Accounting Standards Board and in accordance with Florida law. If audited financial statements are not available at the time of required filings as set forth above, unaudited financial statements shall be filed pending the availability of audited financial statements and the audited financial statements shall be filed as soon as available. (The information required to be disclosed in this Section 3 shall be referred to herein as the "Annual Disclosure Filing").

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

If the Issuer has engaged a Dissemination Agent as provided in Section 9 hereof, the Issuer shall deliver the Annual Disclosure Filing in electronic form to the Dissemination Agent not later than 10:00 a.m. Eastern time on the Annual Filing Date, provided, however, failure to deliver on such day and time to the Dissemination Agent shall not be an event of default hereunder. The Annual Disclosure Filing may be submitted as a single document or as separate documents comprising a single package delivered simultaneously and may be provided as set forth in Section 8 hereof. The Dissemination Agent shall file such Annual Disclosure Filing with the EMMA System as provided under this Disclosure Certificate.

4. **SPECIFIED EVENTS.** The Issuer agrees to provide or cause to be provided to the EMMA System, in a timely manner not in excess of ten (10) business days after the occurrence of the event (a "Specified Event"), notice of:

- (1) principal and interest payment delinquencies on the 2017 Bonds;
- (2) non-payment related defaults, if material;
- (3) unscheduled draws on debt service reserves reflecting financial difficulties;
- (4) unscheduled draws on credit enhancements reflecting financial difficulties;
- (5) substitution of credit or liquidity providers or their failure to perform;
- (6) adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701 TEB) or other material notices or determinations with respect to the tax status of the 2017 Bonds, or other material events affecting the tax status of the 2017 Bonds;
- (7) modifications to rights of the holders of the 2017 Bonds, if material;
- (8) 2017 Bond calls, if material (other than scheduled mandatory redemption), and tender offers;
- (9) 2017 Bond defeasances;
- (10) release, substitution, or sale of property securing repayment of the 2017 Bonds, if material;
- (11) rating changes in the ratings assigned to the 2017 Bonds;
- (12) an Event of Bankruptcy or similar event of an Obligated Person;

- (13) the consummation of a merger, consolidation, or acquisition involving an Obligated Person or the sale of all or substantially all of the assets of the Obligated Person, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material; and
- (14) appointment of a successor or additional trustee or the change of name of a trustee, if material.

If the Issuer has engaged a Dissemination Agent as provided in Section 9 hereof and the Issuer elects to have the Dissemination Agent file a notice of Specified Event, the Issuer shall deliver such notice in electronic form to the Dissemination Agent by no later than 10:00 a.m. Eastern time of the tenth (10<sup>th</sup>) business day after the occurrence of the event, provided, however, failure to deliver on such day and time to the Dissemination Agent shall not be an event of default hereunder.

**5. NOTICE OF FAILURE TO PROVIDE ANNUAL DISCLOSURE FILING.** The Issuer agrees to provide or cause to be provided, in a timely manner, to the EMMA System, notice of a failure by the Issuer to provide the Annual Disclosure Filing described in Section 3 above on or prior to the date set forth therein. If the Issuer has engaged a Dissemination Agent as provided in Section 9 hereof and the Dissemination Agent has not received the Annual Disclosure Filing on the Annual Filing Date (or, if such Annual Filing Date falls on a Saturday, Sunday or holiday, then the first business day preceding such non-business day), as provided in Section 3 hereof, a failure to file event shall have occurred and the Issuer irrevocably directs the Dissemination Agent to immediately send a notice to the EMMA System without reference to the anticipated filing date for the Annual Disclosure Filing. Upon the Dissemination Agent being notified by the Issuer that any portion of the Annual Disclosure Filing has not been provided by the Issuer to the Dissemination Agent by the Annual Filing Date, a failure to file event shall have occurred and the Issuer irrevocably directs the Dissemination Agent to immediately send a notice to the EMMA System that the Annual Disclosure filing filed by the Issuer is incomplete.

**6. REPOSITORIES.** As of the date of issuance of the 2017 Bonds, the Issuer shall provide the information described in Sections 3, 4 and 5 above, to the extent required, to the EMMA System in an electronic format prescribed by the MSRB at the following Internet address: <http://emma.msrb.org/> or such other address or system as designated by the MSRB in compliance with the Rule.

**7. REMEDIES; NO EVENT OF DEFAULT.** The Issuer agrees that its undertaking pursuant to the Rule set forth above is intended to be for the benefit of the holders and beneficial owners of the 2017 Bonds and shall be enforceable by any such holder or beneficial owner; provided that the sole and exclusive remedy for a breach of the Issuer of its obligations hereunder shall be limited to a right to obtain specific performance of the Issuer's obligations hereunder and any failure by the Issuer to comply with the provisions of this undertaking shall not be an event of default with respect to the 2017 Bonds under the Resolution. The covenants contained herein are solely for the benefit of the holders and beneficial owners of the 2017 Bonds and shall not create any rights in any other parties.

**8. SEPARATE BOND REPORT NOT REQUIRED; INCORPORATION BY REFERENCE; FORMAT OF FILING.** The requirements of this Disclosure Certificate do not necessitate the preparation of any separate report addressing only the 2017 Bonds. These requirements may be met by the filing of a combined bond report or the Issuer's Comprehensive Annual Financial Report; provided, such report includes all of the required information and is available by June 30. Additionally, the Issuer may incorporate any information provided in any prior filing with the EMMA System or other information filed with the SEC or included in any final official statement of the Issuer; provided, such final official statement is filed with the EMMA System. Any voluntary inclusion by the Issuer of information in its Annual Disclosure Filing of supplemental information that is not required hereunder shall not expand the obligations of the Issuer hereunder and the Issuer shall have no obligation to update such supplemental information or include it in any subsequent report.

Any report or filing with the EMMA System pursuant to this Disclosure Certificate must be accompanied by such identifying information as is prescribed by the MSRB. Such information may include, but not be limited to: (a) the category of information being provided; (b) the period covered by any annual financial information, financial statement or other financial information or operation data; (c) the issues or specific securities to which such documents are related (including CUSIPs, issuer name, state, issue description/securities name, dated date, maturity date, and/or coupon rate); (d) the name of any Obligated Person other than the Issuer; (e) the name and date of the document being submitted; and (f) contact information for the submitter of such filing.

**9. DISSEMINATION AGENTS.** The Issuer may, from time to time, appoint or engage a dissemination agent to assist it in carrying out its obligations under this Disclosure Certificate, and may discharge any such agent upon thirty days' written notice, with or without appointing a successor dissemination agent. The Issuer hereby appoints Digital Assurance Certification, LLC ("DAC") as dissemination agent (the "Dissemination Agent") under this Disclosure Certificate. DAC may resign as Dissemination Agent at any time by providing thirty days' written notice to the Issuer. Upon termination of DAC's services as Dissemination Agent, whether by notice of the Issuer or DAC, the Issuer or any successor dissemination agent shall assume all responsibilities under this Disclosure Certificate.

The Dissemination Agent shall have only such duties as are specifically set forth in this Disclosure Certificate and such other agreements as are entered into between the Dissemination Agent and the City and that are not inconsistent with the terms hereof. The Dissemination Agent's obligation to deliver the information at the times and with the contents described herein shall be limited to the extent the Issuer has provided such information to the Dissemination Agent as required by this Disclosure Certificate. The Dissemination Agent shall have no duty with respect to the content of any disclosures or notice made pursuant to the terms hereof. The Dissemination Agent shall have no duty or obligation to review, verify or confirm the completeness of any information, disclosures or notices provided to it by the Issuer and shall not be deemed to be acting in any fiduciary capacity for the Issuer, any Bondholder, the underwriter of the 2017 Bonds, or any other party. The Dissemination Agent shall have no responsibility for the Issuer's failure to report to the Dissemination Agent a Specified Event or a duty to determine the materiality thereof. The Dissemination Agent shall have no duty to determine or liability for failing to determine whether the Issuer has complied with this Disclosure Certificate. The Dissemination Agent may conclusively rely upon certifications of the Issuer at all times.

Notwithstanding anything to the contrary herein, the failure of the Issuer to provide any information to the Dissemination Agent by the day and/or times required hereunder shall not be an event of default or default under this Disclosure Certificate.

10. **TERMINATION.** The Issuer's obligations under this Disclosure Certificate shall cease (A) upon the legal defeasance, prior redemption, or payment in full of all of the 2017 Bonds, or (B) when the Issuer no longer remains an Obligated Person with respect to the 2017 Bonds within the meaning of the Rule, or (C) upon the termination of the continuing disclosure requirements of the Rule by legislative, judicial or administrative action.

11. **AMENDMENTS.** The Issuer reserves the right to amend the provisions of this Disclosure Certificate as may be necessary or appropriate to achieve its compliance with any applicable federal securities law or rule, to cure any ambiguity, inconsistency or formal defect or omission, and to address any change in circumstances arising from a change in legal requirements, change in law, or change in the identity, nature, or status of the Issuer, or type of business conducted by the Issuer. Any such amendment shall be made only in a manner consistent with the Rule and any amendments and interpretations thereof by the SEC. Additionally, compliance with any provision of this Disclosure Certificate may be waived. Any such amendment or waiver will not be effective unless this Disclosure Certificate (as amended or taking into account such waiver) would have complied with the requirements of the Rule at the time of the primary offering of the 2017 Bonds, after taking into account any applicable amendments to or official interpretations of the Rule, as well as any change in circumstances, and until the Issuer shall have received either (i) a written opinion of bond counsel or other qualified independent special counsel selected by the Issuer that is nationally recognized in the area of Federal Securities laws that the amendment or waiver would not materially impair the interests of holders or beneficial owners of the 2017 Bonds, or (ii) the written consent to the amendment or waiver of the holders of at least a majority of the principal amount of the 2017 Bonds then outstanding. Any Annual Disclosure Filing containing any amended operating data or financial information shall explain, in narrative form, the reasons for any such amendment and the impact of the change on the type of operating data or financial information being provided. Additionally, in the year in which any change in accounting principles is made, the Issuer shall present a comparison (in narrative form and also, if feasible, in quantitative form) between the financial statements as prepared on the basis of the new accounting principles and those prepared on the basis of the former accounting principles. The Dissemination Agent shall have no duty to determine or liability for failing to determine whether any amendment or waiver pursuant to this Section 11 is consistent with guidance provided by the SEC with regard to permitted amendments, or the manner of effecting such amendments, under the Rule.

12. **OBLIGATED PERSONS.** If any person other than the Issuer becomes an Obligated Person (as defined in the Rule) relating to the 2017 Bonds, the Issuer shall use its best efforts to require such Obligated Person to comply with all provisions of the Rule applicable to such Obligated Person.

13. **GOVERNING LAW.** The laws of the State of Florida shall govern the construction of this Continuing Disclosure Certificate.

DATED this \_\_\_\_ day of \_\_\_\_\_, 2017.

ATTEST:

CITY OF PEMBROKE PINES, FLORIDA

\_\_\_\_\_  
City Clerk

By: \_\_\_\_\_  
Mayor

Approved as to form  
and legality:

\_\_\_\_\_  
City Attorney

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