

FIRST AMENDMENT TO  
SECOND SUPPLEMENTAL SUBORDINATED  
UTILITIES SYSTEM REVENUE BOND RESOLUTION

WHEREAS, pursuant to the Second Supplemental Subordinated Utilities System Revenue Bond Resolution (the "Second Supplemental Subordinated Resolution"), adopted by the City of Gainesville, Florida (the "City") on October 5, 1992, the City has authorized the issuance from time to time of, among other things, its Utilities System Commercial Paper Notes, Series C (the "Series C Commercial Paper Notes"); and

WHEREAS, Section 901 of the Second Supplemental Subordinated Resolution authorizes the amendment of the Second Supplemental Subordinated Resolution, without the consent of the Holders of the Outstanding Series C Commercial Paper Notes or the Outstanding Series A Bank Bonds (such terms, and all other capitalized terms used herein without definition, having the respective meanings assigned thereto in the Second Supplemental Subordinated Resolution), for the purpose, among others, of providing for the issuance of the Series C Commercial Paper Notes in "book-entry" form through the facilities of a securities depository or in uncertificated form; and

WHEREAS, The Depository Trust Company, New York, New York ("DTC"), a securities depository that is a "clearing corporation" within the meaning of the New York Uniform Commercial Code and a "clearing agency" registered pursuant to the provisions of the Securities Exchange Act of 1934, as amended, has implemented a program allowing for the issuance of tax-exempt commercial paper notes in book-entry form through the facilities of DTC; and

WHEREAS, it is hereby determined to be desirable that the Second Supplemental Subordinated Resolution be amended in order to qualify the Series C Commercial Paper Notes for issuance in book-entry form through the facilities of DTC;

NOW, THEREFORE, BE IT RESOLVED by the City Commission of the City of Gainesville, Florida as follows:

ARTICLE I

AUTHORITY

SECTION 101. Supplemental Subordinated Resolution. This First Amendment to Second Supplemental Subordinated Utilities System Revenue Bond Resolution (this "First Amendment") is supplemental to, and is adopted in accordance with Article X of,

the Subordinated Utilities System Revenue Bond Resolution (the "Subordinated Resolution") adopted by the City on January 26, 1989.

SECTION 102. Authority for this First Amendment. This First Amendment is adopted (i) pursuant to the provisions of the Act, (ii) in accordance with clause 3 of Section 1002 of the Resolution, (iii) in accordance with Article X of the Subordinated Resolution and (iv) in accordance with Section 901 of the Second Supplemental Subordinated Resolution.

## ARTICLE II

### AMENDMENT OF SECOND SUPPLEMENTAL SUBORDINATED RESOLUTION TO PROVIDE FOR THE ISSUANCE OF SERIES C COMMERCIAL PAPER NOTES IN BOOK-ENTRY FORM

SECTION 201. Addition of Definitions to Section 101 of Second Supplemental Subordinated Resolution. Section 101 of the Second Supplemental Subordinated Resolution is hereby amended to add thereto the following definitions of the terms "DTC", "Letter of Representations" and "Securities Depository", to read in their entirety as follows:

**"DTC:**

The term "DTC" shall mean The Depository Trust Company, New York, New York."

**"Letter of Representations:**

The term "Letter of Representations" shall mean, as the context may require, (a) to the extent that DTC shall serve as Securities Depository for the Series C Commercial Paper Notes, the Letter of Representations from the City and the Issuing Agent to DTC with respect to the Series C Commercial Paper Notes, in substantially the form approved by the City on the date of adoption of the First Amendment to Second Supplemental Subordinated Utilities System Revenue Bond Resolution, as amended from time to time and (b) to the extent that a securities depository other than DTC shall serve as Securities Depository for the Series C Commercial Paper Notes, such letter or agreement as shall be necessary or desirable to qualify the Series C Commercial Paper Notes for issuance in book-entry form through the facilities of such other Securities Depository, as amended from time to time."

"Securities Depository:

The term "Securities Depository" shall mean any securities depository that may be appointed for the Series C Commercial Paper Notes pursuant to Section 208 hereof."

SECTION 202. Amendment of Section 201 of Second Supplemental Subordinated Resolution. The second sentence of Section 201 of the Second Supplemental Subordinated Resolution is hereby amended to read in its entirety as follows:

"Such Subordinated Bonds shall be designated as, and shall be distinguished from the Subordinated Bonds of all other Series by the title, "Utilities System Commercial Paper Notes, Series C". If at any time any Series C Commercial Paper Notes shall not be subject to the book-entry system of registration as provided in Section 208 hereof, then the Series C Commercial Paper Notes not so subject to such book-entry system shall constitute Bearer Commercial Paper Notes for purposes of the Subordinated Resolution."

SECTION 203. Amendment of Section 204 of Second Supplemental Subordinated Resolution. The form of Schedule A to the form of written Request set forth in paragraph 2 of Section 204 of the Second Supplemental Subordinated Resolution is hereby amended to add thereto, under the column captioned "Note Number", a footnote to read as follows:

"\* If such Series C Commercial Paper Note is to be issued in book-entry form as permitted by Section 208 of the Second Supplemental Subordinated Resolution, insert 'Book-Entry' in this column."

SECTION 204. Amendment of Section 205 of Second Supplemental Subordinated Resolution. Section 205 of the Second Supplemental Subordinated Resolution is hereby amended to add at the end thereof the following proviso, to read in its entirety as follows:

"; provided, however, that for so long as DTC shall serve as Securities Depository for any of the Series C Commercial Paper Notes, the form of Series C Commercial Paper Note registered in the name of Cede (hereinafter defined) shall be substantially in the form of the "Municipal Commercial Paper — TECP Master Note" attached to the First Amendment to Second Supplemental Subordinated Utilities System Revenue Bond Resolution, adopted by the City on November 14, 1994 as Annex A with

such appropriate variations, omissions and insertions as are permitted or required by this Second Supplemental Subordinated Resolution; and provided, further, that if at any time a securities depository other than DTC shall serve as Securities Depository for any of the Series C Commercial Paper Notes, then such Series C Commercial Paper Notes shall be issued in such form as an Authorized Officer of the City shall determine is necessary or desirable in order to qualify such Series C Commercial Paper Notes for issuance in book-entry form through the facilities of such other Securities Depository"

SECTION 205. Addition of Section 208 to Second Supplemental Subordinated Resolution. The Second Supplemental Subordinated Resolution is hereby amended to add thereto a new Section 208, to read in its entirety as follows:

"SECTION 208. Book-Entry System. 1. Upon determination of an Authorized Officer of the City, and except as provided in paragraph 4 of this Section 208, any or all of the Series C Commercial Paper Notes may be issued in book-entry form through the facilities of DTC in the manner provided in this Section, and subject to the provisions of the Letter of Representations. In the event that any Series C Commercial Paper Notes shall be issued in book-entry form as aforesaid, unless otherwise provided in the Letter of Representations, (w) such Series C Commercial Paper Notes shall be issued in the form of a single, fully registered Subordinated Bond, (x) such Series C Commercial Paper Note shall be and constitute the "Municipal Commercial Paper — TECP Master Note" referred to in the Letter of Representations, (y) all references in this Second Supplemental Subordinated Resolution to a "Series C Commercial Paper Note" shall be deemed to refer to any or all, as the case may be, of the separate obligations of the City evidenced by such Series C Commercial Paper Note and (z) any reference in this Second Supplemental Subordinated Resolution to the authentication, issuance or delivery of a Series C Commercial Paper Note shall be deemed to refer to the incurrence of an additional separate obligation evidenced by such Series C Commercial Paper Note.

2. In the event that Series C Commercial Paper Notes shall be issued in book-entry form as provided in paragraph 1 of this Section 208, the Holder of such Series C Commercial Paper Note shall be, and such Series C Commercial Paper Note shall be registered in the name of, Cede & Co. ("Cede"), as nominee of DTC, and payment of the principal of and interest on any obligation evidenced by such Series C Commercial Paper Note shall be

made in accordance with the provisions of the Subordinated Resolution to the account of Cede on the maturity date of such obligation. Upon delivery by DTC to the Subordinated Bond Registrar of written notice to the effect that DTC has determined to substitute a new nominee in place of Cede, and subject to the transfer provisions of the Subordinated Resolution, the word "Cede" in this Second Supplemental Subordinated Resolution shall refer to such new nominee of DTC. In the event that the City shall appoint a securities depository other than DTC as Securities Depository for the Series C Commercial Paper Notes, as permitted by paragraph 1 or paragraph 5 of this Section 208, the word "Cede" in this Second Supplemental Subordinated Resolution shall refer to such other Securities Depository or its nominee, as the case may be.

3. With respect to any Series C Commercial Paper Note so registered in the name of the Securities Depository therefor (or its nominee) as provided in paragraph 1 of this Section 208, the City and the Issuing Agent shall have no responsibility or obligation to any participant in, or member of, such Securities Depository or to any beneficial owner of such Series C Commercial Paper Note. Without limiting the immediately preceding sentence, the City and the Issuing Agent shall have no responsibility or obligation with respect to (i) the accuracy of the records of such Securities Depository or any nominee thereof or any participant in or member of such Securities Depository with respect to any beneficial ownership interest in such Series C Commercial Paper Note, (ii) the delivery to any participant in or member of such Securities Depository, beneficial owner or other person, other than such Securities Depository, of any notice with respect to such Series C Commercial Paper Note or (iii) the payment to any participant in or member of such Securities Depository, beneficial owner or other person, other than such Securities Depository, of any amount with respect to the principal of, or interest on, such Series C Commercial Paper Note or any obligation evidenced thereby. The City and the Issuing Agent may treat each Securities Depository as, and deem such Securities Depository to be, the absolute owner of any Series C Commercial Paper Note registered in its name (or the name of its nominee) for all purposes whatsoever, including (but not limited to) (i) payment of the principal of, and interest on, such Series C Commercial Paper Note or any obligation evidenced thereby, (ii) giving notices with respect to such Series C Commercial Paper Note and (iii) giving to the City any notice, consent, request or demand pursuant to the Subordinated Resolution for any purpose whatsoever. The Issuing Agent

shall pay the principal of, and interest on, such Series C Commercial Paper Note or any obligation evidenced thereby only to or upon the order of the Securities Depository therefor or its nominee, and all such payments shall be valid and effective to satisfy fully and discharge the City's obligations with respect to such principal and interest, to the extent of the sum or sums so paid. Except as provided in paragraph 5 of this Section, and unless otherwise provided in the Letter of Representations, no person other than the Securities Depository therefor shall receive a Series C Commercial Paper Note evidencing the obligation of the City to make payments of principal of, and interest on, such Note pursuant to the Subordinated Resolution. Notwithstanding anything to the contrary herein, for so long as any of the Series C Commercial Paper Notes are subject to the book-entry system of registration authorized by this Section 208, an Authorized Officer of the City may determine that any Series C Commercial Paper Note or Notes shall be issued in certificated form.

4. (a) A Securities Depository may determine to discontinue providing its services with respect to the Series C Commercial Paper Notes at any time by giving reasonable notice thereof to the City or the Issuing Agent.

(b) Any Authorized Officer of the City, in such Officer's sole discretion and without the consent of any other person, may terminate the services of a Securities Depository with respect to the Series C Commercial Paper Notes if such Officer determines that (i) such Securities Depository is unable to discharge its responsibilities with respect to the Series C Commercial Paper Notes or (ii) a continuation of the system of book-entry transfers through such Securities Depository (or a successor securities depository) is not in the best interests of the beneficial owners of the Series C Commercial Paper Notes or of the City.

5. Upon the termination of the services of a Securities Depository with respect to the Series C Commercial Paper Notes pursuant to paragraph 4(b)(ii) hereof, or upon the discontinuance or termination of the services of a Securities Depository with respect to the Series C Commercial Paper Notes pursuant to paragraph 4(a) or paragraph 4(b)(i) hereof after which no substitute securities depository willing to undertake the functions of the Securities Depository hereunder can be found which, in the opinion of an Authorized Officer of the City, is willing and able to undertake such functions upon reasonable and customary terms, the Series C

Commercial Paper Notes subject to such book-entry system shall no longer be subject to such book-entry system. In such event, the Series C Commercial Paper Notes shall be issuable only in the form of Bearer Commercial Paper Notes and the City shall issue and the Issuing Agent shall authenticate Series C Commercial Paper Note certificates as requested by such Securities Depository or as otherwise determined by an Authorized Officer of the City and specified in a Request delivered to the Issuing Agent pursuant to Section 204 hereof.

6. Notwithstanding any other provision of the Subordinated Resolution to the contrary, so long as any Series C Commercial Paper Notes are registered in the name of a Securities Depository (or its nominee), all payments with respect to the principal of, and interest on, such Series C Commercial Paper Notes or any obligation evidenced thereby and all notices with respect to the Series C Commercial Paper Notes shall be made and given, respectively, to such Securities Depository (or its nominee) as provided in the Letter of Representations."

SECTION 206. Amendment of Section 701 of Second Supplemental Subordinated Resolution. The introductory paragraph of Section 701 of the Second Supplemental Subordinated Resolution is hereby amended to add at the end thereof the following proviso, to read in its entirety as follows:

"; provided, however, that for so long as any Series C Commercial Paper Notes shall be issued in book-entry form as provided in Section 208 hereof, such Series C Commercial Paper Notes shall be issued in such form as is provided in Section 208 hereof"

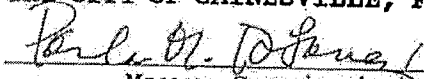
### ARTICLE III

#### EFFECTIVE DATE

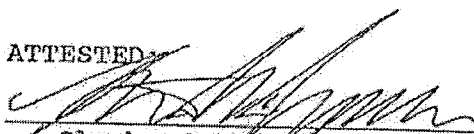
SECTION 301. Effective Date. This First Amendment shall be effective upon (i) the delivery to the Trustee of a copy hereof certified by an Authorized Officer of the City and (ii) the filing with the City of an instrument in writing made by the Trustee consenting hereto, in substantially the form attached hereto as Annex B.

First Amendment to Second Supplemental Subordinated  
Utilities System Revenue Bond Resolution approved and adopted  
November 14, 1994.

THE CITY OF GAINESVILLE, FLORIDA

  
\_\_\_\_\_  
Mayor-Commissioner

ATTESTED:

  
\_\_\_\_\_  
Clerk of the Commission

Approved as to Form  
and Legality:

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



[Form of "Municipal Commercial Paper - TECP Master Note"]



**MUNICIPAL COMMERCIAL PAPER - TECP MASTER NOTE**

\_\_\_\_\_  
(Date of Issuance)

\_\_\_\_\_  
("Issuer"), for value received, hereby promises to pay to Cede & Co., as nominee of The Depository Trust Company, or to registered assigns: (i) the principal amount, together with unpaid accrued interest thereon, if any, on the maturity date of each obligation identified on the records of Issuer (the "Underlying Records") as being evidenced by this Master Note, which Underlying Records are maintained by \_\_\_\_\_ ("Paying Agent"); (ii) interest on the principal amount of each such obligation that is payable in installments, if any, on the due date of each installment, as specified on the Underlying Records; and (iii) the principal amount of each such obligation that is payable in installments, if any, on the due date of each installment, as specified on the Underlying Records. Interest shall be calculated at the rate and according to the calculation convention specified on the Underlying Records. Payments shall be made solely from the sources stated on the Underlying Records by wire transfer to the registered owner from Paying Agent without the necessity of presentation and surrender of this Master Note.

**REFERENCE IS HEREBY MADE TO THE FURTHER PROVISIONS OF THIS MASTER NOTE SET FORTH ON THE REVERSE HEREOF.**

This Master Note is a valid and binding obligation of Issuer.

Not Valid Unless Countersigned for Authentication by Paying Agent.

\_\_\_\_\_  
(Paying Agent)

\_\_\_\_\_  
(Issuer)

By: \_\_\_\_\_  
(Authorized Countersignature)

By: \_\_\_\_\_  
(Authorized Signature)

At the request of the registered owner, Issuer shall promptly issue and deliver one or more separate note certificates evidencing each obligation evidenced by this Master Note. As of the date any such note certificate or certificates are issued, the obligations which are evidenced thereby shall no longer be evidenced by this Master Note.

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

(Name, Address, and Taxpayer Identification Number of Assignee)

the Master Note and all rights thereunder, hereby irrevocably constituting and appointing \_\_\_\_\_ attorney to transfer said Master Note on the books of Issuer with full power of substitution in the premises.

Dated:

Signature(s) Guaranteed:

(Signature)

Notice: The signature on this assignment must correspond with the name as written upon the face of this Master Note. In every particular, without alteration or enlargement or any change whatsoever.

Unless this certificate is presented by an authorized representative of The Depository Trust Company, a New York corporation ("DTC"), to Issuer or its agent for registration of transfer, exchange, or payment, and any certificate issued is registered in the name of Cede & Co. or in such other name as is requested by an authorized representative of DTC (and any payment is made to Cede & Co. or to such other entity as is requested by an authorized representative of DTC), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL inasmuch as the registered owner hereof, Cede & Co., has an interest herein.

RIDER TO MUNICIPAL COMMERCIAL PAPER — TECP MASTER NOTE

This Master Note is one of the notes of the Issuer known as Utilities System Commercial Paper Notes, Series C (the "Notes"), authorized for issuance, from time to time, pursuant to a resolution of the Issuer adopted on January 26, 1989, as amended and supplemented (the "Subordinated Resolution"), and a supplemental resolution adopted by the Issuer on October 5, 1992, as amended, authorizing the Notes up to but not exceeding \$70,000,000 in aggregate principal amount at any one time outstanding, or such lesser amount as may be permitted to be issued and outstanding thereunder and pursuant to the authority of and in full compliance with the Constitution and statutes of the State of Florida, including particularly Chapter 90-394, Laws of Florida, 1990, as amended, and other applicable provisions of law.

The Notes are payable from the sources specified in, and secured in the manner provided by, the Subordinated Resolution. Reference is made to the Resolution (as defined in the Subordinated Resolution) and the Subordinated Resolution for a description of the rights, limitations on rights, obligations and duties thereunder of the Issuer and the holders of the Notes.

This Master Note does not constitute a general indebtedness or a pledge of the full faith and credit of the Issuer within the meaning of any constitutional or statutory provision or limitation of indebtedness. It is expressly agreed by the holder of this Master Note that (a) no holder shall ever have the right, directly or indirectly, to require or compel the exercise of the ad valorem taxing power of the Issuer for the payment of the principal of or interest on this Master Note or the making of any payments provided for in the Subordinated Resolution, and (b) this Master Note and the obligations evidenced thereby shall not constitute a lien upon any property of or in the Issuer, but shall constitute a lien only on the Subordinated Indebtedness Fund and the Series C CP Note Payment Account in the manner provided in the Subordinated Resolution.

To the extent and in the manner permitted by the terms of the Subordinated Resolution, the provisions of the Subordinated Resolution may be modified or amended by the Issuer.

CONSENT OF TRUSTEE

\_\_\_\_\_, 1994

The undersigned, as Trustee, under Resolution R-83-27, incorporating by reference and adopting the Utilities System Revenue Bond Resolution of the City of Gainesville, Florida (the "City") adopted on June 6, 1983 (the "Bond Resolution"), as heretofore amended and supplemented, hereby acknowledges the filing with it of a copy of the First Amendment to Second Supplemental Subordinated Utilities System Revenue Bond Resolution (the "First Amendment") adopted by the City on November 14, 1994, certified by an Authorized Officer of the City pursuant to Section 1002 of the Bond Resolution, and hereby consents to the adoption of the First Amendment.

FIRST TRUST OF NEW YORK,  
NATIONAL ASSOCIATION

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

[SEAL]

Attest:

\_\_\_\_\_  
Title:

CLERK OF THE COMMISSION'S CERTIFICATE

STATE OF FLORIDA:

COUNTY OF ALACHUA:

I, Kurt M. Lannon, the duly appointed, qualified and acting Clerk of the Commission of the City of Gainesville, Florida, a municipal corporation, do hereby certify that the foregoing is a true and correct copy of the First Amendment to Second Supplemental Subordinated Utilities System Revenue Bond Resolution, which was duly and regularly adopted by the City Commission of the City of Gainesville, Florida at a regular meeting on November 14, 1994.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the City of Gainesville, Florida, this 14th day of November A.D., 1994.

[SEAL]

  
Clerk of the Commission