

PRELIMINARY OFFICIAL STATEMENT DATED [____], 20[____]

NEW ISSUE - Book-Entry-Only

[See “--RATINGS” herein]

In the opinion of Holland & Knight LLP, Bond Counsel, as more fully described herein, under existing law and assuming continuing compliance by the Issuer (hereinafter defined) with certain tax covenants, the interest on the Series 20[____] Bonds is excludable from gross income for federal income tax purposes under Section 103 of the Internal Revenue Code of 1986, as amended (the “Code”) and is not treated as an item of tax preference for purposes of computing the federal alternative minimum tax imposed on individuals under the Code; however, the interest on the Series 20[____] Bonds is included in the “adjusted financial statement income” of certain corporations on which the federal alternative minimum tax is imposed under the Code. See “TAX MATTERS” herein.

POMPANO BEACH COMMUNITY REDEVELOPMENT AGENCY

\$[____]*

Tax Increment Revenue Bonds (Northwest District Area), Series 20[____]

Dated: Date of Delivery

**Due: August 1, as shown
on the inside cover**

The Pompano Beach Community Redevelopment Agency (the “Agency” or the “Issuer”) is issuing its Tax Increment Revenue Bonds (Northwest District), Series 20[____] (the “Series 20[____] Bonds”) only in fully registered form, without coupons, in denominations of \$5,000 or integral multiples thereof. The Series 20[____] Bonds will bear interest at the fixed rates set forth on the inside cover, payable semi-annually on each February 1 and August 1, commencing [____] 1, 20[____]. The Series 20[____] Bonds, when issued, will be initially registered in the name of Cede & Co., as registered owner and nominee for The Depository Trust Company (“DTC”), New York, New York, which will act as securities depository for the Series 20[____] Bonds. Purchases of beneficial interests in the Series 20[____] Bonds will be made in book-entry-only form and purchasers will not receive physical delivery of the Series 20[____] Bonds. Accordingly, principal of and interest on the Series 20[____] Bonds will be paid from the sources described below by [____], as Paying Agent, directly to DTC as the registered owner thereof. Disbursement of such payments to the DTC Participants is the responsibility of DTC and disbursement of such payments to the beneficial owners is the responsibility of DTC Participants and the Indirect Participants, as more fully described herein. Any purchaser as a beneficial owner of Series 20[____] Bonds must maintain an account with a broker or dealer who is, or acts through, a DTC Participant to receive payment of the principal of and interest on such Series 20[____] Bonds. See “DESCRIPTION OF THE SERIES 20[____] BONDS—Book-Entry-Only System” herein.

The Series 20[____] Bonds are issued pursuant to the authority of and in full compliance with the Constitution and laws of the State of Florida, including particularly the Community Redevelopment Act of 1969, Part III, Chapter 163, Florida Statutes, as amended, and other applicable provisions of law. The Series 20[____] Bonds are further being issued pursuant to Resolution No. 2022-20 adopted by the Agency on June 28, 2022 (the “Master Resolution”), as supplemented by Resolution No. 2025-[____] adopted by the Agency on May 14, 2025 (the

“Supplemental Resolution” and, together with the Master Resolution, as the same may be supplemented and amended from time to time, the “Bond Resolution”). Capitalized terms not otherwise defined herein shall have the meanings assigned to them in the Bond Resolution. See “APPENDIX C—Copy of the Bond Resolution.”

Pursuant to Part III, Chapter 163, Florida Statutes (the “Redevelopment Act”), the City of Pompano Beach, Florida (the “City”) created and established the Agency by Ordinance No. 89-27 (the “CRA Ordinance”) enacted by the City Commission of the City on December 20, 1988. The Agency has two redevelopment areas, referred to as the “Northwest District Area” and the “East Pompano Beach District Area,” respectively, and two separate redevelopment trust funds relating to each such redevelopment area. The Northwest District Area is defined as the “Redevelopment Area” in the Master Resolution and the related redevelopment trust fund is defined as the “Redevelopment Trust Fund” in the Master Resolution.

THE CITY IS CURRENTLY AND, THROUGH THE FINAL MATURITY OF THE SERIES 20[] BONDS IS EXPECTED TO CONTINUE TO BE, THE SOLE TAXING AUTHORITY REQUIRED TO REMIT TAX INCREMENT REVENUES TO THE AGENCY’S REDEVELOPMENT TRUST FUNDS, INCLUDING THE REDEVELOPMENT TRUST FUND RELATING TO THE REDEVELOPMENT AREA.

NO TAX INCREMENT REVENUES REMITTED TO THE AGENCY BY THE CITY FOR DEPOSIT TO THE REDEVELOPMENT TRUST FUND RELATING TO THE EAST POMPAÑO BEACH DISTRICT AREA ARE PLEDGED TO, OR OTHERWISE AVAILABLE TO PAY DEBT SERVICE ON, THE SERIES 20[] BONDS.

Proceeds of the Series 20[] Bonds will be used to (i) finance (including through reimbursement)[, together with other legally available funds], [a portion of] the Cost of a Project relating to the Redevelopment Area designated as the “Series 20[] Redevelopment Project,” as such Series 20[] Redevelopment Project is more fully described in the Supplemental Resolution and herein; and (ii) pay costs of issuance of the Series 20[] Bonds. [Other uses to be added, if applicable.] See “REDEVELOPMENT PLAN PROJECTS—Infrastructure and Streetscape Initiatives—Series 20[] Redevelopment Project,” “PURPOSE OF THE SERIES 20[] BONDS” and “ESTIMATED SOURCES AND USES OF FUNDS.”

The Series 20[] Bonds are special limited obligations of the Agency, payable both as to principal and interest, solely from, and secured by a first lien on and a pledge of, the Pledged Revenues, which consist of the Pledged Tax Increment Revenues and amounts held in the funds and accounts established by the Bond Resolution for the Series 20[] Bonds, as more fully described herein.

The Master Resolution provides that the lien upon the Pledged Tax Increment Revenues securing the Outstanding Bonds, including the Series 20[] Bonds, and the Outstanding Parity Obligations shall not attach until such revenues shall have been deposited in the Redevelopment Trust Fund. See “SECURITY FOR THE SERIES 20[] BONDS—‘General’ and ‘Pledged Revenues’.”

The Agency has previously issued its Tax Increment Revenue Bond (Northwest District Area), Series 2022 under the Master Resolution in the original aggregate principal amount of

\$15,000,000 (the “Series 2022 Bond”), of which \$[_____] is currently Outstanding. The Series 20[_____] Bonds are being issued on a parity with the Outstanding Series 2022 Bond with respect to the pledge of the Pledged Revenues, as more fully described herein. [Add information about any previously issued Authorized Additional Bonds] Additional Bonds and Parity Obligations may be issued by the Agency in the future on a parity with the Outstanding Series 20[_____] Bonds and the Outstanding Series 2022 Bond, upon the conditions, and within the limitations and in the manner provided, in the Bond Resolution. The Agency has incurred, and may in the future incur, Subordinate Obligations, upon the conditions, and within the limitations and in the manner provided, in the Bond Resolution. See “REDEVELOPMENT PLAN PROJECTS,” “SECURITY FOR THE SERIES 20[_____] BONDS—‘Outstanding Bonds and Existing Subordinate Obligations’ and ‘Additional Bonds, Parity Obligations and Subordinate Obligations’,” “PLEDGED TAX INCREMENT REVENUES” and “MANAGEMENT DISCUSSION OF BUDGET AND FINANCES.”

The Series 20[_____] Bonds are subject to redemption prior to maturity as described herein under “DESCRIPTION OF THE SERIES 20[_____] BONDS—Redemption Provisions.” See the inside cover page hereof for maturities, principal amounts, interest rates, yields and prices.

THE AGENCY IS OBLIGATED TO PAY THE PRINCIPAL OF AND INTEREST ON THE SERIES 20[_____] BONDS SOLELY FROM THE PLEDGED REVENUES, AS DESCRIBED IN THE BOND RESOLUTION. THE SERIES 20[_____] BONDS SHALL NOT BE OR CONSTITUTE GENERAL OR MORAL OBLIGATIONS OR INDEBTEDNESS OR A PLEDGE OF THE FAITH AND CREDIT OF THE AGENCY, THE CITY, BROWARD COUNTY, FLORIDA, THE STATE OF FLORIDA OR ANY OTHER POLITICAL SUBDIVISION THEREOF WITHIN THE MEANING OF ANY CONSTITUTIONAL LEGISLATIVE OR CHARTER PROVISION OR LIMITATION, BUT SHALL BE LIMITED OBLIGATIONS OF THE AGENCY, PAYABLE SOLELY FROM AND SECURED BY A LIEN UPON AND A PLEDGE OF THE PLEDGED REVENUES, IN THE MANNER AND TO THE EXTENT PROVIDED IN THE BOND RESOLUTION. NO BONDHOLDER SHALL EVER HAVE THE RIGHT DIRECTLY OR INDIRECTLY, TO COMPEL THE EXERCISE OF THE AD VALOREM TAXING POWER OF THE CITY, BROWARD COUNTY, FLORIDA, THE STATE OF FLORIDA OR ANY POLITICAL SUBDIVISION THEREOF OR TAXATION IN ANY FORM ON ANY REAL OR PERSONAL PROPERTY TO PAY SUCH SERIES 20[_____] BONDS OR THE INTEREST OR PREMIUM, IF ANY, THEREON OR FOR THE PAYMENT OF ANY OTHER AMOUNTS PROVIDED IN THE BOND RESOLUTION. THE BONDS AND THE INDEBTEDNESS EVIDENCED THEREBY SHALL NOT CONSTITUTE A LIEN UPON ANY OTHER FUNDS OR PROPERTY OF THE AGENCY, AND NO BONDHOLDER SHALL BE ENTITLED TO PAYMENT OF SUCH PRINCIPAL, INTEREST AND PREMIUM, IF ANY, FROM ANY OTHER FUNDS OF THE AGENCY OTHER THAN THE PLEDGED REVENUES, IN THE MANNER AND TO THE EXTENT PROVIDED IN THE BOND RESOLUTION. THE AGENCY HAS NO TAXING POWER.

This cover page contains certain information for quick reference only. It is **not** a summary of the Series 20[_____] Bonds. Investors must read this entire Official Statement to obtain information essential to the making of an informed investment decision.

The Series 20[_____] Bonds are offered for delivery in book-entry-only form, when, as and if issued by the Agency and accepted by the Underwriter (hereinafter defined), subject to prior

sale, withdrawal or modification of the offer without notice and the receipt of the opinion of Holland & Knight LLP, Fort Lauderdale, Florida, Bond Counsel, as to the validity of the Series 20[] Bonds and the excludability of interest on the Series 20[] Bonds from gross income for federal income tax purposes. Holland & Knight LLP, Fort Lauderdale, Florida is also serving as Disclosure Counsel to the Agency. Claudia M. McKenna, Esq. is the general counsel to the Agency. Mark E. Berman, Esq. is the City Attorney to the City. PFM Financial Advisors LLC, Coral Gables, Florida is serving as Municipal Advisor to the Agency. [Add others as needed] It is expected that the Series 20[] Bonds will be delivered in book-entry-only form through the facilities of DTC, New York, New York on or about [], 20[].

[UNDERWRITER]

Dated: [], 20[]

*Preliminary, subject to change.

This Preliminary Official Statement and any information contained herein are subject to completion and amendment. The Series 20[] Bonds may not be sold and offers to buy may not be accepted prior to the time the Official Statement is delivered in final form. Under no circumstances may this Preliminary Official Statement constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the Series 20[] Bonds in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such jurisdiction.

POMPANO BEACH COMMUNITY REDEVELOPMENT AGENCY

TAX INCREMENT REVENUE BONDS

(NORTHWEST DISTRICT AREA), SERIES 20[____]

**MATURITIES, PRINCIPAL AMOUNTS, INTEREST RATES, YIELDS, PRICES
AND INITIAL CUSIP NUMBERS**

| <u>Maturity</u> <u>(August 1)*</u> | <u>Principal</u> <u>Amount*</u> | <u>Interest Rate</u> | <u>Yield</u> | <u>Price</u> | <u>Initial</u> <u>CUSIP No.**</u> |
|---------------------------------------|------------------------------------|----------------------|--------------|--------------|--------------------------------------|
|---------------------------------------|------------------------------------|----------------------|--------------|--------------|--------------------------------------|

\$[_____] * Term Series 20[____] Bond Due August 1, 20[____] * Yield [____]% Price [____]
Initial CUSIP No. [____]**

*Preliminary, subject to change.

*Copyright, American Bankers Association (ABA). CUSIP data is provided by Standard & Poor's CUSIP Service Bureau, a division of The McGraw-Hill Companies, Inc., and neither the Agency nor the Underwriter (as such terms are hereinafter defined) takes any responsibility for the use of CUSIP numbers or the accuracy thereof. This data is not intended to create a database and does not serve in any way as a substitute for the CUSIP Service. The CUSIP numbers are included solely for the convenience of the readers of this Official Statement. CUSIP numbers are included solely for the convenience of the readers of this Official Statement.

POMPANO BEACH COMMUNITY REDEVELOPMENT AGENCY

GOVERNING BOARD*

[Rex Hardin, Mayor
Rhonda Eaton
Audrey Fesik
Alison Fournier
Beverly Perkins
Darlene H. Smith]

**The members of the City Commission of the City of Pompano Beach, Florida serve as the members of the Governing Board of the Pompano Beach Community Redevelopment Agency.*

SELECTED ADMINISTRATIVE STAFF

| <u>Name</u> | <u>Position</u> |
|--------------------------|--------------------------------------|
| Greg Harrison | Executive Director and City Manager |
| Nguyen Tran | Director |
| Kimberly Vazquez | Senior Redevelopment Project Manager |
| Claudia M. McKenna, Esq. | General Counsel |
| Kervin Alfred | Secretary |

CONSULTANTS AND ADVISORS

Bond Counsel and Disclosure Counsel

Holland & Knight LLP
Fort Lauderdale, Florida

Municipal Advisor

PFM Financial Advisors LLC
Coral Gables, Florida

[Add others as applicable]

No dealer, broker, salesperson, or other person has been authorized by the Pompano Beach Redevelopment Agency (the “Agency” or the “Issuer”) or the Underwriter (hereinafter defined) to give any information or make any representations with respect to the Series 20[] Bonds, other than those contained in this Official Statement, and if given or made, such other information or representations must not be relied upon as having been authorized by either of the foregoing. The information and expressions of opinions herein are subject to change without notice, and neither the delivery of this Official Statement, nor any sale made hereunder, shall, under any circumstances, create any implication that there has been no change in the affairs of the Agency since the date hereof. This Official Statement does not constitute an offer to sell or the solicitation of an offer to buy and there shall be no offer, solicitation, or sale of the Series 20[] Bonds by any person in any jurisdiction in which it is unlawful for such person to make such offer, solicitation or sale.

The information set forth herein has been obtained from public documents, records and other sources which are believed to be reliable, but it is not guaranteed as to accuracy or completeness by, and is not to be construed as a representation of, the Underwriter. The Underwriter has provided the following sentence for inclusion in this Official Statement. The Underwriter has reviewed the information in this Official Statement in accordance with, and as part of, its responsibilities to investors under the federal securities laws as applied to the facts and circumstances of this transaction, but the Underwriter does not guarantee the accuracy or completeness of such information.

The Series 20[] Bonds have not been registered under the Securities Act of 1933, nor has the Bond Resolution (hereinafter defined) been qualified under the Trust Indenture Act of 1939. The registration or qualification of the Series 20[] Bonds under the securities laws of any jurisdiction in which they may have been registered or qualified, if any, shall not be regarded as a recommendation thereof. None of the Securities and Exchange Commission or the State of Florida, Broward County, Florida or any of their agencies has passed upon the merits of the Series 20[] Bonds. None of the Securities and Exchange Commission or the State of Florida, Broward County, Florida or any of their agencies has passed upon the accuracy or completeness of this Official Statement.

See “OTHER INFORMATION—Forward-Looking Statements Disclaimer” herein for certain information regarding statements contained herein that are not purely historical and are forward-looking statements, including statements regarding the Agency’s expectations, hopes, intentions or strategies regarding the future.

THIS OFFICIAL STATEMENT IS BEING PROVIDED TO PROSPECTIVE PURCHASERS EITHER IN BOUND PRINTED FORM (“ORIGINAL BOUND FORMAT”) OR IN ELECTRONIC FORMAT ON THE FOLLOWING WEBSITES: WWW.MUNIOS.COM AND WWW.EMMA.MSRB.ORG. THIS OFFICIAL STATEMENT SHOULD BE RELIED UPON ONLY IF IT IS IN ITS ORIGINAL BOUND FORMAT OR AS PRINTED IN ITS ENTIRETY DIRECTLY FROM SUCH WEBSITES.

Certain information in this Official Statement has been provided by The Depository Trust Company, New York, New York (“DTC”). The Agency has not provided information in this Official Statement with respect to DTC and does not certify as to the accuracy or sufficiency of

the disclosure policies of or content provided by DTC and is not responsible for the information provided by DTC.

IN CONNECTION WITH THIS OFFERING, THE UNDERWRITER MAY OVERALLOT OR EFFECT TRANSACTIONS THAT STABILIZE OR MAINTAIN THE MARKET PRICE OF THE SERIES 20[] BONDS AT A LEVEL ABOVE THAT WHICH MIGHT OTHERWISE PREVAIL IN THE OPEN MARKET. SUCH STABILIZING, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME.

THIS OFFICIAL STATEMENT DOES NOT CONSTITUTE A CONTRACT BETWEEN THE AGENCY OR THE UNDERWRITER AND ANY ONE OR MORE OF THE OWNERS OF THE SERIES 20[] BONDS.

THIS PRELIMINARY OFFICIAL STATEMENT IS IN A FORM DEEMED FINAL BY THE AGENCY FOR PURPOSES OF RULE 15C2-12 ISSUED UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED, EXCEPT FOR CERTAIN INFORMATION PERMITTED TO BE OMITTED PURSUANT TO RULE 15C2-12(B)(1).

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OFFICIAL STATEMENT

RELATING TO

POMPANO BEACH COMMUNITY REDEVELOPMENT AGENCY

\$[_____]*

Tax Increment Revenue Bonds (Northwest District Area), Series 20[____]

INTRODUCTION

This Official Statement, which includes the cover page, the inside cover page, and the Appendices hereto, provides certain information regarding the issuance by the Pompano Beach Community Redevelopment Agency (the “Agency” or the “Issuer”) of its Tax Increment Revenue Bonds (Northwest District Area), Series 20[____] (the “Series 20[____] Bonds”). This Official Statement speaks only as of its date and the information contained herein is subject to change.

The Series 20[____] Bonds are issued pursuant to the authority of and in full compliance with the Constitution and laws of the State of Florida, including particularly the Community Redevelopment Act of 1969, Part III, Chapter 163, Florida Statutes, as amended, and other applicable provisions of law. The Series 20[____] Bonds are further being issued pursuant to Resolution No. 2022-20 adopted by the Agency on June 28, 2022 (the “Master Resolution”), as supplemented by Resolution No. 2025-[____] adopted by the Agency on May 14, 2025 (the “Supplemental Resolution” and, together with the Master Resolution, as the same may be supplemented and amended from time to time, the “Bond Resolution”). Capitalized terms not otherwise defined herein shall have the meanings assigned to them in the Bond Resolution. See “APPENDIX C—Copy of the Bond Resolution.” The City Commission (the “City Commission”) of the City of Pompano Beach, Florida (the “City”) has approved the Bond Resolution by resolutions heretofore adopted by the City Commission.

Pursuant to Part III, Chapter 163, Florida Statutes (the “Redevelopment Act”), the City made the necessary findings required by applicable law and created and established the Agency by Ordinance No. 89-27 (the “CRA Ordinance”) enacted by the City Commission on December 20, 1988. The Agency has two redevelopment areas, referred to as the “Northwest District Area” and the “East Pompano Beach District Area,” respectively, and two separate redevelopment trust funds relating to each such redevelopment area. The Northwest District Area is defined as the “Redevelopment Area” in the Master Resolution and the related redevelopment trust fund is defined as the “Redevelopment Trust Fund” in the Master Resolution.

THE CITY IS CURRENTLY AND, THROUGH THE FINAL MATURITY OF THE SERIES 20[____] BONDS IS EXPECTED TO CONTINUE TO BE, THE SOLE TAXING AUTHORITY REQUIRED TO REMIT TAX INCREMENT REVENUES TO THE AGENCY’S REDEVELOPMENT TRUST FUNDS, INCLUDING THE REDEVELOPMENT TRUST FUND RELATING TO THE REDEVELOPMENT AREA.

* Preliminary, subject to change.

NO TAX INCREMENT REVENUES REMITTED TO THE AGENCY BY THE CITY FOR DEPOSIT TO THE REDEVELOPMENT TRUST FUND RELATING TO THE EAST POMPANO BEACH DISTRICT AREA ARE PLEDGED TO, OR OTHERWISE AVAILABLE TO PAY DEBT SERVICE ON, THE SERIES 20[] BONDS.

The Agency has issued its Tax Increment Revenue Bond (Northwest District Area), Series 2022 under the Master Resolution in the original aggregate principal amount of \$15,000,000 (the “Series 2022 Bond”), of which \$[] is currently Outstanding. The Series 20[] Bonds are being issued on a parity with the Outstanding Series 2022 Bond with respect to the pledge of the Pledged Revenues, as more fully described herein. [Add information about any previously issued Authorized Additional Bonds] Additional Bonds and Parity Obligations may be issued by the Agency in the future on a parity with the Outstanding Series 20[] Bonds and the Outstanding Series 2022 Bond, upon the conditions, and within the limitations and in the manner provided, in the Bond Resolution. The Agency has incurred, and may in the future incur, Subordinate Obligations, upon the conditions, and within the limitations and in the manner provided, in the Bond Resolution. See “SECURITY FOR THE SERIES 20[] BONDS—‘Outstanding Bonds and Existing Subordinate Obligations’ and ‘Additional Bonds, Parity Obligations and Subordinate Obligations’.”

The Series 20[] Bonds are subject to redemption prior to maturity as described herein under “DESCRIPTION OF THE SERIES 20[] BONDS—Redemption Provisions.”

[The Series 20[] Bonds will **not** be secured by the Reserve Account or any subaccount therein and the Reserve Requirement for the Series 20[] Bonds is \$0.00.]

[], has been designated as initial Paying Agent and Registrar for the Series 20[] Bonds.

For a description of certain risks attendant to an investment in the Series 20[] Bonds see “SELECTED INVESTMENT CONSIDERATIONS.”

Brief descriptions of the Bond Resolution, the Series 20[] Bonds and the security for the Series 20[] Bonds are included in this Official Statement. Such descriptions and summaries do not purport to be comprehensive or definitive. See APPENDIX C hereto for a copy of the Bond Resolution.

CERTAIN MATTERS RELATING TO THE AGENCY

General

As noted earlier, the City Commission adopted the CRA Ordinance on December 20, 1988 creating and establishing the Agency pursuant to the Redevelopment Act. Pursuant to the CRA Ordinance, the City Commission vested in the Agency the powers authorized by Section 163.370, Florida Statutes. Pursuant to Ordinance No. 90-10 enacted by the City Commission on November 7, 1989 (the “Redevelopment Trust Fund Ordinance”) the City created and established the Redevelopment Trust Fund for the Redevelopment Area, designated as the “Northwest District Area” pursuant to Section 163.387, Florida Statutes, provided for the deposit into the Redevelopment Trust Fund of certain tax increment revenues in order to implement the

Redevelopment Plan relating to the Redevelopment Area, and provided for the financing and refinancing of redevelopment projects in accordance therewith. The Northwest District Area is defined as the “Redevelopment Area” in the Master Resolution.

The City Commission, by Ordinance No. 90-9 enacted on October 31, 1989, adopted and approved a community redevelopment plan for the Northwest District Area (the “Original CRA Plan”). Subsequent thereto, pursuant to resolutions of the City Commission, and an interlocal agreement among the City, the Agency and Broward County, Florida (the “County”), the City Commission established a redevelopment area separate from the Redevelopment Area designated as the “East Pompano Beach District Area,” and approved and adopted a separate redevelopment plan for the East Pompano Beach District Area and a separate redevelopment trust fund (the “East Pompano Beach Redevelopment Trust Fund”) for the East Pompano Beach District Area.

The East Pompano Beach District Area and the East Pompano Beach Redevelopment Trust Fund are separate and distinct from the Redevelopment Area and the Redevelopment Trust Fund. Accordingly, only limited information is provided herein regarding the East Pompano Beach District Area and the East Pompano Beach Redevelopment Trust. The Agency has previously issued and has outstanding its Tax Increment Revenue Bond (East Pompano Beach District Area), Series 2013B, which have a stated maturity date of February 1, 2030 (the “Series 2013B Bonds”). The Series 2013B Bonds were not issued under the Master Resolution and are not secured by the Pledged Tax Increment Revenues. The Series 2013B Bonds are payable from amounts on deposit for that purpose in the East Pompano Beach Redevelopment Trust Fund in accordance with the terms and conditions of the financing documents relating to the Series 2013B Bonds. See “MANAGEMENT DISCUSSION OF BUDGET AND FINANCES.”

By Ordinance No. 2011-9 enacted by the City Commission on November 9, 2010, the Original CRA Plan for the Northwest District Area was modified and amended (the “Modified CRA Plan”). Additionally, the City, the Agency, the County, the North Broward Hospital District (the “Hospital District”) and the Children’s Services Council of Broward County (“CSC”) entered into that certain Interlocal Agreement Regarding the City of Pompano Beach Redevelopment Agency effective as of July 10, 2018 (the “Interlocal Agreement”) which, among other matters, replaced certain provisions of the Modified CRA Plan to the extent inconsistent with the Interlocal Agreement and supplemented the Modified CRA Plan to the extent the Interlocal Agreement addressed matters not addressed in the Modified CRA Plan (as so modified, the “2018 Redevelopment Plan”) and extended the term of the Northwest District Area to December 31, 2040 (which Interlocal Agreement has no effect on the East Pompano Beach District Area).

As a result of certain provisions of the Interlocal Agreement, after December 31, 2019 no taxing authorities other than the City are obligated to, or do, remit tax increment revenues to the Redevelopment Trust Fund, although the Interlocal Agreement required the County, the Hospital District and the CSC to make certain payments to the Agency which are not included in the Pledged Revenues. See “REDEVELOPMENT PROJECTS—General.”

The original Interlocal Agreement attached a list of “Approved Projects” that may be undertaken by the Agency as part of the 2018 Redevelopment Plan and further provided that, upon request of the Agency, the Approved Projects may be modified from time to time by approval of

the County Administrator of the County, the City Manager of the City and the Executive Director of the Agency, or their respective designees.

Pursuant to Resolution No. 2021-287 adopted by the City Commission on September 14, 2021 and Resolution No. 2021-53 adopted by the Agency on July 20, 2021, the 2018 Redevelopment Plan for the Redevelopment Area was amended (as so amended, the “2021 Redevelopment Plan”) to include redevelopment projects consistent with the list of the Approved Projects attached to the Interlocal Agreement (as such list may be modified from time to time in accordance with the Interlocal Agreement).

Subsequently (i) the 2021 Redevelopment Plan was amended by Resolution No. 2024-31 adopted by the Agency on May 21, 2024 and by Resolution No. 2024-144 adopted by the City Commission on June 11, 2024 (the “2024 Redevelopment Plan Amendment”); (ii) the County adopted Resolution No. 2024-088 on April 19, 2024 approving the extension of the duration of the Redevelopment Area through December 31, 2049 (the “County Resolution”); and (iii) the list of Approved Projects attached to the Interlocal Agreement was amended in accordance with the Interlocal Agreement to be consistent with the 2024 Redevelopment Plan Amendment. For purposes of the Master Resolution, the term “Redevelopment Plan” includes the 2024 Redevelopment Plan Amendment.

Governing Board and Administration; Selected Matters Relating to Operations

Pursuant to the CRA Ordinance, the governing board of the Agency (the “Governing Board”) is made up of those persons comprising the members of the City Commission from time to time. The principal administrative staff of Agency consists of an Executive Director, a Director, and a Senior Redevelopment Project Manager. The biographies of the persons currently serving in those roles are set forth below. These staff members are assisted by other Agency employees, including a Property Manager, Project Manager, and Project Coordinator, as well as the City’s Finance Director and certain other City administrative staff.

[Add bios of Executive Director, Director and Senior Redevelopment Project Manager]

Each of the Redevelopment Area and the East Pompano Beach District Area have separate budgets approved annually by the Governing Board. Certain general administrative costs of the Agency are shared equally by the Redevelopment Area and the East Pompano Beach District Area through amounts available for that purpose on deposit in the Redevelopment Trust Fund and East Pompano Beach Redevelopment Trust, respectively, and other available funds of the Agency. See “MANAGEMENT DISCUSSION OF BUDGET AND FINANCES” and “APPENDIX A—Basic Financial Statements of the Agency for the Fiscal Year Ended September 30, 20[].”

The City

The City is a municipal corporation of the State, duly organized and existing under the laws of the State, including the City’s Home Rule Charter, adopted in 1957. The City was incorporated in 1947 and is located in the northeastern portion of Broward County, Florida (the “County” or “Broward County”), north of the City of Fort Lauderdale, and includes approximately three miles of beachfront. The City covers approximately 24.59 square miles. In addition to general governmental services, the City also provides community planning and redevelopment, public

safety, public works and culture and recreation services to its residents. The City's parking system, water and sewer, stormwater, sanitation, and airport operations are reported as enterprise funds.

The City is home to approximately 113,691 residents. During peak season (September through March) this number increases to nearly 150,000. The City is also home to over 28 million square feet of industrial/warehouse/distribution space. The City provides access to both the Florida Turnpike and Interstate 95 and is in close proximity to the Fort Lauderdale International Airport. The Pompano Beach Air Park is also home to the Goodyear Blimp.

The City operates under a Commission/City Manager form of government pursuant to which the Mayor and City Commission hire the City Manager. The City Commission is comprised of six members, each elected for a two-year term, with the exception of the Mayor, who is elected for a four-year term. One member of the City Commission is elected as Mayor by the electors of the City and chairs the City Commission. The City Commission is responsible for legislative duties and the City Manager is responsible for enacting the policies and actions approved by the Commission and overseeing the daily operations of the City.

The City's Finance Director is responsible for the fiscal affairs, financial management and related systems for the City and assists the executive staff of the Agency in financial and budget matters.

Redevelopment Area

General

The Redevelopment Area consists of approximately 3,084 acres within the northwest area of the City limits, representing about 22% of the land area of the City. The land within the Redevelopment Area is substantially developed. See "Composition of the Redevelopment Area Tax Base" below. Currently, various economic indicators in the area, such as median household income or median property value, are lower than the County or statewide medians. The Redevelopment Area is bounded on the north by Copans Road, on the south by Atlantic Boulevard, on the west by NW 31st Avenue, and on the east by Dixie Highway. Below is a map depicting the boundaries of the Redevelopment Area.

[Insert map of Northwest Redevelopment Area]

The land uses in the Redevelopment Area are varied. Industrial and warehouse uses are the predominate uses in the northwest quadrant, generally west of Interstate 95 and north of NW 15th Street. This industrial area is enhanced by access to Interstate 95 and the Florida Turnpike, as well as to the CSX and FED railroad lines. Much of the rest of the Redevelopment Area consists of residential neighborhoods, consisting of historic housing, together with an emerging mix of single and multifamily dwellings that offer affordable, workforce and market rate housing, with their attendant civic uses, such as schools, churches and parks. Commercial uses tend to be located along the major arterial roads such as Atlantic Boulevard, Copans Road, Powerline Road and Dixie Highway. Smaller, more neighborhood oriented commercial uses are located along Dr. Martin Luther King, Jr. Boulevard ("MLK Boulevard"), NW 27th Avenue, and NW 31st Avenue. Old Town, a historic retail and entertainment district, is located along Flagler Avenue, on the east side of the FEC railroad tracks just north of Atlantic Boulevard. Development in Old Town consists

mostly of street level retail, largely in one and two story buildings in a traditional pattern of small scale buildings fronting directly on the sidewalk.

Notable completed or on-going projects within Redevelopment Area include the following [to be updated]:

- Revitalization of Old Town through various City and CRA projects. Several of the buildings have painted murals and the main focal point is a central urban plaza with a fountain water feature. A private mixed-use development of residential and ground floor commercial space called “Old Town Square” was completed in 2024.
- The Civic Commons comprises the existing City Hall and a Cultural Center, which includes a digital media center, performing arts venue, exhibit space and public library.
- The Historic Ali Building was acquired by the Agency, renovated and opened in 2015 as a visual and performing arts center referred to as the “Ali Cultural Arts,” celebrating the history and culture of the African American community. The Agency subsequently deeded this building to the City to maintain and manage programming.
- The historic Bailey Hotel structure (built in 1923) was renovated into the Bailey Contemporary Arts (BaCa) facility and now houses two main galleries to showcase exhibitions, a coffee house and a dynamic upstairs occupied by “artists in residence.”
- The 731 Retail Shoppes, completed by the Agency in 2015, was the first new building in 50 years built on the MLK Boulevard commercial corridor a. It consists of a 4,000+ square foot building with six tenant spaces. This project included improvements to the site, landscaping and reconfiguration of a public parking lot. [Currently all six tenant spaces are leased by the Agency to third parties.]
- City Vista, which opened in 2018, is the first urban style 111-unit, mixed use, affordable mid-rise development on MLK Boulevard. The ground floor includes 7,400 square feet of non-residential/commercial space, a portion of which is leased by the Agency for office use and a shared co-work area.
- The City has funded [and is currently funding] various public street, lighting and park improvements, including with proceeds of its general obligation bonds issued in 2018 and 2021.
- Old Town’s Backyard, completed by the Agency in 2023, was developed into a public gathering space for outdoor dining and entertainment opportunities on vacant land. The Agency secured leases with five property owners to create an open space opportunity that did not exist prior to the improvements.

- The Agency completed improvements to Annie Adderly Gillis Park in 2023, transforming the park from an underutilized, passive greenway into an urban park space with amenities. The Agency installed landscaping, walkways, exercise equipment, covered areas for social gatherings and a raised stage for events.
- The Agency, using proceeds of its Series 2022 Bond, is implementing a Project (the “Series 2022 Redevelopment Project”) relating to public infrastructure and streetscape improvements, as more fully described below under “REDEVELOPMENT PLAN PROJECTS—Series 2022 Redevelopment Project.”
- The City, together with the Agency, is actively involved in bringing a large scale “live, work, play” mixed-use “Downtown Master Redevelopment Project,” as more fully described below under “REDEVELOPMENT PLAN PROJECTS—Downtown Master Redevelopment Project,” to the portion of the Redevelopment Area referred to as the “Downtown.”

Composition of the Redevelopment Area Tax Base

The following table sets forth the uses of taxable property within the Redevelopment Area as of January 1, 20[_____].

[This Space Intentionally Left Blank]

Taxable Property Type By Categories in Redevelopment Area as of 1/1/[__]

| <u>Property Description</u> | <u>Number of Parcels</u> | <u>Total Assessed Value (In Thousands)</u> | <u>% Total for Redevelopment Area</u> |
|-----------------------------|------------------------------|--|---|
| Single-Family | | | |
| Multi-Family (less than 10) | | | |
| Multi-Family (10 or more) | | | |
| Condominium | | | |
| Cooperatives | | | |
| Retirement Homes | | | |
| Vacant Residential | | | |
| Hotels/Motels | | | |
| Vacant Commercial | | | |
| Improved Commercial | | | |
| Vacant Industrial | | | |
| Improved Industrial | | | |
| Agricultural | | | |
| Institutional | | | |
| Government | | | |
| Miscellaneous | | | |
| [Centrally Assessed] | | | |
| Total | | | |

Source: Broward County Property Appraiser.

The following table sets forth the two ten property owners (by assessed value) within the Redevelopment Area by amount of taxes paid as of January 1, 20[____].

[This Space Intentionally Left Blank]

Top Ten Taxable Property Owners (by assessed value) as of 1/1/[]

| <u>Taxpayer</u> | <u>Type of Business</u> | <u>Taxable Assessed Value</u> |
|-----------------|-------------------------|-------------------------------|
|-----------------|-------------------------|-------------------------------|

Total top ten parcels
Total Redevelopment Area
Value of top ten parcels as a
percentage of total Redevelopment
Area

Source: Broward County Property Appraiser.

The following table sets forth the historical taxable assessed value for the Redevelopment Area for the last 10 tax years.

Historical Taxable Assessed Value of Redevelopment Area Last 10 Tax Years

| <u>Tax Year</u> | <u>Base Year: \$[]</u> | <u>Total Taxable Assessed Value</u> |
|-----------------|-------------------------|---|
|-----------------|-------------------------|---|

Source: Broward County Property Appraiser.

The following table presents the [preliminary] taxable assessed values for the Redevelopment Area for Tax Year 20[], which were certified by [] to the State of Florida

Department of Revenue:

20[] [Preliminary] Taxable Assessed Values of Redevelopment Area

| <u>Tax Year</u> | <u>Base Year: \$[]</u> | <u>Total Taxable Assessed Value</u> |
|-----------------|-------------------------|---|
|-----------------|-------------------------|---|

Source: Broward County Property Appraiser.

REDEVELOPMENT PLAN PROJECTS

Redevelopment Plan Projects; Financing and Implementation Plan

[All to be updated]

General

The Redevelopment Plan sets forth redevelopment strategies within geographic sub-areas in the Redevelopment Area. The current Redevelopment Plan is intended to attract new commercial businesses and developments, attract and retain the existing industrial base, and support improvements to the neighborhoods in the Redevelopment Area, with a focus on the “Downtown Master Redevelopment Project,” as more fully described below.

Annually, the Agency adopts a five-year financing and implementation plan reflecting the prioritization of the financial resources required for the Agency to implement the redevelopment strategies in the Redevelopment Plan. The most current financing and implementation plan (the “Current Plan”) was adopted on by the Governing Board on [], 20[] for the fiscal years 20[] through 20[].

Generally, funding sources set forth in the Current Plan consist primarily of: (i) rental income; [(ii) remaining proceeds of the Series 2022 Bond] [add any other previously issued Authorized Additional Bonds], (iii) proceeds of the Series 20[] Bonds, (iv) amounts previously provided by the County, the Hospital District and the CSC pursuant to the Interlocal Agreement (which totaled, in the aggregate, \$13,750,000 and are not included in the Pledged Revenues), (v) a \$10 million grant made and controlled by the County pursuant to the Interlocal Agreement, which amount has been used or is earmarked for use to eliminate residential slum and blight in portions of the residential neighborhoods in the Redevelopment Area, (vi) proceeds of land sales, as described below, and (vii) Pledged Tax Increment Revenues available for that purpose pursuant to the Master Resolution.

For a discussion of certain matters relating to the Pledged Tax Increment Revenues, see “PLEGGED TAX INCREMENT REVENUES” and “MANAGEMENT DISCUSSION OF BUDGET AND FINANCES.”

The following summarizes certain matters relating to the current Redevelopment Plan projects:

Downtown Master Redevelopment Project

Overview

The portion of the Redevelopment Area referred to as the “Downtown,” to which the Downtown Master Redevelopment Project relates, encompasses approximately 75 acres, and is located, primarily, in the area of Interstate 95 on the west, Dixie Highway on the east, MLK Boulevard on the north, and Atlantic Boulevard on the south.

As more fully described in the following paragraph, the Downtown Master Redevelopment Project is intended to create a vibrant and pedestrian friendly development emphasizing and embodying “live, work, play” elements by integrating a variety of daytime and night-time economic uses, including a hotel, office, retail and restaurant space, and a dense residential component. The Downtown is planned to be anchored by a civic component, consisting of a new City Hall, a new public parking garage with up to 600 spaces and a [new][renovated] Community Center (collectively, the “Civic Facilities”).

The Downtown is envisioned as a high density, urban area with a mix of uses, including residential, office, hotel, retail and restaurant uses. Redevelopment of this area is based on a “Smart City” concept that considers the physical and technical integration of people and places, such that the Downtown can become a hub of activity. As noted later below, the Agency and the City own land in this area and development of these parcels is a top priority of the Downtown Master Redevelopment Project. To maximize the development potential of these parcels, an innovative draining system is contemplated [as part of the Series 20[] Project] to include a series of waterways inspired by the canal systems in Amsterdam and The Riverwalk in San Antonio, Texas. The waterways are planned to provide a shared drainage system for maximum build out capacity across the parcels by eliminating the need for dry retention ponds.

[Consider adding rendering of Downtown Master Redevelopment Project or map of Downtown]

The table below sets forth the current planned uses in the Downtown Master Redevelopment Project at full build out, which are subject to change based on market and other conditions, many of which are outside the control of the Agency and the City:

| <u>Proposed Use</u> | <u>Density (approximate)</u> |
|---------------------|------------------------------|
| Multi-family | 3,120 units |
| Office | 717,500 square feet |
| Commercial/retail | 159,000 square feet |
| Hotel | 165 rooms |
| Community Center | 20,000 square feet |
| City Hall | 116,000 square feet |
| Open Space | 8.82 acres |
| Public Parking | 2,360 spaces |

In 2023, pursuant to an invitation to negotiate process, the City and the Agency selected a private developer (the “Master Developer”) with respect to the Downtown Master Redevelopment Project. The City, the Agency and the Master Developer entered into a written public/private development agreement dated June 24, 2024 (the “Master Development Agreement”), together with related written arrangements, to provide for the Downtown Master Redevelopment Project to be implemented in multiple phases, projected to occur from 2024 through 2044, the current term of the Master Development Agreement, although it is anticipated the majority of the development will occur over the first 10 to 12 years of the term of the Master Development Agreement. The City and the Agency have also entered into an Interlocal Agreement relating to the Downtown Master Redevelopment Project (the “City/CRA Interlocal Agreement”). The Master Development Agreement and the City/CRA Interlocal Agreement are more fully described below.

Prior to entering into the Master Development Agreement, the Agency began to acquire property for redevelopment within the Downtown to lay the foundation for its revitalization. [TO be updated: Currently, within the Downtown, the Agency owns approximately [____] acres of [vacant and/or improved] land. [The City is required by the City/CRA Interlocal Agreement to transfer to the Agency an additional approximately [____] acres of [unimproved] land in the Downtown owned by the City (the “Additional City Parcels”) and will convey to the Agency an additional 1.41 acres of vacant land in the Downtown transferred to the City by the County.] [Discuss status of Agency-owned parcels and any sales to-date] The Agency may seek to acquire additional parcels during the development of the Downtown Master Redevelopment Project. Currently, the City owns approximately [____] acres in the Downtown which are [being][intended to be] improved with the Civic Facilities. [Discuss status of construction/financing of Civic Facilities]]

Additionally, in 2010, the Agency engaged an urban design firm to create a “Downtown Connectivity Plan,” which analyzed market demand, land use, traffic and transportation, and concepts for future development. In 2012, the Agency completed a “Massing and Zoning Analysis Report” as part of a land use amendment to create the Downtown Pompano Transit Oriented

Corridor, after which new zoning regulations were approved by the City in 2013 to designate the area as Transit Oriented and create the Downtown Pompano Beach Overlay District.

Implementation of micro and macro transit options is at the core of the multi-modal vision for the Downtown involving rail, bus, trolley and other micro transportation options. A commuter rail station on Dixie Highway, in the center of Downtown, has been approved by the County and the Florida Department of Transportation and is expected to be completed in the next [] to [] years. The City, in partnership with the Florida Department of Transportation, has implemented a micro-transit program (currently operated by a third-party operator) in the eastern section of the City. There are plans to extend this service into the Downtown and plans to provide for larger capacity micro-vehicles to transport residents and visitors between the eastern and western portions of the City.

As part of the Downtown Master Redevelopment Project, the City and the Agency plan to negotiate an agreement with the County with respect to certain parcels owned by the County in the Downtown and used to provide public health services to provide for an exchange of the County-owned parcels for parcels owned by the City [and/or the Agency] outside of the Downtown and/or the construction of a new County public health facility (the “County Facility”) on such parcels; however, accomplishing this arrangement is not necessary to implement the Downtown Master Redevelopment Project as currently contemplated.

Master Development Agreement

Pursuant to the Master Development Agreement, the Master Developer is chiefly responsible for (i) the delivery of the site work, horizontal public and private infrastructure required for certain property in the Downtown to be ready for vertical development; (ii) acquiring various non-governmental parcels within the Downtown for redevelopment by the Master Developer and/or third parties with private uses, as well as marketing and managing the sale of such parcels to third parties; (iii) marketing and managing the sale of certain parcels owned and/or to be acquired by the Agency in the Downtown to third parties for redevelopment with private uses; and (iv) serving as the master developer/contractor for the design, permitting, and construction of the County Facility, if any, at the expense of the City and/or the Agency.

Additionally, the Master Developer is obligated, at the option of the City, to finance the cost of design, permitting and construction of all or a portion of the Civic Facilities, in which case the City will lease the land on which the applicable Civic Facilities will be located to the Master Developer and the Master Developer will sublease the applicable Civic Facilities to the City in return for annual lease payments. Alternatively, the City may elect to directly finance the cost of the design, permitting and construction of all or a portion of the Civic Facilities. The total cost of the Civic Facilities is currently estimated at \$[], which is subject to change based on final design, among other matters.

The Master Development Agreement contemplates that the City and the Agency will cooperate with the Master Developer to obtain necessary governmental approvals needed to implement the Downtown Master Redevelopment Project. Additionally, the Agency agrees in the Master Development Agreement to pay for “Agency Master Project Costs” (hereinafter defined) in an aggregate amount not to exceed \$112,750,000, on a subject to annual appropriation basis,

from a blend of funding sources, including amounts paid by taxing authorities other than the City pursuant to the Interlocal Agreement, proceeds from land sales, and Pledged Tax Increment Revenues [arising from the Downtown Master Redevelopment Project] available on a subordinate basis to the Agency’s Outstanding Bonds, including the Series 2022 Bond and the Series 20[] Bonds.

The Agency Master Project Costs are comprised of (i) approximately \$64.5 million of costs related to public infrastructure, a portion of which is included in the Series 20[] Redevelopment Project; (ii) approximately \$30 million of costs related to the acquisition of land in the Downtown to be sold to third parties for redevelopment with private uses; (iii) approximately \$8 million of costs related to public parking in addition to the new parking garage contemplated as part of the Civic Facilities; and (iv) contingency. [Discuss any portion of the project funded by previously issued Authorized Additional Bonds.]

The table below depicts the funding sources for the obligations of the Agency relating to the Agency Master Project Costs from fiscal year 2024 through 2028, when it is anticipated that the Agency’s obligations with respect to funding the Agency Master Project Costs will be satisfied.

| | Total | Fiscal Year <u>2024</u> | Fiscal Year <u>2025</u> | Fiscal Year <u>2026</u> | Fiscal Year <u>2027</u> | Fiscal Year <u>2028</u> |
|--------------------------------------|---------------|----------------------------|----------------------------|----------------------------|----------------------------|----------------------------|
| Public Infrastructure Sources: | | | | | | |
| Land Acquisition Sources: | | | | | | |
| Parking sources: | | | | | | |
| Contingency | | | | | | |
| Total | \$112,750,000 | | | | | |

Source: The Agency.

The City’s financial obligations under the Master Development Agreement are mainly related to the Civic Facilities and the County Facility, if the proposed transaction is accomplished with the County.

Among other matters, the Master Development Agreement sets forth various time frames and milestones that must be met by the parties with respect to their respective obligations relating to the development of the Downtown Master Redevelopment Project and provides for termination by the parties upon certain circumstances. Unless extended or sooner terminated in accordance with its terms, the Master Development Agreement terminates 20 years from its date.

City/CRA Interlocal Agreement

The City/CRA Interlocal Agreement further describes the respective obligations of the City and the Agency with respect to the Master Development Agreement and the Downtown Master Redevelopment Project.

Generally, the Agency's obligations consist of (i) taking all reasonable steps to provide for the funding of the Agency Master Project Costs in the manner described above; (ii) transferring to the City, on a subject to annual appropriation basis (a) proceeds of the sale Downtown to third parties for redevelopment with private uses of land owned and/or to be acquired by the Agency and (b) Pledged Tax Increment Revenues [arising from the Downtown Master Redevelopment Project] available on a subordinate basis to the Agency's Outstanding Bonds, including the Series 2022 Bond and the Series 20[] Bonds, for use by the City as additional funding for the Downtown Master Redevelopment Project, including to defray annual sublease payments, if any, to be made by the City to the Master Developer with respect the Civic Facilities; and (iii) if an agreement is reached with the County relating to a property exchange and/or the construction of the County Facility, complying with the obligations of the Agency under such agreement, including contributing to funding of the County Facility.

Generally, the City's obligations consist of (i) agreeing to transfer the City Parcels to the Agency at the times required by the Master Development Agreement [which obligation has been satisfied]; (ii) using certain legally available funds of the City to fund any annual sublease payments to be made to the Master Developer relating to the new [City Hall] [public parking garage][community center] included in the Civic Facilities, prior to seeking to use Agency funds for that purpose; (iii) taking all reasonable steps to provide the funding required for the design, permitting and construction of all or a portion of the Civic Facilities pursuant to the Master Development Agreement, on a subject to annual appropriation basis, to the extent not financed by the Master Developer; and (iv) if an agreement is reached with the County relating to a property exchange and/or the construction of the County Facility, complying with the obligations of the City under such agreement, including contributing to funding of the County Facility.

The term of the City/CRA Interlocal Agreement continues until such time as the respective obligations of the City and the Agency thereunder have been satisfied.

Infrastructure and Streetscape Initiatives

The Series 2022 Redevelopment Project

The Series 2022 Redevelopment Project is a Project within the meaning of the Master Resolution and enhances the Master Downtown Redevelopment Project. The Series 2022 Redevelopment Project is defined in the Master Resolution to mean improvements to Dixie Highway from SW 2nd Street to NE 10th Street (approximately 0.85 miles) and along Atlantic Boulevard from NW 7th Avenue to Cypress Road (approximately 0.5 miles) within the public rights-of-way and further consisting of (i) intersection improvements to improve pedestrian and traffic circulation; demolition of existing facilities (i.e., existing concrete medians, asphalt and sidewalk removal); bicycle lanes; landscape medians; sidewalks (concrete and pavers); new curbing; (ii) decorative street lighting; landscaping (groundcovers, shade trees, palms, and supporting irrigation); street furniture (benches, bicycle racks, trash containers); (iii) upgrades to the existing drainage system; improvements to existing water and sewer mains; (iv) roadway resurfacing and pavement markings, signage, etc., and (v) traffic signal modifications and improvements to the Florida East Coast (FEC) railway at-grade crossings, as well realignment of existing traffic signals along Dixie Highway at the intersections of MLK Boulevard/NE 3rd Street, NE 6th Street, and NE 10th Street.

As of the date hereof, the Series 2022 Redevelopment Project is approximately ____% complete, with completion anticipated by the end of the [____] quarter of 20[____] [complete].

The total cost of the Series 2022 Redevelopment Project is approximately \$46 million. In addition to proceeds of the Series 2022 Bond, funding sources for the Series 2022 Redevelopment Project included certain amounts provided by the City, the County and the Florida Department of Transportation.

The Series 20[____] Redevelopment Project

The Series 20[____] Redevelopment Project is a Project within the meaning of the Master Resolution. The Series 20[____] Redevelopment Project consists of [(i) the NW 6th Avenue beautification project to improve the aesthetics of the roadway from Atlantic Boulevard to NW 15th Street, which includes, without limitation, demolition of three roundabouts and replacement with raised brick paver intersections, replacement of worn and dilapidated utility boxes, replacement of street lighting with LED lamps, milling, sealing, striping and repaving the public roadway, landscaping the public right of way areas and constructing a public parking lot on Agency-owned property for Annie Adderly Gillis Park (collectively, the “Beautification Project Component”) and (ii) various public infrastructure and related improvements in furtherance of the Master Downtown Redevelopment Project, including, without limitation, public roadways and alleys, pedestrian bridges, grading public property for future use for public projects, public open space, parks and other common areas, upgrades to the existing drainage system, improvements to existing water and sewer mains, signage, traffic signal modifications and realignment of existing traffic signals (collectively, the “Master Downtown Project Component”)]. [All to be further refined and reviewed].

As of the date hereof, the Series 20[____] Redevelopment Project is approximately ____% complete, with completion anticipated by the end of the [____] quarter of 20[____]. The total cost of the Series 20[____] Redevelopment Project is approximately \$[64.5 million], [all of which is anticipated to be funded by proceeds of the Series 20[____] Bonds]. [In addition to proceeds of the Series 20[____] Bonds, funding sources for the Series 20[____] Redevelopment Project include [____]].] The Agency anticipate that proceeds of the Series 20[____] Bonds will be applied on the date of issuance of the Series 20[____] Bonds to reimburse (i) Costs of the Beautification Project Component in the amount of approximately \$[____] incurred prior to such date and (ii) Costs of the Master Downtown Project Component incurred prior to such date.

[Add information about any portion of the Additional Redevelopment Project funded by previously issued Authorized Additional Bonds]

Miscellaneous Projects

Miscellaneous projects in the Redevelopment Plan include those related to (i) tenant improvements and maintenance; (ii) incentive programs and dissemination of information relating to the Agency’s activities; (iii) public safety and security activities; (iv) property acquisition unrelated to the Master Downtown Redevelopment Project; and (v) fees for consultants and professionals. The total cost of these miscellaneous projects in the Financing Plan for fiscal years 20[____] to 20[____] is \$[____], which will be funded primarily from Pledged Tax Increment

Revenues available for that purpose under the Master Resolution. [To be confirmed] See “MANAGEMENT DISCUSSION OF BUDGET AND FINANCES.”

PURPOSE OF THE SERIES 20[] BONDS

Proceeds of the Series 20[] Bonds will be used to (i) finance (including through reimbursement)[, together with other legally available funds], [a portion of] the Cost of the Series 20[] Redevelopment Project, as such Series 20[] Redevelopment Project is more fully described in the Supplemental Resolution and herein; and (ii) pay costs of issuance of the Series 20[] Bonds. [Other uses to be added, if applicable.] See “REDEVELOPMENT PLAN PROJECTS—Infrastructure and Streetscape Initiatives—Series 20[] Redevelopment Project,” and “ESTIMATED SOURCES AND USES OF FUNDS.”

DESCRIPTION OF THE SERIES 20[] BONDS

Authorized Denominations; Interest Payment Dates

The Series 20[] Bonds are issuable only in fully registered form in denominations of \$5,000 or integral multiples thereof, will be dated their date of delivery and will bear interest payable on each February 1 and August 1, commencing [] 1, 20[] (each, an “Interest Date”) at the interest rates (calculated on the basis of a 360-day year consisting of twelve 30-day months), and will mature on the dates, and in the amounts, set forth on the inside cover page of this Official Statement.

Transfer, Exchange and Registration

The Series 20[] Bonds, when issued, will be registered in the name of Cede & Co., as registered owner and nominee for The Depository Trust Company (“DTC”), New York, New York. See “DESCRIPTION OF THE SERIES 20[] BONDS—Book-Entry-Only System” herein. In the event the book-entry only system should be discontinued, the Series 20[] Bonds may be transferred and exchanged on the registration books of the Registrar only upon presentation and surrender thereof to the Registrar and such transfer or exchange shall be without expense or service charge to the registered owner, except for any tax or other governmental charges required to be paid with respect to such registration, exchange and transfer.

Book-Entry-Only System

The information in this caption concerning DTC and DTC’s book-entry-only system has been obtained from DTC and neither the Agency nor the Underwriter make any representation or warranty or take any responsibility for the accuracy or completeness of such information.

DTC will act as securities depository for the Series 20[] Bonds. The Series 20[] Bonds will be issued as fully-registered securities registered in the name of Cede & Co. (DTC’s partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered Series 20[] Bond certificate will be issued for each maturity of the Series 20[] Bonds, each in the aggregate principal amount of such maturity, or each interest rate of each maturity of each Series, and will be deposited with DTC.

DTC, the world's largest securities depository, is a limited-purpose trust company organized under the New York Banking Law, a "banking organization" within the meaning of the New York Banking Law, a member of the Federal Reserve System, a "clearing corporation" within the meaning of the New York Uniform Commercial Code, and a "clearing agency" registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 3.5 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments (from over 100 countries) that DTC's participants ("Direct Participants") deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants' accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation ("DTCC"). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly ("Indirect Participants"). DTC has a Standard & Poor's rating of AA+. The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at www.dtcc.com.

Purchases of Series 20[] Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the Series 20[] Bonds on DTC's records. The ownership interest of each actual purchaser of each Series 20[] Bond ("Beneficial Owner") is in turn to be recorded on the Direct and Indirect Participants' records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Series 20[] Bonds are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in the Series 20[] Bonds, except in the event that use of the book-entry-only system for the Series 20[] Bonds is discontinued.

To facilitate subsequent transfers, all Series 20[] Bonds deposited by Direct Participants with DTC are registered in the name of DTC's partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of the Series 20[] Bonds with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Series 20[] Bonds; DTC's records reflect only the identity of the Direct Participants to whose accounts such Series 20[] Bonds are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. Beneficial Owners of Series 20[] Bonds may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Series 20[] Bonds, such as redemptions, tenders, defaults, and proposed amendments to the Series 20[] Bond documents. For example, Beneficial Owners of Series 20[] Bonds may wish to ascertain that the nominee holding the Series 20[] Bonds for their benefit has agreed to obtain and transmit notices to Beneficial Owners. In the alternative, Beneficial Owners may wish to provide their names and addresses to the Registrar and request that copies of notices be provided directly to them.

Redemption notices shall be sent to DTC. If less than all of the Series 20[] Bonds are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such Series 20[] Bonds to be redeemed.

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to the Series 20[] Bonds unless authorized by a Direct Participant in accordance with DTC's MMI procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the Agency as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts the Series 20[] Bonds are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Principal, redemption premium, if any, and interest payments on the Series 20[] Bonds will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detail information from the Agency or the Paying Agent and Registrar (when other than the Agency) on the payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC nor its nominee, or the Agency, or the Paying Agent and Registrar (when other than the Agency), subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of principal, redemption premium, if any and interest payments to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the Agency and/or the Paying Agent, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

DTC may discontinue providing its services as depository with respect to the Series 20[] Bonds at any time by giving reasonable notice to the Agency. Under such circumstances, in the event that a successor depository is not obtained, Series 20[] Bond certificates are required to be printed and delivered.

The Agency may decide to discontinue use of the system of book-entry-only transfers through DTC (or a successor securities depository). In that event, Series 20[] Bond certificates will be printed and delivered to the Holders as provided in the Bond Resolution.

So long as Cede & Co. is the registered owner of the Series 20[] Bonds, as nominee of DTC, reference herein to the Bondholders or Registered Owners of the Series 20[] Bonds will mean Cede & Co., as aforesaid, and will not mean the Beneficial Owners of the Series 20[] Bonds.

The Agency can make no assurances that DTC will distribute payments of principal of, redemption premium, if any, or interest on the Series 20[] Bonds to the Direct Participants, or that Direct and Indirect Participants will distribute payments of principal of, redemption premium, if any, or interest on the Series 20[] Bonds or redemption notices to the Beneficial Owners of such Series 20[] Bonds or that they will do so on a timely basis, or that DTC or any of its Participants will act in a manner described in this Official Statement. The Agency is not responsible or liable for the failure of DTC to make any payment to any Direct Participant or failure of any Direct or Indirect Participant to give any notice or make any payment to a Beneficial Owner in respect of the Series 20[] Bonds or any error or delay relating thereto.

The rights of holders of beneficial interests in the Series 20[] Bonds and the manner of transferring or pledging those interests are subject to applicable state law. Holders of beneficial interests in the Series 20[] Bonds may want to discuss the manner of transferring or pledging their interest in the Series 20[] Bonds with their legal advisors.

NEITHER THE AGENCY NOR THE PAYING AGENT SHALL HAVE ANY OBLIGATION TO THE BENEFICIAL OWNERS, DIRECT OR INDIRECT PARTICIPANTS, OR THE PERSONS FROM WHOM DIRECT OR INDIRECT PARTICIPANTS ACT AS NOMINEES WITH RESPECT TO THE SERIES 20[] BONDS FOR THE ACCURACY OF RECORDS OF DTC, CEDE & CO OR ANY DIRECT OR INDIRECT PARTICIPANT WITH RESPECT TO THE SERIES 20[] BONDS OR THE SELECTION OF SERIES 20[] BONDS FOR REDEMPTION.

Redemption Provisions

Optional Redemption

The Series 20[] Bonds maturing on or prior to [] 1, 20[], are not subject to redemption at the option of the Agency prior to their respective dates of maturity. The Series 20[] Bonds maturing on or after [] 1, 20[], are subject to redemption at the option of the Agency prior to their respective dates of maturity on or after [] 1, 20[], in whole or in part at any time, and if in part, in accordance with the procedures described in this section below under “Partial Redemption,” at a redemption price equal to [one hundred percent (100%)] of the principal amount of the Series 20[] Bonds or portion of the Series 20[] Bonds to be redeemed, together with accrued interest from the most recent interest payment date as of which interest has been paid to the date fixed for redemption.

Mandatory Sinking Fund Redemption

The Series 20[] Bonds maturing on [] 1, 20[] are Term Bonds subject to mandatory redemption in part by the Agency by lot prior to their scheduled maturity from moneys in the Debt Service Account established under the Master Resolution in satisfaction of applicable Amortization Installments at the redemption price of 100% of the principal amount thereof, without premium, together with accrued interest to the date of redemption on August 1 of the years and in the principal amounts set forth below:

Redemption Date

Amortization Installment

*

*Final Maturity.

Partial Redemption

If less than all of the Series 20[] Bonds shall be called for redemption, the particular maturity or maturities of Series 20[] Bonds or portions of Series 20[] Bonds to be redeemed shall be selected by the Agency, and the particular Series 20[] Bonds of like maturity to be redeemed shall be selected by the Registrar by such method as the Registrar in its sole discretion deems fair and appropriate. So long as the Series 20[] Bonds are in book-entry-only form held by DTC, the Registrar shall select such Series 20[] Bonds within such selected maturities on a “Pro Rata Pass-Through Distribution of Principal” basis in accordance with DTC procedures, provided that so long as such Series 20[] Bonds are held in book-entry-only form, the selection for redemption of such Series 20[] Bonds shall be made in accordance with the operational arrangements of DTC then in effect and, if the DTC operational arrangements do not allow for redemption on a “Pro Rata Pass-Through Distribution of Principal” basis, such Series 20[] Bonds shall be selected for redemption within each such maturity in such manner as the Registrar shall determine and in accordance with DTC procedures. In any event, the portion of the Series 20[] Bond to be redeemed in part shall be in the principal amount of \$5,000 or any integral multiple in excess thereof.

With regard to the foregoing, it is the Agency’s intent that redemption allocations made by DTC, its Participants, or such other intermediaries that may exist between the Agency and the Beneficial Owners be made pro rata. However, the Agency can provide no assurance that DTC, its Participants or any other intermediaries will allocate redemptions of Series 20[] Bonds on a pro rata basis.

In the event that the obligations of DTC are terminated, the Agency may determine that the Series 20[] Bonds shall be registered in the name of and deposited with a successor depository operating a universal book-entry system, as may be acceptable to the Agency, or such depository’s agent or designee, and if the Agency does not select such alternate universal book-entry system, then the Series 20[] Bonds may be registered in whatever name or names Registered Owners of Series 20[] Bonds transferring or changing Series 20[] Bonds designate, in accordance with the provisions of the Bond Resolution.

See “APPENDIX C—Copy of the Bond Resolution.”

Notice of Redemption

Notice of optional redemption of the Series 20[] Bonds shall be given by the deposit in the U.S. mail of a copy of said redemption notice, postage prepaid, at least thirty and not more than sixty days before the redemption date to all Registered Owners of the Series 20[] Bonds or portions of Series 20[] Bonds to be redeemed at their addresses as they appear on the registration books to be maintained in accordance with provisions hereof. Failure to mail any such notice to a Registered Owner of a Series 20[] Bond, or any defect therein, shall not affect the validity of the proceedings for redemption of any Series 20[] Bond or portion thereof with respect to which no failure or defect occurred.

Each notice shall set forth the date fixed for redemption of the Series 20[] Bonds being redeemed, the redemption price to be paid, the date of such notice, the original issue date of such Series 20[] Bonds, the maturity date and rate of interest borne by the Series 20[] Bonds being redeemed, any conditions to such redemption or the reservation of the Agency of the right to rescind such notice of redemption, the name, address and telephone number of the person designated by the Registrar and Paying Agent to be responsible for such redemption and, if less than all of the Series 20[] Bonds then Outstanding shall be called for redemption, the distinctive numbers and letters, including CUSIP Numbers, if any, of such Series 20[] Bonds to be redeemed and, in the case of Series 20[] Bonds to be redeemed in part only, the portion of the principal amount thereof to be redeemed. If a Series 20[] Bond is to be redeemed in part only, the notice of redemption which relates to such Series 20[] Bond shall also state that on or after the redemption date, upon surrender of such Series 20[] Bond, a new Series 20[] Bond or Series 20[] Bonds in a principal amount equal to the unredeemed portion of such Series 20[] Bonds will be issued.

Any notice mailed as provided in the Master Resolution shall be conclusively presumed to have been duly given, whether or not the owner of such Series 20[] Bond receives such notice. Failure of such notice or payment to comply with the terms of the Master Resolution shall not in any manner defeat the effectiveness of a call for redemption if notice thereof is given as prescribed in the Master Resolution.

Notice of optional redemption may be conditioned upon the occurrence or nonoccurrence of such event or events as shall be specified in such notice of optional redemption and may also be subject to rescission by the Agency if expressly set forth in such notice.

Notwithstanding any other provision of the Bond Resolution to the contrary, so long as any Series 20[] Bond is registered in the name of Cede & Co., as nominee of DTC, all payments with respect to principal of, premium, if any, and interest on such Series 20[] Bond and all notices with respect to such Series 20[] Bond shall be made and given, respectively, in the manner provided in the Letter of Representations. Accordingly, as long as a book-entry-only system is used for determining beneficial ownership of Series 20[] Bonds, notice of redemption will be sent only to DTC. DTC will be responsible for notifying the DTC Participants, which will in turn be responsible for notifying the Beneficial Owners. Any failure of DTC to notify any DTC Participant, or of any DTC Participant to notify the Beneficial Owner of any such notice, will not affect the validity of the redemption of the Series 20[] Bonds.

See “APPENDIX C—Copy of the Bond Resolution.”

Effect of Redemption

Series 20[] Bonds or portions of Series 20[] Bonds that have been duly called for redemption under the provisions of the Master Resolution, and with respect to which amounts sufficient to pay the principal of, premium, if any, and interest to the date fixed for redemption shall be delivered to and held in separate accounts by an escrow agent, any Authorized Depositary or any Paying Agent in trust for the registered owners thereof, as provided in the Master Resolution and as to which any conditions to such redemption have been satisfied, shall not be deemed to be Outstanding under the provisions of the Master Resolution and shall cease to be entitled to any lien, benefit or security under the Master Resolution, except to receive the payment of the redemption price on or after the designated date of redemption from moneys deposited with or held by the escrow agent, Authorized Depositary or Paying Agent, as the case may be, for such redemption of the Series 20[] Bonds and, to the extent provided in the Master Resolution, to receive Series 20[] Bonds for any unredeemed portions of the Series 20[] Bonds.

See “APPENDIX C—Copy of the Bond Resolution.”

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ESTIMATED SOURCES AND USES OF FUNDS

The table below presents the estimated sources and uses of funds in connection with the Series 20[] Bonds:

Sources of Funds:

| | |
|--|---------|
| Principal Amount of Series 20[] Bonds | \$ |
| [Other Legally Available Funds] | |
| Plus: Original Issue Premium | |
| Less: Original Issue Discount | _____ |
| Total Sources of Funds | \$_____ |

Uses of Funds:

| | |
|---|---------|
| Deposit to Series 20[] Construction Subaccount ⁽¹⁾ | \$ |
| Deposit to Series 20[] Costs of Issuance Subaccount ⁽²⁾ | _____ |
| Total Uses of Funds | \$_____ |

⁽¹⁾ To be applied to pay Costs of the Series 20[] Project other than Costs of Issuance.

⁽²⁾ Includes Underwriter's discount, the fees of Bond Counsel, Disclosure Counsel and the Municipal Advisor, ratings, printing and other related costs of issuance.

[Other uses to be added, if applicable]

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COMBINED DEBT SERVICE REQUIREMENTS

The following table sets forth the debt service requirements on the Agency’s Outstanding Series 2022 Bond and the Series 20[] Bonds as of the date hereof.⁽¹⁾

| Fiscal Year Ending 9/30 | <u>Outstanding Series 2022 Bond</u> | | | <u>Series 20[] Bonds</u> | | | Total Aggregate Debt Service |
|----------------------------|-------------------------------------|-----------------|--------------|---------------------------|-----------------|--------------|------------------------------------|
| | <u>Principal</u> | <u>Interest</u> | <u>Total</u> | <u>Principal</u> | <u>Interest</u> | <u>Total</u> | |

Source: The Agency.

SECURITY FOR THE SERIES 20[] BONDS

General

The Series 20[] Bonds are being issued as Additional Bonds under the Master Resolution and as “Bonds” within the meaning of the Master Resolution.

The Master Resolution provides that payment of the principal of, premium, if any, and interest on the Outstanding Series 20[] Bonds, the Outstanding Series 2022 Bond, [add information about any previously issued Authorized Additional Bonds] and any Additional Bonds hereafter issued and Outstanding under the Master Resolution (collectively, the “Bonds”) and any Outstanding Parity Obligations hereafter issued under the Master Resolution shall be secured equally and ratably by an irrevocable lien on the Pledged Revenues, all in the manner and to the extent provided in the Master Resolution. Pursuant to the Master Resolution, the Agency irrevocably pledges such Pledged Revenues to the payment of the principal of, premium, if any, and interest on the Outstanding Bonds and Outstanding Parity Obligations, the funding and maintaining of the reserves for the Outstanding Bonds as required therein and for all other payments as provided therein.

For purposes of the Master Resolution, “Parity Obligations” are defined to mean obligations of the Agency, other than Bonds, issued or incurred as permitted thereunder and secured by a lien on the Tax Increment Revenues on a parity with the lien thereon securing the Bonds. Parity Obligations may include (without limiting the types of obligations that may otherwise constitute Parity Obligations) interest on bond anticipation notes, the principal of which is not secured by a lien on Tax Increment Revenues on a parity with the lien thereon of Bonds and Parity Obligations. Anything in the Master Resolution to the contrary notwithstanding, Parity Obligations shall not be secured by a pledge of or lien on, and shall not be payable from, amounts on deposit in the funds and accounts created under the Master Resolution.

THE AGENCY IS OBLIGATED TO PAY THE PRINCIPAL OF AND INTEREST ON THE SERIES 20[] BONDS SOLELY FROM THE PLEDGED REVENUES, AS DESCRIBED IN THE BOND RESOLUTION. THE SERIES 20[] BONDS SHALL NOT BE OR CONSTITUTE GENERAL OR MORAL OBLIGATIONS OR INDEBTEDNESS OR A PLEDGE OF THE FAITH AND CREDIT OF THE AGENCY, THE CITY, BROWARD COUNTY, FLORIDA, THE STATE OF FLORIDA OR ANY OTHER POLITICAL SUBDIVISION THEREOF WITHIN THE MEANING OF ANY CONSTITUTIONAL LEGISLATIVE OR CHARTER PROVISION OR LIMITATION, BUT SHALL BE LIMITED OBLIGATIONS OF THE AGENCY, PAYABLE SOLELY FROM AND SECURED BY A LIEN UPON AND A PLEDGE OF THE PLEDGED REVENUES, IN THE MANNER AND TO THE EXTENT PROVIDED IN THE BOND RESOLUTION. NO BONDHOLDER SHALL EVER HAVE THE RIGHT DIRECTLY OR INDIRECTLY, TO COMPEL THE EXERCISE OF THE AD VALOREM TAXING POWER OF THE CITY, BROWARD COUNTY, FLORIDA, THE STATE OF FLORIDA OR ANY POLITICAL SUBDIVISION THEREOF OR TAXATION IN ANY FORM ON ANY REAL OR PERSONAL PROPERTY TO PAY SUCH SERIES 20[] BONDS OR THE INTEREST OR PREMIUM, IF ANY, THEREON OR FOR THE PAYMENT OF ANY OTHER AMOUNTS PROVIDED IN THE BOND RESOLUTION. THE BONDS AND THE INDEBTEDNESS EVIDENCED THEREBY SHALL NOT CONSTITUTE A LIEN UPON

ANY OTHER FUNDS OR PROPERTY OF THE AGENCY, AND NO BONDHOLDER SHALL BE ENTITLED TO PAYMENT OF SUCH PRINCIPAL, INTEREST AND PREMIUM, IF ANY, FROM ANY OTHER FUNDS OF THE AGENCY OTHER THAN THE PLEDGED REVENUES, IN THE MANNER AND TO THE EXTENT PROVIDED IN THE BOND RESOLUTION. THE AGENCY HAS NO TAXING POWER.

The Bond Resolution does not create a lien or mortgage on the Projects.

[The Series 20[] Bonds are **not** secured by the Reserve Account or any subaccount therein and the Reserve Requirement for the Series 20[] Bonds is \$0.00.]

The Outstanding Series 2022 Bond is not secured by the Reserve Account or any subaccount therein. It should be noted that any Series Reserve Subaccount hereafter established under the Master Resolution, as supplemented, will not secure the Series 20[] Bonds.

[Add information about any previously issued Authorized Additional Bonds]

Additional Bonds and Parity Obligations on a parity with the Outstanding Series 20[] Bonds and the Outstanding Series 2022 Bond may be issued by the Agency in the future, upon the conditions, and within the limitations and in the manner provided, in the Bond Resolution. The Agency has incurred, and may in the future incur, Subordinate Obligations, upon the conditions and within the limitations and in the manner provided, in the Bond Resolution. See “SECURITY FOR THE SERIES 20[] BONDS—‘Outstanding Bonds and Existing Subordinate Obligations’ and ‘Additional Bonds, Parity Obligations and Subordinate Obligations’.”

Pledged Revenues

The Master Resolution provides that the pledge and lien on Pledged Revenues securing the Outstanding Bonds and the Outstanding Parity Obligations shall be prior and superior to all other liens or encumbrances on the Pledged Revenues. Notwithstanding the foregoing, however, nothing in the Master Resolution shall be deemed to grant or create a lien on any subaccount in the Construction Account or Reserve Account created with respect to a particular Series of Bonds in favor of the owners of Bonds of any other Series. Each subaccount in the Construction Account shall secure only the Series of Bonds with respect to which such subaccount was created. Each subaccount in the Reserve Account shall secure only the Series of Bonds expressly designated to be secured thereby, which may be multiple Series of Bonds in the case of the Composite Reserve Subaccount. In addition, nothing in the Master Resolution shall be deemed to grant or create a lien on any funds in the Rebate Account, including investment earnings thereon.

For purposes of the Bond Resolution, the following terms have the following meanings as set forth in the Master Resolution:

“Pledged Revenues” means Pledged Tax Increment Revenues and amounts held in the funds and accounts established by the Master Resolution, except for amounts held in the Rebate Account, provided, as to any particular Series of Bonds, the subaccounts in the Reserve Account shall secure only the Series of Bonds designated to be secured thereby.

“Pledged Tax Increment Revenues” means the moneys required by Section 163.387, Florida Statutes and the CRA Ordinance to be deposited into the Redevelopment Trust Fund annually by the City with respect to the Redevelopment Area, all as more particularly set forth in the Master Resolution, and excluding any amounts received by the Agency from any taxing authority other than the City pursuant to the Interlocal Agreement; provided, however, that the tax increment revenues generated within any additional areas outside the Redevelopment Area previously or hereafter designated by the City to be slum or blighted areas within the meaning of the Redevelopment Act (including, without limitation, the East Pompano Beach District Area, as defined in the recitals hereto) shall not constitute Pledged Tax Increment Revenues under the Master Resolution and shall not be subject to the pledge and lien created by the Master Resolution securing the Bonds and Parity Obligations, unless (a) the Redevelopment Plan is amended to include such additional areas, (b) the CRA Ordinance is amended to require the tax increment revenues generated within such additional areas to be deposited in the Redevelopment Trust Fund and (c) the Master Resolution is supplemented to expressly pledge the tax increment revenues generated within such additional areas to the payment of Bonds and Parity Obligations.

Pursuant to the Master Resolution, the Pledged Tax Increment Revenues required as of the date of the Master Resolution to be remitted annually to the Redevelopment Trust Fund for the benefit of the Agency is equal to ninety-five percent (95%) of the difference between:

- (a) the amount of ad valorem taxes levied each year by the City on taxable real property contained within the geographic boundaries of the Redevelopment Area; and
- (b) the amount of ad valorem taxes which would have been produced by the rate upon which the tax is levied each year by or for the City upon the total of the assessed value of the taxable real property within the Redevelopment Area as shown on the assessment roll used in connection with the taxation of such property by the City as of January 1, 1989.

The Master Resolution provides that the lien upon the Pledged Tax Increment Revenues securing the Outstanding Bonds, including the Series 20[] Bonds, and the Outstanding Parity Obligations shall not attach until such revenues shall have been deposited in the Redevelopment Trust Fund.

NO TAX INCREMENT REVENUES REMITTED TO THE AGENCY BY THE CITY FOR DEPOSIT TO THE REDEVELOPMENT TRUST FUND RELATING TO THE EAST POMPAÑO BEACH DISTRICT AREA ARE PLEDGED TO, OR OTHERWISE AVAILABLE TO PAY DEBT SERVICE ON, THE SERIES 20[] BONDS.

Outstanding Bonds and Existing Subordinate Obligations

The Agency has previously issued the Series 2022 Bond, which is currently Outstanding in the principal amount of \$[]. The Series 2022 Bond has a stated final maturity of August 1, 2037 (subject to earlier prepayment as permitted thereby). Principal and interest on the Series 2022 Bond are payable semi-annually on each February 1 and August 1. See “COMBINED DEBT SERVICE REQUIREMENTS.”

As noted above, the Series 20[] Bonds will be secured by a pledge of the Pledged Revenues on a parity with the Outstanding Series 2022 Bond and any Outstanding Additional

Bonds and Outstanding Parity Obligations issued by the Agency subsequent to the issuance of the Series 20[] Bonds, upon the conditions, and within the limitations and in the manner provided, in the Bond Resolution. See “SECURITY FOR THE SERIES 20[] BONDS—Additional Bonds, Parity Obligations and Subordinate Obligations.”

[Add information about any previously issued Authorized Additional Bonds]

The Agency has incurred Subordinate Obligations in connection with the Master Development Agreement and the City/CRA Interlocal Agreement. [Add any others]. See “REDEVELOPMENT PLAN PROJECTS—Master Downtown Redevelopment Project.” [Describe timing and magnitude of Subordinate Obligations under these and any other arrangements.]

See “SECURITY FOR THE SERIES 20[] BONDS—Additional Bonds, Parity Obligations and Subordinate Obligations” for a description of the Master Resolution provisions relating to existing Subordinate Obligations and Subordinate Obligations that may be incurred by the Agency in the future.

Additional Bonds, Parity Obligations and Subordinate Obligations

The Agency covenants in the Master Resolution that it will not issue any obligations payable from the Pledged Revenues or voluntarily create or cause to be created any debt, lien, pledge, assignment, encumbrance or other charge having priority to or being on a parity with the lien of any Bonds issued pursuant to the Master Resolution upon the Pledged Revenues, except under the terms and conditions and in the manner provided therein.

Any obligations issued by the Agency other than in accordance with Section 10.02 of the Master Resolution as described below that are payable from the Pledged Revenues shall contain an express statement that such obligations are junior and subordinate in all respects to the Bonds issued hereunder as to lien on, and source of and security for payment from, the Pledged Revenues.

As noted earlier, the Series 20[] Bonds are being issued as Additional Bonds. The Agency may, in the future, issue Additional Bonds and Parity Obligations payable from the Pledged Revenues which, together with all other Outstanding Bonds (including the Outstanding Series 20[] Bonds and the Outstanding Series 2022 Bond) and Outstanding Parity Obligations, shall be equally and ratably secured by a parity lien on and pledge of the Pledged Revenues, subject, however, to complying with certain conditions in the Master Resolution.

Additional Bonds may be issued from time to time under the Master Resolution for the purpose of financing Projects, for the purpose of refunding or refinancing Bonds previously issued under the Master Resolution and for the purpose of repaying, refunding or refinancing other obligations, including Parity Obligations, incurred to finance Projects in the Redevelopment Area, including, without limitation, obligations to repay other funds of the Agency or the City for amounts advanced from such fund to pay the cost of or debt service on obligations of the Agency or the City incurred to finance Projects in the Redevelopment Area; including in each case, costs and expenses incidental thereto.

As noted earlier, Parity Obligations may include (without limiting the types of obligations that may otherwise constitute Parity Obligations) interest on bond anticipation notes, the principal of which is not secured by a lien on Tax Increment Revenues on a parity with the lien thereon of Bonds and Parity Obligations. Anything in the Master Resolution to the contrary notwithstanding, Parity Obligations shall not be secured by a pledge of or lien on, and shall not be payable from, amounts on deposit in the funds and accounts created under the Master Resolution.

Pursuant to Section 10.02 of the Bond Resolution, Additional Bonds and Parity Obligations may be issued upon the conditions and in the manner hereinafter provided:

(a) The Agency must be current in all deposits into the various funds, accounts and subaccounts and all payments theretofore required to have been deposited or made by it under the provisions of the Master Resolution and the resolution or enabling instrument authorizing such Additional Bonds or Parity Obligations and must have complied with the covenants and provisions of the Master Resolution and such resolution or instrument and any supplemental resolution hereafter adopted for the issuance of Additional Bonds, unless upon the issuance or incurrence of such Additional Bonds or Parity Obligations, the Agency will be in compliance with all such covenants and provisions.

(b) A statement or report of the Finance Director of the City or an independent certified public accountant is filed with the Executive Director reciting the opinion that, based on the audited comprehensive annual financial statements of the Agency for the immediately preceding Fiscal Year (which statements of the Agency may be consolidated with the audited comprehensive annual financial statements of the City for the immediately preceding Fiscal Year), the amount of Pledged Tax Increment Revenues, together with net investment earnings on the funds and accounts hereunder and under the instruments providing for the issuance of Parity Obligations and available for the payment of debt service thereon, for the immediately preceding Fiscal Year, equaled at least one hundred thirty-five percent (135%) of the Maximum Annual Debt Service (including in such calculation the Bonds and Parity Obligations then Outstanding and the Additional Bonds and Parity Obligations proposed to be issued).

(c) In addition to the foregoing, the Agency may issue at any time and from time to time Additional Bonds or Parity Obligations for the purpose of refunding any Series of Bonds or Parity Obligations, or any maturity or any portion of a maturity thereof within a Series, without the necessity of complying with the requirements contained in paragraph (b) above, provided that prior to the issuance of such Bonds or Parity Obligations there shall be filed with the Executive Director a certificate or report from the Finance Director of the City, an independent certified public accountant or a nationally recognized financial verification firm to the effect that (i) the net proceeds from such Additional Bonds or Parity Obligations will be sufficient to cause the lien created by the Master Resolution with respect to the Bonds to be refunded to be defeased pursuant to Section 12.02 of the Master Resolution or, as applicable, the lien of the Parity Obligations to be refunded to be defeased in accordance with the terms of the instruments under which such Parity Obligations were issued and (ii) the Debt Service Requirement with respect to the Additional Bonds and Parity Obligations in each Bond Year following the issuance thereof through the Bond Year in which the latest maturing Bonds then Outstanding mature, shall be equal to or less than the Debt Service Requirement for each such Bond Year with respect to the Bonds and Parity

Obligations which would have been Outstanding in each such Bond Year had the same not been refunded pursuant to the Master Resolution.

The Series 20[] Bonds will meet the requirements of Section 10.02 of the Master Resolution as a condition to the issuance thereof.

See “APPENDIX C—Copy of the Bond Resolution.”

Authorized But Unissued Additional Bonds and Parity Obligations

The Agency has no authorized but unissued Additional Bonds other than the Series 20[] Bonds and has no authorized but unissued Parity Obligations.

Anticipated Issuance of Additional Bonds and Parity Obligations

[The Agency does not currently anticipate the issuance of Additional Bonds or Parity Obligations within the next [] months, although it is not precluded from doing so upon compliance with the applicable terms and conditions of the Master Resolution.] [Add information about any anticipated issuance of Authorized Additional Bonds]

Permitted Investments

Moneys held for the credit of the funds and accounts established under the Master Resolution shall be invested and reinvested by the Agency in the Investment Obligations. Such investments or reinvestments shall mature or become available not later than the respective dates, as estimated by the Agency, that the moneys held for the credit of said funds and accounts will be needed for the purposes of such funds or accounts.

Obligations so purchased as an investment of moneys in any such fund or account shall be deemed at all times to be a part of such fund or account, and shall at all times, for the purposes of the Master Resolution, be valued at the market value thereof as determined by the Agency no less frequently than as of each semiannual interest payment date. Any deficiencies in the amounts required to be maintained on deposit in any of the funds and accounts established hereunder resulting from a decline in the market value of the investments held therein shall be restored by no later than the second semiannual valuation date occurring after the valuation resulting in such deficiency.

Except as otherwise expressly provided in the Master Resolution, including specifically, the obligations of the Agency with respect to the funding of the Rebate Account set forth in Sections 9.06 and 9.07 of the Master Resolution, all income and profits derived from the investment of moneys in the Construction Account shall be retained in the Construction Account and used for the purposes specified for the Construction Account and all income and profit derived from the investment of the Debt Service Account shall be retained in the Debt Service Account and used for the purposes of the Debt Service Account. Except as otherwise expressly provided in the Master Resolution, including specifically, the obligations of the Agency with respect to the funding of the Rebate Account set forth in Sections 9.06 and 9.07 of the Master Resolution, all income and profits derived from the investment of moneys in the Reserve Account shall be retained in the Reserve Account until the amount on deposit therein is equal to the applicable Reserve

Requirement. Thereafter, all remaining income and profits shall be deposited into the Tax Increment Revenue Bond Fund. All income and profits derived from the investment of moneys in the Rebate Account shall be retained therein.

State law requires the Agency to adopt an investment policy with respect to public funds in excess of the amounts needed to meet current expenses or for which no other investment requirements are in place. The investment policy adopted must be structured to place the highest priority on the safety of principal and liquidity of funds, with the optimization of investment returns being secondary to such safety and liquidity goals. The Agency has adopted an investment policy as required by law.

See “APPENDIX C—Copy of the Bond Resolution.”

Funds and Accounts

Pursuant to the Master Resolution, there are created and established the “Construction Account,” the “Tax Increment Revenue Bond Fund” and the following accounts therein to be known as: the “Debt Service Account,” the “Reserve Account,” and the “Rebate Account.” There is also created and established in the Reserve Account a separate subaccount designated the “Composite Reserve Subaccount.” There may be created and established in the Reserve Account separate subaccounts with respect to and securing one or more separate Series of Bonds. The Construction Account and the Tax Increment Revenue Bond Fund and all accounts and subaccounts therein shall constitute trust funds for the purposes provided in the Master Resolution, shall be delivered to and held by the Agency or an Authorized Depository, in each case who shall act as trustee of such funds for the purposes hereof, shall, other than the Rebate Account, be subject to a lien and charge in favor of the Bondholders and shall at all times be kept separate and distinct from all other funds of the Agency and used only as provided in the Master Resolution.

The cash required to be accounted for in each of the funds and accounts created under the Master Resolution may, except as expressly provided by the Master Resolution or by supplemental resolution, be deposited in a single bank or investment account or otherwise comingled with other funds of the Agency and the City for investment purposes, provided that adequate accounting records are maintained to reflect and control the restricted allocation of cash on deposit therein for the various purposes of such funds as provided in the Master Resolution. The designation and establishment of the various funds and accounts in and by the Master Resolution shall not be construed to require the establishment of any completely independent-self-balancing funds as such term is commonly defined and used in governmental accounting, but rather is intended solely to constitute an earmarking of certain revenues and assets of the Agency for certain purposes and to establish, certain priorities for application of such revenues and assets as provided in the Master Resolution.

With respect to the Construction Account, the Master Resolution provides that the Agency shall deposit to the Construction Account (and any subaccounts therein) such amounts as may be directed from time to time by supplemental resolution. Moneys in the Construction Account shall be kept separate and apart from all other accounts of the Agency, and funds on deposit therein shall be withdrawn, used and applied by the Agency solely for the payment of the Cost of the Projects. The Agency may establish a separate subaccount in the Construction Account for the

Project or Projects to be financed by separate Series of Bonds. Capitalized interest, if any, deposited in a subaccount in the Construction Account shall be transferred, to the extent necessary, to the Debt Service Account to pay interest on the applicable Series of Bonds. Each subaccount in the Construction Account shall be kept separate and apart from all other accounts or subaccounts of the Agency, and the funds on deposit therein shall be withdrawn, used and applied by the Agency solely for the payment of the Cost of such Project or Projects and purposes incidental thereto; provided, however, that moneys in any subaccount in the Construction Account may be removed and deposited as necessary into a related subaccount so long as the Agency shall have received an opinion of Bond Counsel that such action will not cause interest on any Bonds that are not Taxable Bonds to become includable in gross income for federal income tax purposes.

All such funds shall be and constitute trust funds for such purposes, and shall be delivered to and held by the Agency or an Authorized Depository which shall act as trustee of such funds for the purposes of the Master Resolution. Pursuant to the Master Resolution, a lien is created on such funds in favor of the Holders of the Bonds of the Series to which such separate subaccounts are related until applied as provided in the Master Resolution.

Any funds on deposit in the Construction Account that, in the opinion of the Agency, are not immediately necessary for expenditure, as e provided above, shall be held and may be invested in the manner provided by law, in Investment Obligations, provided that such investments shall be payable at such times and in such manner as shall provide sufficient funds as are estimated to be needed for the purposes hereof. All income derived from investment of funds in a subaccount in the Construction Account shall be deposited into the subaccount in the Construction Account to which such investment income is attributable, except for any such income constituting a portion of the Rebate Amount which may be deposited into the Rebate Account.

Upon completion of a Project, any amounts then remaining in corresponding accounts in the Construction Account and not reserved by the Agency for the payment of the Cost of such Project or for any other Project, shall be used to redeem Bonds of the Series from which funds were derived, or upon receipt of an opinion from Bond Counsel to the effect that another application of the proceeds will not adversely affect the exclusion from gross income of interest on the Bonds (other than Taxable Bonds) (i) shall be applied to the payment of the Cost of additional Projects authorized by the Agency, or (ii) if needed, shall be deposited in the Reserve Account, or (iii) shall be used for such other purpose as may be permitted by the Redevelopment Act.

A separate subaccount in the Construction Account designated as the “Series 20[] Construction Subaccount” is created and established for the Series 20[] Bonds pursuant to the Supplemental Resolution, which secures only the Series 20[] Bonds.

See “APPENDIX C—Copy of the Bond Resolution.”

Flow of Funds

All Pledged Tax Increment Revenues are required by the Master Resolution to be deposited immediately upon receipt into the Redevelopment Trust Fund and upon such deposit shall be subject to the pledge and lien of the Master Resolution. The Bonds and Parity Obligations issued

in accordance with the terms of the Master Resolution shall be secured by a parity and equal lien on the Pledged Tax Increment Revenues on deposit in the Redevelopment Trust Fund. As between the Bonds and Parity Obligations, available Pledged Tax Increment Revenues shall be allocated pro rata based upon the relative amounts required to be deposited in such Fiscal Year hereunder for the payment of debt service on the Bonds, funding of the Reserve Account and Rebate Account and other amounts payable with respect thereto and amounts required to be deposited in such Fiscal Year under the instruments providing for such Parity Obligations for the payment of corresponding amounts. Subject to the foregoing, in each Fiscal Year, Pledged Tax Increment Revenues shall be transferred from the Redevelopment Trust Fund and deposited to the credit of the Tax Increment Revenue Bond Fund upon receipt in amounts sufficient to make the deposits required below.

Funds in the Tax Increment Revenue Bond Fund shall be applied in each Bond Year only in the following order and priority:

(a) First, by deposit into the Debt Service Account an amount which, together with other amounts deposited therein will be equal to (i) the interest becoming due on the Bonds in such Bond Year; (ii) all principal and, with respect to Bonds that pay interest only upon maturity or redemption, principal and interest, maturing or becoming due during the current Bond Year on the various series of Serial Bonds of the Bonds that mature annually; and (iii) the annual Amortization Installments and unamortized principal balances of Term Bonds coming due during the then-current Bond Year with respect to Bonds, until there are sufficient funds then on deposit equal to the sum of the interest, principal and redemption payments due, respectively, on the Bonds, on the interest and principal payment dates and redemption dates in such Bond Year.

Deposits shall be increased or decreased to the extent required to pay principal, interest and redemption premiums next becoming due, after making allowance for any accrued and capitalized interest, and to make up any deficiency or loss that may otherwise arise in such fund or accounts. Additionally, if Bonds issued as Variable Rate Debt are Outstanding, unless the Agency shall establish a different procedure for the deposit of interest on Bonds constituting Variable Rate Bonds, the Agency shall deposit into the Debt Service Account an amount equal to the interest that would be payable on such Bonds in such Bond Year assuming they bear interest at the maximum rate such Bonds are permitted to bear in accordance with their terms.

Notwithstanding anything in this subsection (a) to the contrary, if principal, interest or premium payments have been made on behalf of the Agency by a Bond Insurer or the issuer of a liquidity facility or Credit Facility or other entity insuring, guarantying or providing for the payment of Bonds or any Series thereof, moneys on deposit in the Debt Service Account and allocable to such Bonds shall be paid to such Bond Insurer or issuer of the liquidity facility or Credit Facility having theretofore made a corresponding payment on the Bonds.

(b) Then, by deposit into the appropriate subaccounts in the Reserve Account, amounts which, after taking into account other funds then on deposit therein, will be sufficient to make the funds on deposit therein equal to the Reserve Requirement for each such subaccount; provided, however, that if the funds on deposit in the Reserve Account are less than the Reserve Requirement as a result of a withdrawal therefrom for deposit to the Debt Service Account pursuant to Section 7.05 of the Master Resolution, the amount of such deficiency may be made up through three (3) substantially equal annual installments, with such installments to commence the Bond Year after

such withdrawal from the Reserve Account. If there are not sufficient funds in the Tax Increment Revenue Bond Fund available to make the amounts on deposit in each subaccount in the Reserve Account equal to the Reserve Requirement for the applicable Series of Bonds, there shall be deposited in each such subaccount an amount equal to the lesser of the Reserve Requirement for such subaccount or the total amount available to be deposited into the Reserve Account multiplied by a fraction, the numerator of which is the Bond Obligation of all Bonds of the applicable Series then Outstanding and the denominator of which is the total aggregate amount of the Bond Obligation of all Bonds of every Series then Outstanding under the Master Resolution.

Notwithstanding anything in the Master Resolution to the contrary, the Agency shall not be required to fully fund a subaccount in the Reserve Account at the time of issuance of any Series of Bonds hereunder, if it provides on the date of issuance of any Series of Bonds in lieu of such funds, a Reserve Product issued by a Reserve Product Provider in an amount equal to the difference between the Reserve Requirement and the sums then on deposit in the applicable subaccount in the Reserve Account. Such Reserve Product as provided above must provide for payment on any interest or principal payment date (provided adequate notice is given) on which a deficiency exists (or is expected to exist) in moneys held hereunder for a payment with respect to the applicable Series of Bonds which cannot be cured by funds in any other account held pursuant to the Master Resolution and available for such purpose, and which shall name the Paying Agent or an Authorized Depository who has agreed to serve as trustee for the benefit of the Bondholders of such Series as the beneficiary thereof. In no event shall the use of such Reserve Product be permitted if it would cause any existing rating on the Bonds or any Series thereof to be lowered, suspended or withdrawn. If a disbursement is made from a Reserve Product as provided above, the Agency shall be obligated to reinstate the maximum limits of such Reserve Product immediately following such disbursement or to replace such Reserve Product by depositing into the applicable subaccount in the Reserve Account from the Pledged Revenues available for deposit pursuant to this clause (b) after the deposits required by clause (a) above, funds in the maximum amount originally payable under such Reserve Product, plus amounts necessary to reimburse the Reserve Product Provider for previous disbursements made pursuant to such Reserve Product, or a combination of such alternatives, and for purposes of this clause (b), amounts necessary to satisfy such reimbursement obligation and other obligations of the Agency to such a Reserve Product Provider shall be deemed required deposits into the applicable subaccount in the Reserve Account, but shall be used by the Agency to satisfy its obligations to the Reserve Product Provider.

Notwithstanding the foregoing, if one or more subaccounts in the Reserve Account have been funded with cash or Investment Obligations and no event of default shall have occurred and be continuing hereunder, the Agency may, at any time in its discretion, substitute a Reserve Product meeting the requirements of the Master Resolution for the cash and Investment Obligations in any such subaccount, and the Agency may then withdraw such cash and Investment Obligations from such account and apply them to any lawful purpose, so long as the Agency obtains an opinion of Bond Counsel that such actions will not, in and of themselves, adversely affect the exclusion from gross income of interest on the applicable Series of Bonds (other than Taxable Bonds) for federal income tax purposes.

Cash on deposit in the applicable subaccount in the Reserve Account shall be used (or investments purchased with such cash shall be liquidated and the proceeds applied as required) prior to any drawing on any Reserve Product. If and to the extent that more than one Reserve

Product is deposited in the applicable subaccount in the Reserve Account, drawings thereunder and repayments of costs associated therewith shall be made on a pro rata basis, calculated by reference to the maximum amounts available thereunder.

It should be noted that (i) the Series 2022 Bond is **not** secured by the Reserve Account or any subaccount therein and (ii) [the Series 20[] Bonds are not secured by the Reserve Account or any subaccount therein and the Reserve Requirement for the Series 20[] Bonds is \$0.00.]

(c) Then, to the issuer of any liquidity facility or Credit Facility or any Registrar, Paying Agent, remarketing agent or similar agent with respect to any Bonds, or to any party providing services in connection with Outstanding Bonds an amount equal to the fees and expenses of such persons accruing in such Bond Year.

Deposits required pursuant to the foregoing shall be cumulative and the amount of any deficiency in any Bond Year shall be added to the amount otherwise required to be deposited in the Bond Years thereafter until such time as all such deficiencies have been cured.

The foregoing notwithstanding, to the extent amounts on deposit in the Rebate Account are insufficient to pay when due the Rebate Amount in accordance with the requirements of Sections 9.06 and 9.07 of the Master Resolution relating to rebate, the Agency shall use Pledged Revenues to fund such deficiency prior to making deposits required above.

The Agency shall not be required to make any further payments into the Tax Increment Revenue Bond Fund, including the accounts therein, when the aggregate amount of funds in the Debt Service Account and Reserve Account, including the subaccounts therein, available for the payment thereof, is at least equal to the aggregate principal amount of Bonds issued pursuant to the Master Resolution and then Outstanding, plus the amount of interest then due or thereafter to become due on said Bonds then Outstanding, or if all Bonds then Outstanding have otherwise been defeased pursuant to Section 13.01 of the Master Resolution.

After the deposits required pursuant to the subsections above and the deposits required to be made with respect to Parity Obligations have been made, remaining Pledged Tax Increment Revenues in the Redevelopment Trust Fund shall be applied to make deposits to such, other funds or accounts as shall be specified by the instrument providing for the issuance of Subordinated Obligations of such amounts as shall be necessary to pay debt service and other requirements with respect to Subordinated Obligations, as provided in the instrument providing for the issuance of such Subordinated Obligations.

After making the deposits required above, amounts available in the Redevelopment Trust Fund may be used and applied by the Agency for any lawful purpose of the Agency in accordance with the Redevelopment Act, including with respect to Subordinate Obligations.

See “APPENDIX C—Copy of the Bond Resolution.”

Agency Covenants

The Agency has covenanted in the Master Resolution, among other things:

(i) The Agency shall not do, or omit to do, or suffer to be done or omit to be done, any matter or thing whatsoever whereby the lien of the Bonds on the Pledged Revenues, or any part thereof, or the priority thereof might or could be lost or materially impaired.

(ii) The Agency shall diligently enforce its right to receive and dispose of the Pledged Revenues. The Agency shall not take any action which might impair or adversely affect the Pledged Revenues, or impair or adversely affect in any manner the pledge thereof and the lien thereon securing the Bonds. The Agency shall, so long as any Bonds are Outstanding, take all lawful action necessary or appropriate to continue the Agency's right to receive the Pledged Tax Increment Revenues in the same amounts and at the same rates as provided by law to pay the principal of and interest and premium, if any, on the Bonds and any Parity Obligations and to make other payments provided for in the Master Resolution. The foregoing shall not be construed to prevent action by the Agency which will or might have the effect of reducing the amount of Pledged Tax Increment Revenues, subject to the following paragraph.

Prior to taking any such action which will or might have the effect of reducing the amount of Pledged Tax Increment Revenues, the Agency must first obtain a statement or report of the Finance Director of the City (the "Finance Director Certificate"), filed with the Executive Director, stating that, based on the audited comprehensive annual financial statements of the Agency for the immediately preceding Fiscal Year (which statements of the Agency may be consolidated with the audited comprehensive annual financial statements of the City for the immediately preceding Fiscal Year), the Pledged Tax Increment Revenues for such immediately preceding Fiscal Year, adjusted to take into account the reduction in Pledged Tax Increment Revenues resulting from the proposed action by the Agency, together with net investment earnings on the funds and accounts hereunder and under the instruments providing for the issuance of Parity Obligations and available for the payment of debt service thereon, will be equal to at least one hundred twenty percent (120%) of the Maximum Annual Debt Service on the Bonds and Parity Obligations then Outstanding and one hundred percent (100%) of all other payments provided for in the Master Resolution and under the instruments authorizing Parity Obligations.

(iii) The Agency will comply with all applicable provisions of the Code necessary to maintain the exclusion of interest on the Series 20[] Bonds from the gross income of the Holder thereof for federal income tax purposes, including, in particular, the payment of any amount required to be rebated to the U.S. Treasury pursuant to the Code. [To be modified for any taxable bonds.]

Events of Default and Remedies

Events of Default

Each of the following events is an "Event of Default" under the Master Resolution:

(a) payment of principal of or premium, if any, on any Bond or Parity Obligation shall not be made when the same shall become due and payable, either at maturity (whether by acceleration or otherwise) or on required payment dates by proceedings for redemption or otherwise; or

(b) payment of any installment of interest on any Bond or Parity Obligation shall not be made when the same shall become due and payable; or

(c) the Agency shall for any reason be rendered incapable of fulfilling its obligations hereunder to the extent that the payment of or security for the Bonds would be materially adversely affected, and such conditions shall continue unremedied for a period of thirty (30) days after the Agency becomes aware of such conditions; or

(d) an order or decree shall be entered, with the consent or acquiescence of the Agency, appointing a receiver or receivers of the Agency or the Redevelopment Trust Fund, or any part thereof or the filing of a petition by the Agency for relief under federal bankruptcy laws or any other applicable law or statute of the United States of America or the State of Florida, which shall not be dismissed, vacated or discharged within sixty (60) days after the filing thereof; or

(e) any proceedings shall be instituted, with the consent or acquiescence of the Agency, for the purpose of effecting a composition between the Agency and its creditors or for the purpose of adjusting the claims of such creditors, pursuant to any federal or state statutes now or hereafter enacted, if the claims of such creditors are under any circumstances payable from the Tax Increment Revenues; or

(f) a final judgment or judgments for the payment of money against the Agency shall be entered which subjects any of the funds pledged under the Master Resolution to a lien for the payment thereof in contravention of the provisions of the Master Resolution for which there does not exist adequate insurance, reserves or appropriate bonds for the timely payment thereof, and any such judgment shall not be discharged within sixty (60) days from the entry thereof or an appeal shall not be taken therefrom or from the order, decree or process upon which or pursuant to which such judgment shall have been granted or entered, in such manner as to stay the execution of or levy under such judgment, order, decree or process or the enforcement thereof; or

(g) the Agency shall default in the due and punctual performance of any other of the covenants, conditions, agreements and provisions contained in the Bonds or in the Master Resolution on the part of the Agency to be performed, and such default shall continue for thirty (30) days after written notice specifying such default and requiring the same to be remedied shall have been given to the Agency by the registered owners of not less than ten percent (10%) of the aggregate principal amount of the Bond Obligation.

Notwithstanding the foregoing, with respect to the events described in clauses (c) and (g), the Agency shall not be deemed in default hereunder if such default can be cured within a reasonable period of time and if the Agency in good faith institutes appropriate curative action and diligently pursues such action until the default has been corrected; provided that such default can be cured within ninety (90) days following the expiration of the thirty (30) day period referenced in clauses (c) and (g), as applicable.

In addition, notwithstanding any other provision of the Master Resolution, in the event the Agency shall undertake in writing any continuing disclosure obligations with respect to a Series of Bonds for purposes of Rule 15c2-12 of the Securities Exchange Commission, failure of the Agency or any dissemination agent engaged in connection therewith to comply with any such

continuing disclosure obligations shall not be considered as an Event of Default hereunder; provided, however, the dissemination agent may (and, at the request of any “Participating Underwriter” within the meaning of Rule 15c2-12 of the Securities and Exchange Commission or the Holders of at least twenty-five percent (25%) in aggregate principal amount of Outstanding Bonds subject to such continuing disclosure obligations and receipt of indemnity satisfactory to it, shall) or any Bondholder of Outstanding Bonds subject to such continuing disclosure obligations may take such actions as may be necessary and appropriate, including seeking mandate or specific performance by court order to cause the Agency and/or the dissemination agent to comply with their respective continuing disclosure obligations with respect to the applicable Series of Bonds.

Exercise of Remedies

Nothing in the Bond Resolution shall be construed to grant to any Holder of the Series 20[] Bonds any lien on any property of the Agency, except the Pledged Revenues.

The Bondholders of not less than twenty-five percent (25%) in aggregate principal amount of the Bond Obligation, or any Credit Facility Provider or Bond Insurer, while the Bonds secured by it are Outstanding, or any trustee acting for such Bondholders in the manner provided in the Master Resolution, may, either at law or in equity, by suit, action, mandamus, or other proceedings, in any court of competent jurisdiction, protect and enforce any and all rights available under the laws of the State of Florida. Any such entity may enforce and compel the performance of all duties required by the Master Resolution or by any applicable statutes to be performed whether by the Agency or by any officer thereof.

The Bondholders of not less than fifty percent (50%) in aggregate principal amount of Bonds issued under the Master Resolution then Outstanding, or any Credit Facility Provider or Bond Insurer while the Bonds secured by it are Outstanding, may, by a duly executed certificate in writing, appoint a trustee for the Bondholders with authority to represent such Bondholders in any legal proceedings for the enforcement and protection of the rights of such Bondholders. Such certificate shall be executed by such Bondholders or their duly authorized attorneys or representatives or any Credit Facility Provider or Bond Insurer as applicable, and shall be filed in the office of the Clerk of the City Commission and with the Agency. Anything in the Master Resolution to the contrary notwithstanding, the holders of a majority of the Bond Obligation shall have the right to direct the method and place of conducting all remedial proceedings to be taken hereunder, provided that such direction shall not be otherwise than in accordance with law or the provisions of the Master Resolution.

Further, subject to the provisions of any supplemental resolution limiting the rights of a particular Bond Insurer or Credit Facility Provider, a Bond Insurer or Credit Facility Provider shall be included as a party in interest under Article XI of the Master Resolution and as a party entitled to notify the Paying Agent of the occurrence of an event of default thereunder and request the receiver to intervene in judicial proceedings that affect the Bonds or the security therefor. The Paying Agent receiver is required to accept notice of default from each Credit Facility Provider and Bond Insurer of Bonds.

Anything in the Master Resolution to the contrary notwithstanding, upon the occurrence and continuance of an Event of Default, a Credit Facility Provider or Bond Insurer, to the extent

such Credit Facility Provider or Bond Insurer is not in default with respect to its obligations under its Credit Facility or bond insurance policy, as applicable, shall be entitled to control and direct the enforcement of all rights and remedies granted hereunder to the Bondholders of the Series of Bonds to which such Credit Facility or said bond insurance policy is in effect, and such Credit Facility Providers and Bond Insurers shall also be entitled to approve all waivers of events of default.

In the enforcement of any remedy against the Agency under the Master Resolution the Bondholders shall be entitled to sue for, enforce payment of and receive any and all amounts then or during any default becoming, and at any time remaining due from the Agency for principal, interest or otherwise under any provisions of the Master Resolution or of such Bonds and unpaid, with interest on overdue payments of principal and, to the extent permitted by law, on interest at the rate or rates of interest specified in such Bonds, together with any and all costs and expenses of collection and of all proceedings hereunder and under such Bonds, without prejudice to any other right or remedy of the Bondholders, and to recover and enforce any judgment or decree against the Agency, but solely as provided in the Master Resolution and in such Bonds, for any portion of such amounts remaining unpaid and interest, costs and expenses as above provided, and to collect (but solely from moneys in the Debt Service Account, the Reserve Account and any other moneys available for such purpose) in any manner provided by law, the moneys adjudged or decreed to be payable.

In case any proceeding taken by any Bondholder on account of any default shall have been discontinued or abandoned for any reason or shall have been determined adversely to such Bondholder, then and in every such case the Agency and Bondholders shall be restored to their former positions and rights under the Master Resolution, respectively, and all rights, remedies and powers of the Bondholders shall continue as though no such proceeding had been taken.

The Master Resolution provides that it is understood and intended that no one or more owners of the Bonds shall have any right in any manner whatever by his or their action to affect, disturb or prejudice the security of the Master Resolution, or to enforce any right hereunder, except in the manner therein provided, and that all proceedings at law or in equity shall be instituted, had and maintained in the manner therein provided and for the benefit of all Bondholders, and that any individual rights of action or any other right given to one or more of such owners by law are restricted by the Master Resolution to the rights and remedies therein provided.

Nothing contained in the Master Resolution, however, shall affect or impair the right of any Bondholder, individually, to enforce the payment of the principal of and interest on his Bond or Bonds at and after the maturity thereof, at the time, place, from the source and in the manner provided in the Master Resolution.

The remedies available to the owners of the Series 20[] Bonds upon an Event of Default under the Bond Resolution are in many respects dependent upon judicial actions, which are often subject to discretion and delay. Under existing constitutional and statutory law and judicial decisions, including specifically Title II of the United States Code, the remedies specified by the Federal bankruptcy code, the Bond Resolution, and the Series 20[] Bonds may not be readily available or may be limited. The various legal opinions to be delivered concurrently with the delivery of the Series 20[] Bonds (including Bond Counsel's approving opinion) will be qualified, as to the enforceability of the various legal instruments, by limitations imposed by

bankruptcy, reorganization, insolvency or other similar laws affecting the rights of creditors enacted before or after such delivery.

PLEDGED TAX INCREMENT REVENUES

[All to be reviewed and updated]

General

The Series 20[] Bonds are secured primarily by the pledge of Pledged Tax Increment Fund Revenues deposited into the Redevelopment Trust Fund established by the Redevelopment Trust Fund Ordinance. See “SECURITY FOR THE SERIES 20[] BONDS.”

As a result of certain provisions of the Interlocal Agreement, after December 31, 2019 no taxing authorities other than the City are obligated to, or do, remit tax increment revenues to the Redevelopment Trust Fund, although the County, the Hospital District and the CSC were required to make certain payments to the Agency which are not included in the Pledged Revenues. See “REDEVELOPMENT PROJECTS—General.”

THE CITY IS CURRENTLY AND, THROUGH THE FINAL MATURITY OF THE SERIES 20[] BONDS IS EXPECTED TO CONTINUE TO BE, THE SOLE TAXING AUTHORITY REQUIRED TO REMIT TAX INCREMENT REVENUES TO THE AGENCY’S REDEVELOPMENT TRUST FUNDS, INCLUDING THE REDEVELOPMENT TRUST FUND RELATING TO THE REDEVELOPMENT AREA.

NO TAX INCREMENT REVENUES REMITTED TO THE AGENCY BY THE CITY FOR DEPOSIT TO THE REDEVELOPMENT TRUST FUND RELATING TO THE EAST POMPAÑO BEACH DISTRICT AREA ARE PLEDGED TO, OR OTHERWISE AVAILABLE TO PAY DEBT SERVICE ON, THE SERIES 20[] BONDS.

Sources of Redevelopment Trust Fund Revenues

The City is required to make payments to the Redevelopment Trust Fund on or before January 1st of each year based on the preliminary assessed valuation of taxable real property for each year. The amount of the payment due is subject to modification based on subsequent adjustment to such assessed valuation based upon a successful appeal of the preliminary assessed valuation, if any. Any such adjustment of preliminary assessed value to final assessed value may take up to two calendar years after the initial assessment, and the amount of the required payment to the Redevelopment Trust Fund may be adjusted downward to reflect the final assessed value.

Pursuant to the Master Resolution, the Redevelopment Act and other applicable law, the Pledged Tax Increment Revenues required as of the date of the Master Resolution to be remitted annually to the Redevelopment Trust Fund for the benefit of the Agency is equal to ninety-five percent (95%) of the difference between:

(a) the amount of ad valorem taxes levied each year by the City on taxable real property contained within the geographic boundaries of the Redevelopment Area; and

(b) the amount of ad valorem taxes which would have been produced by the rate upon which the tax is levied each year by or for the City upon the total of the assessed value of the taxable real property within the Redevelopment Area as shown on the assessment roll used in connection with the taxation of such property by the City as of January 1, 1989.

Current and future tax increment revenue accruing within the Redevelopment Area is predicated upon increases in assessed real property valuations in excess of taxable assessed values recognized for a specific base year. With respect to the Redevelopment Area, increases are measured as of January 1, 1989.

The following tables summarize the historical gross taxable values for the Redevelopment Area for the fiscal years ended September 30, 20[] through the fiscal year ending September 30, 20[], and the increase in assessed value for each year over the base year.

| Gross Taxable Values For Fiscal Years Ended September 30, 20[] through 20[] | | |
|--|---------------------------------|---|
| Fiscal Year Ended/Ending September 30 | Total Assessed Taxable Value | Increase/(Decrease) in Incremental Value Over Base Year |

Source: The Agency.

The incremental increase in ad valorem taxes is used to measure the amount of the contribution which must be appropriated and contributed by each taxing authority which is required to make payments. The City cannot be compelled to levy ad valorem taxes to generate tax increment or to make such payments. Pursuant to the Redevelopment Act, the statutory obligation of a taxing authority to make the required payments to a community redevelopment trust fund continues for so long as a community redevelopment agency has indebtedness pledging tax increment revenues to the payment thereof outstanding, but not to exceed thirty (30) years from the date the redevelopment plan is last amended. The Redevelopment Plan was last amended in [2024]. Additionally, pursuant to the Redevelopment Act, the obligation of the governing body that established the community redevelopment agency to fund the redevelopment trust fund annually shall continue until all loans, advances, and indebtedness, if any, and interest thereon, of a community redevelopment agency incurred as a result of redevelopment in a community redevelopment area have been paid.

As noted earlier under “SECURITY FOR THE SERIES 20[] BONDS—Agency Covenants,” the Agency has covenanted in the Master Resolution that it shall diligently enforce its right to receive and dispose of the Pledged Revenues and shall not take any action which might impair or adversely affect the Pledged Revenues, or impair or adversely affect in any manner the pledge thereof and the lien thereon securing the Bonds. The Agency shall, so long as any Bonds are Outstanding, take all lawful action necessary or appropriate to continue the Agency’s right to receive the Pledged Tax Increment Revenues in the same amounts and at the same rates as provided by law to pay the principal of and interest and premium, if any, on the Bonds and any Parity Obligations and to make other payments provided for in the Master Resolution. The foregoing

shall not be construed to prevent action by the Agency which will or might have the effect of reducing the amount of Pledged Tax Increment Revenues, subject to the ability to take such action upon the filing of the Finance Director Certificate, as described under “SECURITY FOR THE SERIES 20[] BONDS—Additional Bonds, Parity Obligations and Subordinate Obligations.”

Pursuant to the Redevelopment Act, on the last day of the fiscal year of the community redevelopment agency, any money which remains in a redevelopment trust fund after the payment of expenses permitted pursuant to subsection 163.387(6) of the Redevelopment Act for such year shall be:

- (a) Returned to each taxing authority which paid the increment in the proportion that the amount of the payment of such taxing authority bears to the total amount paid into the trust fund by all taxing authorities for that year;
- (b) Used to reduce the amount of any indebtedness to which increment revenues are pledged;
- (c) Deposited into an escrow account for the purpose of later reducing any indebtedness to which increment revenues are pledged; or
- (d) Appropriated to a specific redevelopment project pursuant to an approved community redevelopment plan. The funds appropriated for such project may not be changed unless the project is amended, redesigned, or delayed, in which case the funds must be reappropriated pursuant to the next annual budget adopted by the board of commissioners of the community redevelopment agency.

Calculation of Trust Fund Revenues

The following is a description of the general method of fixing millage that used to measure and calculate the contribution required to be made by taxing authorities to a redevelopment trust fund.

Florida law currently mandates the following procedures in fixing millage rates*:

- (a) January 1 of each year is the statutory measurement date used by the County Property Appraiser for establishing just value of real property within the County. Real property having improvements or portions not substantially completed on January 1 are deemed to have no value placed thereon and substantially completed property as of January 1 shall be assessed by the County Property Appraiser based on its just value.
- (b) On or before July 1 of each year, the County Property Appraiser is required to complete his assessment of the value of all property located within the County (unless extended for good cause by the Florida Department of Revenue). Upon completion of this assessment, the County Property Appraiser is required to certify to each taxing authority

*This synopsis of the procedure for establishing millage rates is for the purpose of providing a general overview of the procedure. There may be exceptions, statutory appeals and extensions which are not set forth herein. For more specific detail, refer to Chapters 129, 163, 193, 194, and 200 of Florida Statutes.

the taxable value within the jurisdiction of the taxing authority. This certification includes the just value of new construction, additions to structures, deletions, and property added due to geographic boundary changes substantially complete as of January 1 of such year.

(c) Each taxing authority is required to compute the millage known as the “rolled back rate,” which is the rate that, exclusive of new construction, additions to structures, deletions, increases in the value of improvements that have undergone a substantial rehabilitation which increased the assessed value of such improvements by at least 100%, and property added due to geographic boundary changes, will provide the same ad valorem tax revenue for each taxing authority as was levied during the prior year.

(d) Upon preparation of a tentative budget, but prior to adoption thereof, each taxing authority in addition to computing the “rolled back rate” is required to compute the proposed millage rate which would be necessary to fund the tentative budget, other than the portion of the budget to be funded from other than ad valorem taxes. In computing proposed millage rates, each taxing authority shall utilize not less than 95% of the taxable value certified by the County Property Appraiser. In establishing the tentative budget and proposed millage rate the taxing authority is not bound by the “rolled back rate” and in accordance with State law may exceed the “rolled back rate” or may even adopt a tentative budget and proposed millage rate which would be less than the “rolled back rate.”

(e) Within 30 days of the County Property Appraiser’s certification, each taxing authority is required to advise the County Property Appraiser of its proposed millage rate and the date and time at which a public hearing will be held to consider the proposed millage rate and the tentative budget. The County Property Appraiser utilizes this information in preparing the notice of proposed property taxes required to be mailed to property owners. Additionally, if this information is not provided in a timely fashion as required by statute, the taxing authority is prohibited from levying a millage rate greater than the “rolled back rate” for the upcoming Fiscal Year.

(f) Each taxing authority is statutorily required to hold a minimum of two public hearings on the proposed millage rate and tentative budget prior to adopting a final millage rate and a final budget. At the first public hearing the taxing authority may amend the tentative budget and proposed millage rate as it sees fit and adopt a tentative budget and proposed millage rate. At the second public hearing the taxing authority may adopt the final budget and final millage rate. The final millage rate adopted at the second hearing cannot exceed the tentative millage rate adopted at the first public hearing. Except as otherwise provided by statute, the millage rate (exclusive of ad valorem debt service millage) for the City cannot annually exceed 10 mills each without voter approval.

The final millage rate is that millage rate used to calculate the tax increment payments required to be made to the Trust Fund on or before January 1 of the next year. Final millage rates generally should have been adopted by October 1 of each year to allow sufficient time for taxing authorities to calculate the required payment to the Trust Fund and submit same on or before January 1. Pursuant to statute, unless otherwise permitted by law, final budgets must be adopted by taxing authorities prior to the beginning of a taxing authority’s Fiscal Year, which is October 1. Typically, property tax statements are

mailed on or about November 1, with collection through November 30 providing a maximum discount of 4% and descending to 0% as of March 1 of the following year. Taxes are delinquent as of April 1. Pursuant to the Redevelopment Act, tax increment payments are to be made to the Trust Fund on January 1 of each year based on the statutory calculation without regard to the actual collections or adjustments made by the taxing authority.

Millage Rates

The table below summarizes the historic operating millage rates levied by the City within the Redevelopment Area for the five Fiscal Years 20[] through 20[].

| Fiscal Year End (September 30) | City | Total Millages |
|--------------------------------------|------|-------------------|
|--------------------------------------|------|-------------------|

Source: Broward County Property Appraiser.

Established Pledged Tax Increment Revenues

The aggregate assessed valuation of taxable real property in the Redevelopment Area for the Fiscal Year ended [September 30, 1990 (and as of January 1, 1989)], used for determining the incremental assessed valuation in future years was \$[] (the “Base Year Value”). Incremental taxes were first assessed on January 1, 19[] and paid in fiscal year 19[]-19[]. The amount of Trust Fund Revenues to be received in any future year is dependent on the assessed valuation of taxable real property in the Beach Redevelopment Area as of each January 1, the incremental increase in such valuation above the Base Year Value and the total millage rate levied by the relevant taxing authorities; all of which factors are completely outside the control of the Agency. See “TRUST FUND REVENUES--Factors Affecting Trust Fund Revenues” herein.

The following table sets forth information regarding total collections of Pledged Tax Increment Revenues by the Agency for the fiscal years shown in the table [and projected collections for the current fiscal year], during which period the City was the sole taxing authority contributing to the Redevelopment Trust Fund. The Agency collects substantially all Pledged Tax Increment Revenues with respect to ad valorem taxes imposed on property in the Redevelopment Area for the calendar year 20[] as of January 1, 20[] and, accordingly, is able to present information regarding collections prior to the fiscal year end.

Collections Of Pledged Tax Increment Revenues

| <u>Fiscal Year End</u> <u>(September 30)</u> | <u>Total Pledged</u> <u>Tax Increment</u> <u>Revenues</u> | <u>Annual Rate of</u> <u>Growth/</u> <u>Decrease</u> |
|---|---|--|
|---|---|--|

Source: The Agency.

[*Projected.]

[The table below includes, among other information, historical debt service coverage on the Series 2022 Bond based on Pledged Tax Increment Revenues collected by the Agency for the fiscal years shown in the table. As mentioned above, the Agency collects substantially all Pledged Tax Increment Revenues with respect to ad valorem taxes imposed on property in the Redevelopment Area for the calendar year 20[] as of January 1, 20[].]

Historical Debt Service Coverage

| | <u>Fiscal Year Ending September 30</u> | | | | |
|--|--|--------------|--------------|---------------|----------------|
| | <u>20[]</u> | <u>20[]</u> | <u>20[]</u> | <u>20[]*</u> | <u>20[]**</u> |
| Pledged Tax Increment Revenues | | | | | |
| Series 2022 Bond Maximum Annual Debt Service * | | | | | |
| Historical Debt Service Coverage * | | | | | |

Source: The Agency.

* Represents Trust Fund Revenues received as of January 1, 20[].

** [Projected. The achievement of certain results or other expectations contained in forward-looking statements such as those set forth in this table for FY 20[] involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements described to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements.]

The table below includes, among other information, projected pro forma debt service coverage on the Series 2022 Bond and the Series 20[] Bonds based on Pledged Tax Increment Revenues collected by the Agency for the fiscal year ending 20[] based on 20[] tax year values, assuming no decrease or increase in the Pledge Tax Increment Revenues after such period.

As mentioned above, the Agency collects substantially all Pledged Tax Increment Revenues with respect to ad valorem taxes imposed on property in the Redevelopment Area for the calendar year 20[] as of January 1, 20[]. The matters in the table below are preliminary and subject to change based on the final pricing details of the Series 20[] Bonds. For purposes of the table, the following assumptions are made with respect to the Series 20[] Bonds: (i) the original principal amount is \$[]; (ii) the final maturity date of the Series 20[] Bonds is August 1, 20[]; and (iii) the Series 20[] Bonds bear interest per annum at a market rate.

Projected Pro Forma Debt Service Coverage Using Pledged Tax Increment Revenues Based on 20[]
Tax Year Values

| | Fiscal Year Ending September 30 | | | | |
|---|---------------------------------|-------|-------|-------|-------|
| | 20[] | 20[] | 20[] | 20[] | 20[] |
| Pledged Tax Increment Revenues* | | | | | |
| Series 2022 Bond and Series 20[] Bonds Maximum Annual Debt Service** | | | | | |
| Projected Debt Service Coverage** | | | | | |

Source: The Agency.

* Represents Trust Fund Revenues received as of January 1, 20[].

** Preliminary, subject to change based on the final pricing details of the Series 20[] Bonds.

[Add assumptions]

Factors Affecting Pledged Tax Increment Revenues

The City has not covenanted or pledged to levy ad valorem taxes on taxable real property within the Redevelopment Area at a level sufficient to generate Pledged Tax Increment Revenues in any particular amount or at all. The pledge of Pledged Tax Increment Revenues does not constitute a pledge of the ad valorem taxing power of any taxing authority, including the City. The Agency has no taxing power.

Consequently, the amount of Pledged Tax Increment Revenues to be deposited in the Redevelopment Trust Fund and pledged to the Outstanding Bonds and Outstanding Parity Obligations is dependent upon, among other things, (i) the millage rates, if any, established by the City and (ii) growth in the assessed valuation of taxable real property in the Redevelopment Area, which increase will be affected by the annual appraisal at one hundred percent (100%) of the “just value” of taxable real property, including new construction completed, within the Redevelopment Area.

See “SELECTED INVESTMENT CONSIDERATIONS.”

General

Under Florida law, the assessment of all properties and the collection of all county, school district, special taxing district, and municipal property taxes are consolidated in the offices of the county property appraiser and county tax collector. The Florida Constitution limits the aggregate rate of ad valorem taxes that may be levied on real and personal property. The limitation, except as noted below, is ten (10) mills each for all county and municipal purposes. A mill is equal to one-tenth of one cent of one dollar or \$1.00 for every \$1,000 of assessed value.

The millage rate of each taxing authority, except as limited by law, is established on the basis of estimates of revenue needs and total taxable property valuations within each taxing authority's jurisdiction. Ad valorem taxes are not levied in excess of actual budget requirements. As noted earlier, in setting millage rates, the applicable governmental unit is required by State law to assume not less than ninety-five percent (95%) of the taxable value of the property within its jurisdiction, as certified by the county property appraiser.

Florida law requires that all non-exempt property be assessed at one hundred percent (100%) of fair market value, with certain exceptions. The following uses of real property are generally exempt from ad valorem taxation: religious, educational, charitable, scientific, literary and governmental. In addition, there are a variety of special exemptions, including but not limited to, for widows, hospitals, homesteads, working waterfronts, nursing homes, certain disabled persons homesteads, homes for the aged, disabled veterans and low-income senior citizens and first responders. The general "homestead exemption" exempts from taxation the first \$25,000 of the assessed valuation of a residence occupied by the owner on a permanent basis, as of January 1 of the year of valuation. Agricultural land, noncommercial recreational land, inventory and livestock are assessed at less than one hundred percent (100%) of fair market value. In addition, several amendments to the Florida Constitution have been made to provide homeowners additional exemptions from taxation for certain homestead properties. See In 1973, the State enacted legislation to encourage public awareness of spending and taxing decisions made by local elected officials. That legislation was amended in 1980 by the Truth in Millage or "TRIM BILL," now codified as Section 200.065, Florida Statutes. The legislation provides that, if the tax rate established by the governing board exceeds the rolled-back rate, the taxing authority shall publish notice of the proposed tax increase prior to the public hearing required to be held for the adoption of the final budget and millage rate. Under Section 200.065, a "rolled-back rate" is defined as the millage rate that would produce the same amount of ad valorem taxes in each current year as were levied in the prior year, exclusive of any increase in assessments resulting from new construction and geographic boundary changes.

In 2007, the State Legislature adopted a property tax plan which significantly impacted ad valorem tax collections for State local government (the "Millage Rollback Legislation"). One component of the Millage Rollback Legislation required counties, cities and special districts to rollback their millage rates for the 2007-2008 fiscal year to a level that, with certain adjustments and exceptions, would generate the same level of ad valorem tax revenue as in fiscal year 2006-2007; provided, however, depending upon the relative growth of each local government's own ad valorem tax revenues from 2001 to 2006, such rolled back millage rates were determined after first reducing 2006-2007 ad valorem tax revenues by 0% to 9%. In addition, the Rollback Legislation also limited how much the aggregate amount of ad valorem tax revenues may increase in future

fiscal years. A local government may override certain portions of these requirements by a supermajority, and for certain requirements, a unanimous vote of its governing body.

The taxes of all governmental units, including the City, are billed together and each landowner in the County is required to pay all such taxes without preference as to any particular increment. Under current administrative rules, the County Tax Collector cannot accept partial payment of a tax bill.

Constitutional Amendments and Legislative Initiatives Affecting Ad Valorem Taxes

Several amendments to the Florida Constitution and Florida legislative initiatives affecting ad valorem taxes have been approved by voters in the past including the following.

Save Our Homes Amendment. By voter referendum held on November 3, 1992, Article VII, Section 4 of the Florida Constitution was amended by adding thereto a subsection which, in effect, limits the increases in assessed just value of homestead property to the lesser of (1) three percent of the assessment for the prior year, or (2) the percentage change in the Consumer Price Index for all urban consumers, U.S. City Average, all items 1967=100, or successor reports for the preceding calendar year as initially reported by the United States Department of Labor, Bureau of Labor Statistics. Further, the amendment provides that (a) no assessment shall exceed just value, (b) after any change of ownership of homestead property or upon termination of homestead status such property shall be reassessed at just value as of January 1 of the year following the year of sale or change of status, (c) new homestead property shall be assessed at just value as of January 1 of the year following the establishment of the homestead, and (d) changes, additions, reductions or improvements to homestead shall initially be assessed as provided for by general law, and thereafter as provided in the amendment. The amendment is known as the “Save Our Homes” amendment. The effective date of the amendment was January 1, 1993 and, pursuant to a ruling by the Supreme Court of the State of Florida, it began to affect homestead property valuations commencing January 1, 1995 with 1994 assessed values being the base year for determining compliance.

Historic Preservation. By voter referendum held on November 3, 1992, Article VII, Section 3 of the Florida Constitution was amended to provide that any county or municipality may, for the purpose of its respective tax levy and subject to the provisions of the State Constitution and general law, grant historic preservation ad valorem tax exemptions to owners of historic properties. This exemption may be granted only by ordinance of the county or municipality. The amount or limits of the amount of this exemption and the requirements for eligible properties must be specified by general law. State law provides that such exemption may be for an amount up to 50% of the assessed value of the property. The period of time for which this exemption may be granted may continue until the ordinance is repealed or the property no longer qualifies for the exemption. This exemption does not apply to the levy of taxes for the payment of bonds (such as the Series 20[] Bonds). The effective date of the amendment was January 1, 1993. [The City enacted Ordinance No. [] on [], granting the exemption described in this paragraph.] [The City has not enacted an ordinance granting the exemption described in this paragraph.]

Constitutional amendments Related to Ad Valorem Exemptions. On January 29, 2008, in a special election held in conjunction with Florida’s presidential primary, the requisite number of

voters approved amendments to the State Constitution exempting certain: portions of a property's assessed value from taxation. The amendments were effective beginning with the 2008 tax year. The following is a brief summary of certain important provisions contained in such amendments:

- Provides for an additional exemption for the assessed value of homestead property between \$50,000 and \$75,000, thus doubling the existing general homestead exemption for property with an assessed value equal to or greater than \$75,000. See “General” above for a description of the general \$25,000 homestead exemption.
- Permits owners of homestead property to transfer their Save Our Homes benefit (up to \$500,000) to a new homestead property purchased within two years of the sale of their previous homestead property to which such benefit applied if the just value of the new homestead is greater than or is equal to the just value of the prior homestead. If the just value of the new homestead is less than the just value of the prior homestead, then owners of homestead property_ may transfer a proportional amount of their Save Our Homes benefit, such proportional amount equaling the just value of the new homestead divided by the just value of the prior homestead multiplied by the assessed value of the prior homestead. As discussed above, the Save Our Homes amendment generally limits annual increases in ad valorem tax assessments for those properties with homestead exemptions to the lesser of 3% or the annual rate of inflation.
- Exempts from ad valorem taxation \$25,000 of the assessed value of property subject to tangible personal property tax.
- Limits increases in the assessed value of non-homestead property to 10% per year, subject to certain adjustments. The cap on increases is in effect for a 10-year period, subject to extension by an affirmative vote of electors. See“- *Extending the Limitation on Assessed Values of Non-Homesteaded Real Property*” below for information concerning another approved constitutional amendment to extend the 10% cap on increases of non-homesteaded properties.

Homestead Exemption Increase for Low-Income Seniors and Disabled Veterans. In the November 7, 2006 general election, the voters of Florida approved amendments to the State Constitution, which provide for an increase in the homestead (ad valorem tax) exemption to \$50,000 from \$25,000 for certain low-income seniors effective January 1, 2007 and provide a discount from the amount of ad valorem taxes for certain permanently disabled veterans effective December 7, 2006, respectively.

Homestead Portability Amendment. During the 2020 State legislative session, a constitutional amendment was proposed by the State legislature which would extend the period for a homestead property owner to transfer a prior Save Our Homes benefit to a new homestead from two years to three years (the “Portability Amendment”). Specifically, the Portability Amendment allows a homeowner who establishes a new homestead as of January 1 to have the new homestead assessed at less than just value if the homeowner received a prior homestead exemption as of January 1 of any of the immediately preceding three years. The Portability Amendment was approved by voters on November 3, 2019 and such amendment took effect on January 1, 2021.

Exemptions for Certain Property Uses. In the November 4, 2008 general election, the voters of the State approved amendments to the State Constitution providing the Florida

Legislature with authority to enact exemptions or special assessment protections for certain types of property subject to ad valorem taxation including exemptions for conservation lands and residential wind damage resistance and renewable energy source improvements, and restrictions on the assessment of working waterfront properties. Thereafter, legislation was enacted which creates an exemption for land used exclusively for conservation purposes. Such exemption applies to property tax assessments made on or after January 1, 2011.

Exemption for Deployed Military Personnel. In the November 2010 general election, voters approved a constitutional amendment which provides an additional homestead exemption for deployed military personnel. The exemption equals the percentage of days during the prior calendar year that the military homeowner was deployed outside of the United States in support of military operations designated by the legislature. This constitutional amendment took effect on January 1, 2011.

Exemption for Disabled Veterans. In the November 2012 general election, voters approved a constitutional amendment which allows totally or partially disabled veterans who were not Florida residents at the time of entering military service to qualify for the combat-related disabled veteran's ad valorem tax discount on homestead property. The amendment became effective on January 1, 2013.

A military veteran who was honorably discharged, is a resident of the State, and is disabled to a degree of 10% or more because of misfortune or while serving during wartime may be entitled to a \$5,000 reduction in the assessed value of their property. This exemption is not limited to homestead property. A military veteran who was honorably discharged with a service-related total and permanent disability may be eligible for a total exemption from taxes on homestead property. A similar exemption is available to disabled veterans confined to wheelchairs. Under certain circumstances, the veteran's surviving spouse may be entitled to carry over these exemptions.

Real property used and owned as a homestead by a quadriplegic, less any portion used for commercial purposes, is exempt from all ad valorem taxation. Real property used and owned as a homestead by a paraplegic, hemiplegic, or other totally and permanently disabled person, who must use a wheelchair for mobility or who is legally blind, is exempt from taxation if the gross household income is below statutory limits.

Exemption for Surviving Spouse of Veterans. In the November 2012 general election, voters approved a constitutional amendment which allows the State Legislature to provide ad valorem tax relief to the surviving spouse of a veteran who died from service-connected causes while on active duty as a member of the United States Armed Forces and to the surviving spouse of a first responder who died in the line of duty. The amount of tax relief, to be defined by general law, can equal the total amount or a portion of the ad valorem tax otherwise owed on the homestead property. The amendment became effective on January 1, 2013. During the 2020 State legislative session, a constitution amendment was proposed by the State legislature which would extend the discount on ad valorem taxes provided to certain honorably discharged veterans to their surviving spouses (the "Surviving Spouse Exemption"). Specifically, the Surviving Spouse Exemption allows the same ad valorem tax discount on a homestead property for combat disabled veterans age 65 or older to transfer to the surviving spouse of a veteran receiving the discount if the surviving spouse holds the legal or beneficial title to the homestead, permanently resides thereon,

and does not remarry. The amendment was approved by voters on November 3, 2019 and such amendment took effect on January 1, 2021.

Exemption for Low Income Seniors. In the November 2012 general election, voters approved a constitutional amendment which allows the State Legislature by general law to permit counties and municipalities, by ordinance, to grant an additional homestead tax exemption equal to the assessed value of homestead property to certain low income seniors. To be eligible for the additional homestead exemption, the county or municipality must have granted the exemption by ordinance, the property must have a just value of less than \$250,000, the owner must have title to the property and maintained his or her permanent residence thereon for at least 25 years, the owner must be age 65 years or older and the owner's annual household income must be less than \$36,614. [The City enacted Ordinance No. [] on [], 20[], granting a \$25,000 exemption for qualifying property owners.] [The City has not enacted an ordinance granting the exemption described in this paragraph.] This additional homestead tax exemption does not apply to school property taxes.

Economic Development. In the November 2012 general election, voters approved a constitutional amendment which provides that any county or municipality may for the purpose of its respective tax levy and subject to the State Constitution and general law, grant community and economic development ad valorem tax exemptions to new businesses and expansions of existing businesses, as defined by general law. Such an exemption may be granted only by ordinance of the county or municipality, and only after the electors of the county or municipality voting on such question in a referendum authorize the county or municipality to enact such ordinance. An exemption so granted shall apply to improvements to real property made by or for the use of a new business and improvements to real property related to the expansion of an existing business and shall also apply to tangible personal property of such new business and tangible personal property related to the expansion of an existing business. The amount or limits of the amount of such exemption shall be specified by general law (up to 100% in certain circumstances) and the period of time for which such exemption may be granted to a new business or expansion of an existing business shall be determined by general law. State law provides that the authority to grant such exemption shall expire ten years from the date of approval by the electors of the county or municipality, and may be renewable by referendum as provided by general law and that exemptions may be granted for up to 10 or 20 years depending on the use of the applicable facility. This exemption does not apply to the levy of taxes for the payment of bonds (such as the Series 20[] Bonds). [The City enacted Ordinance No. [] on [], granting the exemption described in this paragraph.] [The City has not enacted an ordinance granting the exemption described in this paragraph.]

In the November 2016 general election, voters approved a constitutional amendment changing the existing homestead tax exemption for low-income seniors so that the value of property owned by eligible senior citizens with a household income of \$20,000 or less could be assessed when they first apply for the exemption. The measure was designed to ensure eligible seniors' ability to be able to keep their tax exemption even if their home value exceeded \$250,000 in the future. The amendment took effect on January 1, 2017 but is retroactive to January 1, 2013, meaning a senior who qualified for the exemption in 2013, but lost it, would regain the exemption.

Various Changes to Ad Valorem Assessment, Exemptions and Definitions. During its 2013 Regular Session, the Florida Legislature passed Senate Bill 1830 (“SB 1830”), which was signed into law by the Governor and creates a number of changes affecting ad valorem taxation which became effective as of July 1, 2013. First, SB 1830 provides long-term lessees the ability to retain their homestead exemption and related assessment limitations and exemptions in certain instances and extends the time for property owners to appeal value Adjustment Board decisions on transfers of assessment limitations to conform with general court filing time frames. Second, SB 1830 inserts the term “algaculture” in the definition of “agricultural purpose” and inserts the term “aquacultural crops” in the provision specifying the valuation of certain annual agricultural crops, nonbearing fruit trees and nursery stock. Third, SB 1830 allows for an automatic renewal for assessment reductions related to certain additions to homestead properties used as living quarters for a parent or grandparent and aligns related appeal and penalty provisions to those for other homestead exemptions. Fourth, SB 1830 deletes a statutory requirement that the owner of Florida real property permanently reside upon such property in order to qualify for a homestead exemption. This change conforms the statute at issue with the Florida Constitution by allowing non-resident owners of property to claim a homestead exemption if a person legally or naturally dependent upon the owner permanently resides on such property. Fifth, SB 1830 clarifies a drafting error regarding the property tax exemptions counties and cities may provide for certain low-income persons age 65 and older. Sixth, SB 1830 removes a residency requirement that a senior disabled veteran must have been a Florida resident at the time they entered the service to qualify for certain property tax exemptions. Seventh, SB 1830 repeals the ability for limited liability partnerships with a general partner that is a charitable 501(c)(3) organization to qualify for the affordable housing property tax exemption. Finally, SB 1830 exempts from property taxes property used exclusively for educational purposes when the entities that own the property and the educational facility are the same natural persons.

Assessment of Renewable Energy Devices Upon Residential Property. Also during the Florida Legislature’s 2013 Regular Session, the Florida Legislature passed House Bill 277 (“HB 277”), which provides that certain renewable energy devices are exempt from being considered when calculating the assessed value of residential property. HB 277 only applies to devices installed on or after January 1, 2013. HB 277 took effect on July 1, 2013.

Reclassification of Agricultural Lands. Also during the Florida Legislature’s 2013 Regular Session, the Florida Legislature passed House Bill 1193 (“HB 1193”), which eliminated three ways in which the Property Appraiser had authority to reclassify agricultural land as non-agricultural land. Additionally, HB 1193 relieves the value Adjustment Board of the authority to review the Property Appraisers’ classifications of land upon its own motion. HB 1193 applies retroactively as of January 1, 2013.

Exemption for Disabled First Responders. In the November 2016 general election, voters approved a constitutional amendment authorizing first responders who are totally and permanently disabled as a result of injuries sustained in the line of duty to receive ad valorem tax relief on the homestead property. The amount of tax relief, to be defined by general law, can equal the total amount or a portion of the ad valorem tax otherwise owed on the homestead property. Florida defines first responders as law enforcement officers, correctional officers, firefighters, emergency medical technicians and paramedics. This amendment took effect on January 1, 2017.

Extending the Limitation on Assessed Values of Non-Homesteaded Real Property. In the November 2018 general election, voters approved a constitutional amendment removing the scheduled January 1, 2022 repeal of the limitation prohibiting the increase in the assessed value of non-homestead property to 10% per year. The limitation does not apply to property taxes levied by school districts. This amendment took effect on January 1, 2019.

Exempting Assessed Value of a Renewable Energy Device. During the Florida Legislature's 2017 Regular Session, the Florida Legislature passed SB 90 ("SB 90") implementing Amendment 4, which was approved by the voters in August 2016. SB 90 exempts the assessed value of a renewable energy device from tangible personal property tax and the installation of those devices from determining the assessed value of real property, both residential and non-residential, for the purpose of ad valorem taxation. SB 90 also revises the definition of "renewable energy source device" to include power conditioning and storage devices, wiring, structural support and other components used as integral parts of such systems. The changes made by SB 90 expire on December 31, 2037.

2023 Legislative Initiatives. During the 2023 State legislative session, the State Legislature passed CS/SB 102 which went into effect on July 1, 2023. Among other things, CS/SB 102 provides an (i) ad valorem tax exemption for land owned by a non-profit entity leased for 99 or more years for the purpose of affordable housing, (ii) ad valorem tax exemption for newly constructed or substantially rehabilitated developments with 70 or more units dedicated to providing affordable low to moderate-income housing (portion of the property dedicated to "moderate income" housing (between 80% and 120% Area Median Income) will receive a 75% exemption while those serving low-income residents (less than 80% Area Median Income) will receive a full exemption) and (iii) permits local governments to offer an additional local opt on ad valorem tax exemption to property owners who dedicate units to extremely-low income or very-low income residents if certain qualifications are satisfied.

2024 Constitutional Amendments. During the November 2024 general election, voters approved a constitutional amendment which went into effect on January 1, 2025 requiring an annual adjustment for inflation to the value of current or future homestead exemptions that apply to levies, except school taxes.

[Update for 2025 Legislative Session]

Future Amendments Relating to Ad Valorem Taxation. Historically, various legislative proposals and constitutional amendments relating to ad valorem taxation have been introduced in each session of the State legislature. Many of these proposals have provided for new or increased exemptions to ad valorem taxation and limited increases in assessed valuation of certain types of property or otherwise restricted the ability of local governments in the State to levy ad valorem taxes at current levels. There can be no assurance that similar or additional legislative or other proposals will not be introduced or enacted in the future that would have a material adverse effect upon the collection of ad valorem taxes by the City or the City's ad valorem taxing power.

MANAGEMENT DISCUSSION OF BUDGET AND FINANCES

General

The assets of the Agency exceeded its liabilities at the close of fiscal year 20[] by \$[] million. The Agency's total net position increased by \$[] million. The increase was primarily due to [the timing of various capital projects that were capitalized during the fiscal year].

At the close of the of fiscal year 20[], the Agency's governmental funds reported combined ending fund balances of \$[], an [increase][decrease] of \$[] in comparison with the prior fiscal year. This was mainly a result of [] during the fiscal year.

The following table sets forth information regarding revenues, expenditures and changes in fund balances for the fiscal year ended September 30, 20[].

Statement Of Revenues, Expenditures And Changes In Fund Balances For The Fiscal Year Ended
September 30, 20[]

[Table to be inserted]

Source: The Agency's Annual [Basic Financial Statements] for Year Ended September 30, 20[].

The Agency's current fiscal year 20[] budget was adopted on [], 20[] and amended on [], 20[]. The following table provides the original adopted budget, [the amended budget] and unaudited actual revenues and expenditures through [], 20[].

Budgeted Revenues, Expenditures and Net Changes
in Fund Balance for the General Fund for Fiscal Year ended September 30, 20[]
and Actual Revenues and Expenditures Year to Date through [], 20[]

[Table to be inserted]

Source: The Agency.

Liabilities of the Agency

Pension and Post-Employment Benefit Obligations

[The Agency does not have any pension or post-employment benefit obligations].

Fund Balances

For the fiscal year ended September 30, 20[], the Agency reports the following governmental fund balances: [To follow]

Outstanding Bonds

As noted earlier, the Agency has issued the Outstanding the Series 2022 Bond. Upon issuance of the Series 20[] Bonds, the Series 2022 Bond and the Series 20[] Bonds will be the only Bonds Outstanding under the Master Resolution and there will be no Parity Obligations Outstanding under the Bond Resolution. [Add information about any previously issued Authorized Additional Bonds]

The Agency has also issued and has outstanding the Series 2013B Bonds, which were not issued under the Master Resolution and are not secured by the Pledged Tax Increment Revenues. The Series 2013B Bonds are payable from amounts on deposit for that purpose in the East Pompano Beach Redevelopment Trust Fund in accordance with the terms and conditions of the financing documents relating to the Series 2013B Bonds. See “APPENDIX A—Basic Financial Statements of the Agency for the Fiscal Year Ended September 30, 20[].”

Agency Master Project Costs and Obligations under the City/CRA Interlocal Agreement

As described under “REDEVELOPMENT PROJECTS—[] and [],” the Agency has certain obligations relating to the Master Downtown Redevelopment Project under the Master Development Agreement and the City/CRA Interlocal Agreement. See “REDEVELOPMENT PROJECTS—Master Downtown Redevelopment Project” for a table with additional information relating to the sources of funds anticipated to be used to discharge such obligations.

Other Agency Commitments under the Redevelopment Plan

[Add discussion on funding sources/Finance Plan]

Other Commitments and Contingencies

[To be reviewed/updated]

Advances from the City

The Agency has a long-term payable to the City in the amount of \$[] as of September 30, 20[] relating to a loan made to the Agency with respect to the purchase of two (2) properties to enable the development of a 30-acre Commerce Park at the northeast quadrant of Atlantic Boulevard and Interstate 95. The loan has a fixed annual interest rate of 2.91%, amortized over a 20 year term which commenced on [], 20[]. [Provide additional information—was the property sold?]

Mortgages

With respect to the Redevelopment Area, the Agency provided qualified individuals with loans/grants to build new homes at the Canal Point (10 year amortization period), Sabal Chase (30 year amortization period), and Ortanique Estates (30 year amortization period) subdivisions which were reported as community redevelopment expenses/expenditures and similar grants for various infill housing projects during the current fiscal year.

The Agency has placed a mortgage lien on these new homes with a covenant that the owner must reside at the property for the respective period of time in order to remain eligible for the grant. The Agency's reasonable assumption is that the homeowner will reside at the home for the stipulated period. The Agency maintains a memorandum record of the outstanding mortgage amounts related to these grants. These amounts are reduced ratably over the 10 year period as it relates to the grants for the Canal Point subdivision and the infill housing projects. Should the homeowner move, sell or refinance, the Agency is paid a prorated amount of the initial grant. After the 10 year period the amounts relating to these mortgages are forgiven. As it relates to the Sabal Chase and Ortanique Estates grants, these amounts are not amortized over the 30 year period. After the 30 year period the amounts relating to these mortgages are forgiven. During fiscal year 20[], no one defaulted on the terms of the grants and consequently, the Agency did not receive any repayments related to these grants. At September 30, 20[] the unamortized amount outstanding related to these grants was \$[]. Due to the reasonable assumption made above of expected homeowner residence for the grant period, a receivable has not been recorded.

“APPENDIX A—Basic Financial Statements of the Agency for the Fiscal Year Ended September 30, 20[].”

Leases

The Agency owns various buildings and land parcels that it leases to third parties. As of September 30, 20[], the value of the lease receivable was \$[]. The value of the deferred inflow of resources was \$[]. The Agency recognized lease revenue of \$[] during the fiscal year. The leases have interest rates ranging from []% to []%.

As of September 30, 20[], the Agency was a lessee on various leases related to Governmental Activities for the use of various parcels of land and buildings expiring between the fiscal years ending 2024 and 2029. As of September 30, 20[], the value of the lease liability is \$284,933. The Agency is required to make annual payments ranging from \$[] to \$[] through the terms of the leases. The leases have interest rates ranging from []% to []%.

“APPENDIX A—Basic Financial Statements of the Agency for the Fiscal Year Ended September 30, 20[].”

[Self-Insurance]

[To follow]

[Legal Actions]

The Agency is a defendant in several legal actions. The outcome of these actions cannot be determined at this time. Management of the Agency believes that any liability from these actions will not have a material effect on the Agency's financial condition. See “[].”

SELECTED INVESTMENT CONSIDERATIONS

The purchase of the Series 20[] Bonds involved a degree of risk. This section does not purport to summarize all risks that may be associated with purchasing or owning the Series 20[]

Bonds and prospective purchasers are advised to read this Official Statement in its entirety for a more complete description of investment considerations relating to the Series 20[] Bonds.

The Agency's ability to derive Pledged Tax Increment Revenues in amounts sufficient to pay debt service on the Outstanding Bonds, including the Series 20[] Bonds, and any Outstanding Parity Obligations and Subordinate Obligations depends upon many factors, many of which are beyond the control of the Agency. The taxable value of land in the Redevelopment Area could be affected adversely by, among other things, legislation, environmental and regulatory actions, climate change, natural disasters, economic conditions, demographic changes, and litigation. In addition to those items listed in the preceding sentence, some of the possible changes in the future may include, but not be limited to, the following. [See also "OTHER INFORMATION—Ratings."]

See also "PLEDGED TAX INCREMENT REVENUES—Factors Affecting Pledged Tax Increment Revenues."

Concentration of Revenues; Matters Related to Master Downtown Redevelopment Project

The amount of future collections of Pledged Tax Increment Revenues to pay debt service on the Outstanding Bonds, including the Series 20[] Bonds, and Outstanding Parity Obligations, and to satisfy its obligations with respect to Subordinate Obligations, is dependent, in part, upon the assessed value of taxable real property in the Redevelopment Area. The assessed value of taxable real estate in the Redevelopment Area could be impacted by numerous local events, that might reduce the value of real property within the Redevelopment Area, including, without limitation, new developments, slated developments not being completed, natural disasters (such as hurricanes and other major tropical storms to which South Florida generally is subject), public acquisition of property within the Redevelopment Area by the State or political subdivisions exercising their respective rights of eminent domain, or social, economic or demographic factors (or adverse public perceptions thereof) beyond the control of the Agency. Any or all such events could adversely affect the realization and receipt of Pledged Tax Increment Revenues and the ability of the Agency to pay debt service on the Outstanding Bonds, including the Series 20[] Bonds, and Outstanding Parity Obligations, and to satisfy its obligations with respect to Subordinate Obligations.

[The Master Downtown Redevelopment Project is a key priority of the City and the Agency. The implementation of the Master Downtown Redevelopment Project is subject to a number of economic, competitive and market conditions, financing contingencies, and future business decisions, all of which are difficult or impossible to predict accurately and many of which are beyond the control of the City, the Agency and the Master Developer. Further, amounts required to satisfy the financial obligations of the City and the Agency under the Master Development Agreement and the City/CRA Interlocal Agreement are subject to annual appropriation by the City Commission and the Governing Board, as applicable, and any such obligations of the Agency to be funded from Pledged Tax Increment Revenues are subordinate to the payment of debt service on the Outstanding Bonds, including the Series 20[] Bonds, and Outstanding Parity Obligations, and subject to the availability of funds for that purpose under the Master Resolution. Accordingly, there can be no assurance that the Master Downtown

Redevelopment Project will ultimately be completed as currently envisioned and/or within the time frames contemplated by the Master Development Agreement.]

Appeals of Assessments

State law allows taxpayers to dispute ad valorem tax assessment valuations. Any volume of appeals which is successful in reducing the overall assessed value of taxable real property in the Redevelopment Area could result in reduced amounts of Pledged Tax Increment Revenues. If such appeals resulted in a reduction in the overall assessed value of the taxable real property in the Redevelopment Area, they could have an adverse impact on the ability of the Agency to pay debt service on the debt service on the Outstanding Bonds, including the Series 20[] Bonds and Outstanding Parity Obligations, and to satisfy its obligations with respect to Subordinate Obligations.

Reduction in Millage Rates

The addition of significant numbers of new taxpayers or an increase of property values outside the Redevelopment Area could in the future result in an environment favorable to the reduction of the millage rates. It could be determined that the millage rates should be reduced for other reasons as well. Any reduction in millage rates could reduce the amount of Pledged Tax Increment Revenues payable, which in turn, could negatively impact the ability of the Agency to pay debt service on the debt service on the Outstanding Bonds, including the Series 20[] Bonds and Outstanding Parity Obligations, and to satisfy its obligations with respect to Subordinate Obligations.

Climate Change and Natural Disasters

The State is naturally susceptible to the effects of extreme weather events and natural disasters including floods, droughts, and hurricanes, which could result in negative economic impacts on communities such as the City. Such effects can be exacerbated by a longer term shift in the climate over several decades (commonly referred to as climate change), including increasing global temperatures and rising sea levels. The economic impacts resulting from such extreme weather events could include a loss of revenue, interruption of service, and substantial recovery costs. No assurance can be given as to whether future extreme weather events will occur that could materially impact the taxable value of the land in the Redevelopment Area.

Cybersecurity Matters

The Agency, like many other governmental entities, relies on a technological environment to conduct its operations. The Agency, its agents and third parties with which it does business, or otherwise relies upon, are subject to cyber threats, including, but not limited to, hacking, viruses, malware and other attacks on computer and other sensitive digital networks and systems. Entities or individuals may attempt to gain unauthorized access to such parties' digital systems for the purposes of misappropriating assets or information or causing operational disruption and damage.

During the 2022 Florida Legislative session, CS/HB 7055 was passed which created Section 282.3185, Florida Statutes entitled the "Local Government Cybersecurity Act." Among other matters, Section 282.3185, Florida Statutes requires State agencies and local governments,

such as the Agency, to report all ransomware incidents and high severity level cybersecurity incidents to the Cybersecurity Operations Center (“CSOC”) and the Cybercrime Office within the Florida Department of Law Enforcement as soon as possible but no later than 48 hours after discovery of the cybersecurity incident and no later than 12 hours after discovery of a ransomware incident. Local governments must also report to the sheriff. It also requires State agencies and local governments to submit after-action reports to FLDS following a cybersecurity or ransomware incident. Section 282.3185, Florida Statutes requires the CSOC to notify the Florida Legislature of high severity level cybersecurity incidents. State agency and local government employees are required to undergo certain cybersecurity training within 30 days of employment and annually thereafter. Further, local governments are required to adopt cybersecurity standards that safeguard the local government’s data, information technology (“IT”), and IT resources. The effective date of CS/HB 7055 was July 1, 2022.

[The Agency has made cybersecurity a priority by investing funds into personnel and technology in order to comply with current cybersecurity mandates and develop capabilities to react to emerging cybersecurity threats. The Agency uses a multi-layered approach to cybersecurity, also known as “defense in depth,” which is a security strategy that uses multiple layers of protection to safeguard an organization’s data and IT environment from cyber attacks. As part of the foregoing, the Governing Board has approved an incident response plan, which it updates annually, to prepare the Agency to quickly and effectively contain a cyber threat while continuing its normal business operations. The Agency has also adopted cybersecurity standards to safeguard its data, IT and resources and ensure availability, confidentiality, and integrity. The cybersecurity standard is the National Institute of Standards and Technology Cybersecurity Framework 2.0 (NIST), as mandated by Section 282.3185, Florida Statutes.]

There can be no assurance that any security and operational control measures implemented by the Agency will be completely successful to guard against and prevent cyber threats and attacks. The result of any such attack could impact operations and/or digital networks and the costs of remedying any such damage could be significant. No assurances can be given that any such attacks will not materially adversely impact the operations or finances of the Agency, which could adversely impact the timely payment of debt service on the on the Outstanding Bonds, including the Series 20[] Bonds and Outstanding Parity Obligations, and the ability of the Agency to timely satisfy its obligations with respect to Subordinate Obligations.

Infectious Disease Outbreaks

The outbreak of the highly contagious COVID-19 pandemic in the United States in March 2020 had a disruptive financial impact on local, state and national economies around the country, including, without limitation, by fueling inflation and creating supply chain issues. The United States, the State, the County and the City have all previously imposed certain health and public safety restrictions in response to COVID-19, which have now been rescinded. However, another major outbreak of COVID-19 or an outbreak of another highly contagious or epidemic or pandemic disease may alter the future behavior of businesses and people in a manner which could have negative impacts on the global, United States, State and local economies. These impacts may, in turn, adversely affect the residents and businesses in the Redevelopment Area and could have potential adverse impacts on the financial condition, performance [and credit ratings] of the Agency.

TAX MATTERS

Opinion of Bond Counsel

In the opinion of Bond Counsel, as more fully described below, under existing law and assuming continuing compliance by the Issuer with certain tax covenants, the interest on the Series 20[] Bonds is excludable from gross income for federal income tax purposes under Section 103 of the Internal Revenue Code of 1986, as amended (the “Code”) and is not treated as an item of tax preference for purposes of computing the federal alternative minimum tax imposed on individuals under the Code; however, the interest on the Series 20[] Bonds is included in the “adjusted financial statement income” of certain corporations on which the federal alternative minimum tax is imposed under the Code.

The foregoing opinions of Bond Counsel are subject to the condition that the Issuer complies with all requirements of the Code that must be satisfied subsequent to the issuance of the Series 20[] Bonds in order for interest on the Series 20[] Bonds to be excludable from gross income for federal income tax purposes. The Issuer has covenanted to comply with such requirements.

The scope of the foregoing opinions of Bond Counsel is limited to matters addressed above and no opinion is expressed by Bond Counsel regarding other federal income tax consequences related to the ownership or disposition of, or the amount, accrual or receipt of interest on, the Series 20[] Bonds. In rendering such opinions, Bond Counsel further assumes and relies upon (i) without undertaking to verify the same by independent investigation, the accuracy of the representations, statements of intention and reasonable expectation, and certifications of fact of the Issuer with respect to matters affecting the excludability of interest on the Series 20[] Bonds from gross income for federal income tax purposes under the Code; and (ii) continuing compliance by the Issuer with the applicable requirements of the Code as to such tax matters and certain procedures, agreements and covenants that must be met subsequent to the issuance of the Series 20[] Bonds in order that interest on the Series 20[] Bonds be and remain excludable from gross income for federal income tax purposes.

Bond Counsel has not been engaged or retained to monitor post-issuance compliance. Failure of the Issuer to comply with such requirements may cause the interest on the Series 20[] Bonds to not be excludable from gross income for federal income tax purposes retroactively to the date of issuance of the Series 20[] Bonds irrespective of the date on which such noncompliance occurs or is ascertained.

Bond Counsel’s opinions set forth above are based upon current facts and circumstances, and upon existing law and interpretations thereof, as of the date such opinions are delivered and Bond Counsel assumes no affirmative obligation to update, revise or supplement such opinions to reflect any action thereafter taken or not taken or if such facts or circumstances, or laws or interpretations thereof, change after the date of such opinions, including, without limitation, changes that adversely affect the excludability of interest on the Series 20[] Bonds, even if such actions, inactions or changes come to Bond Counsel’s attention. Further, such opinions are limited solely to the matters stated therein, and no opinion is to be implied or is intended beyond the opinions expressly stated therein. Moreover, the opinion of Bond Counsel is only an opinion and

not a warranty or guaranty of the matters discussed or of a particular result, and is not binding on the Internal Revenue Service (the “IRS”) or the courts. See also “OTHER INFORMATION—Legal Matters” herein.

Prospective purchasers of the Series 20[] Bonds should also be aware that ownership of the Series 20[] Bonds may result in adverse tax consequences under the laws of various states and local jurisdictions. Bond Counsel expresses no opinion regarding any state or local tax consequences of acquiring, carrying, owning or disposing of the Series 20[] Bonds. Prospective purchasers of the Series 20[] Bonds should consult their tax advisors as to any state and local tax consequences to them of owning the Series 20[] Bonds.

Reference is made to the proposed form of the opinion of Bond Counsel attached hereto as “APPENDIX B—Form of Bond Counsel’s Opinion” for the complete text thereof.

Certain Collateral Federal Income Tax Consequences

The following is a brief discussion of certain collateral federal income tax matters with respect to the Series 20[] Bonds. It does not purport to address all aspects of federal taxation that may be relevant to a particular owner of any Series 20[] Bonds. Bond Counsel has not expressed an opinion regarding the collateral federal income tax consequences that may arise with respect to the Series 20[] Bonds.

Prospective purchasers of the Series 20[] Bonds should be aware that ownership of, receipt or accrual of interest on, or disposition of, tax-exempt obligations may result in collateral federal income tax consequences to certain taxpayers, including, without limitation, financial institutions, property and casualty insurance companies, individual recipients of Social Security or Railroad Retirement benefits, certain S Corporations with “excess net passive income” and foreign corporations subject to the branch profits tax, individuals eligible to receive the earned income tax credit, and taxpayers who may be deemed to have incurred or continued indebtedness to purchase or carry the Series 20[] Bonds.

Information Reporting and Backup Withholding

Interest paid on tax-exempt obligations is subject to information reporting to the IRS in a manner similar to interest paid on taxable obligations. This reporting requirement does not affect the excludability of interest on the Series 20[] Bonds from gross income for federal income tax purposes. However, in conjunction with that information reporting requirement, the Code subjects certain non-corporate owners of Series 20[] Bonds, under certain circumstances, will be subject to “backup withholding” with respect to payments on the Series 20[] Bonds and proceeds from the sale of the Series 20[] Bonds. Any amounts so withheld would be refunded or allowed as a credit against the federal income tax of such owner of the Series 20[] Bonds. This withholding generally applies if the owner of the Series 20[] Bonds (i) fails to furnish the paying agent (or other person who would otherwise be required to withhold tax from such payments) such owner’s social security number or other taxpayer identification number (“TIN”), (ii) furnishes the paying agent an incorrect TIN, (iii) fails to properly report interest, dividends, or other “reportable payments” as defined in the Code, or (iv) under certain circumstances, fails to provide the paying

agent or such owner's securities broker with a certified statement, signed under penalty of perjury, that the TIN provided is correct and that such owner is not subject to backup withholding.

Prospective purchasers of the Series 20[] Bonds may also wish to consult with their tax advisors with respect to the need to furnish certain taxpayer information in order to avoid backup withholding and the procedures for obtaining exemptions.

Original Issue Premium

The Series 20[] Bonds maturing on [] 1 in the years 20[] through and including 20[] (collectively, the "Premium Bond[s]") were offered and sold to the public at a price in excess of their stated redemption price (the principal amount) at maturity. That excess constitutes bond premium. For federal income tax purposes, bond premium is amortized over the period to maturity of a Premium Bond, based on the yield to maturity of that Premium Bond (or, in the case of a Premium Bond callable prior to its stated maturity, the amortization period and yield may be required to be determined on the basis of an earlier call date that results in the lowest yield on that Premium Bond), compounded semiannually. No portion of that bond premium is deductible by the owner of a Premium Bond. For purposes of determining the owner's gain or loss on the sale, redemption (including redemption at maturity) or other disposition of a Premium Bond, the owner's tax basis in the Premium Bond is reduced by the amount of bond premium that accrues during the period of ownership. As a result, an owner may realize taxable gain for federal income tax purposes from the sale or other disposition of a Premium Bond for an amount equal to or less than the amount paid by the owner for that Premium Bond. A purchaser of a Premium Bond in the initial public offering at the price for that Premium Bond who holds that Premium Bond to maturity (or, in the case of a callable Premium Bond, to its earlier call date that results in the lowest yield on that Premium Bond) will realize no gain or loss upon the retirement of that Premium Bond.

The federal income tax treatment of original issue premium under the Code, including the determination of the amount of amortizable bond premium that is allocable to each year, is complicated. Purchasers of Premium Bonds should consult their own tax advisors regarding the treatment of bond premium for federal income tax purposes, including various special rules relating thereto, and the state and local tax consequences, in connection with the acquisition, ownership, amortization of bond premium on, sale, exchange or other disposition of, Premium Bonds.

The federal income tax consequences of the purchase, ownership and redemption, sale or other disposition of Premium Bonds which are not purchased in the initial offering may be determined according to rules which differ from those described above.

Original Issue Discount

The Series 20[] Bonds maturing on [] 1 in the years 20[] through and including 20[] (collectively, the "Discount Bond[s]") were sold at prices less than the stated principal amounts thereof. The difference between the principal amount of the Discount Bonds and the initial offering price to the public, excluding bond houses and brokers, at which price a substantial amount of such Discount Bonds of the same maturity was sold, is "original issue discount." Original issue discount represents interest which is excluded from gross income for federal income

tax purposes to the same extent and subject to the same considerations discussed above as to stated interest on the Series 20[] Bonds. Such interest is taken into account for purposes of determining the alternative minimum tax liability, and other collateral tax consequences, although the owner of such Discount Bonds may not have received cash in such year. Original issue discount will accrue over the term of a Discount Bond at a constant interest rate compounded on interest payment dates. A purchaser who acquires a Discount Bond in the initial offering at a price equal to the initial offering price thereof will be treated as receiving an amount of interest excludable from gross income for federal income tax purposes equal to the original issue discount accruing during the period such purchaser holds such Discount Bond and will increase its adjusted basis in such Discount Bond by the amount of such accruing discount for purposes of determining taxable gain or loss on the sale or other disposition of such Discount Bond.

Purchasers of Discount Bonds should consult their own tax advisors regarding the treatment for federal income tax purposes of interest accrued upon sale, redemption or the disposition of Discount Bonds, including various special rules relating thereto, and the state and local tax consequences, in connection with the acquisition, ownership, accrual of discount on, sale, exchange or other disposition of, Discount Bonds.

The federal income tax consequences of the purchase, ownership and redemption, sale or other disposition of Discount Bonds which are not purchased in the initial offering may be determined according to rules which differ from those described above.

Miscellaneous

Bond Counsel gives no assurance that any future legislation or clarifications or amendments to the Code, if enacted into law or that otherwise become effective, will not cause the interest on the Series 20[] Bonds to be subject, directly or indirectly, to federal income taxation or otherwise prevent the Bondholders from realizing the full current benefit of the tax status of the interest on the Series 20[] Bonds. During recent years, legislative proposals have been introduced in Congress, and in some cases have been enacted, that have altered or could alter certain federal tax consequences of owning obligations similar to the Series 20[] Bonds. In some cases, these proposals have contained provisions that were to be applied on a retroactive basis. It is possible that legislation could be introduced, including in the near term, that, if enacted or that otherwise becomes effective, could change the federal tax consequences of owning the Series 20[] Bonds and, whether or not enacted, could adversely affect their market value. Prospective purchasers of the Series 20[] Bonds are encouraged to consult their own tax advisors regarding any pending or proposed federal legislation, as to which Bond Counsel expresses no view.

The Bond Resolution does not require the Issuer to redeem the Series 20[] Bonds or to pay any additional interest or penalty in the event the interest on the Series 20[] Bonds becomes taxable.

The federal income tax consequences from the purchase, ownership and redemption, sale or other disposition of Series 20[] Bonds which are not purchased in the initial offering at the initial offering price may be determined according to rules which differ from those described above. Purchasers of the Series 20[] Bonds at other than their original issuance at the respective

prices indicated on the inside cover of this Official Statement should consult their own tax advisors regarding other tax considerations.

PURCHASE, OWNERSHIP, SALE OR DISPOSITION OF THE SERIES 20[] BONDS AND THE RECEIPT OR ACCRUAL OF THE INTEREST THEREON MAY HAVE ADVERSE FEDERAL TAX CONSEQUENCES FOR CERTAIN INDIVIDUAL AND CORPORATE BONDHOLDERS, INCLUDING, BUT NOT LIMITED TO, THE CONSEQUENCES DESCRIBED ABOVE. PROSPECTIVE BONDHOLDERS SHOULD CONSULT WITH THEIR TAX SPECIALISTS FOR INFORMATION IN THAT REGARD.

OTHER INFORMATION

[Ratings]

The Series 20[] Bonds have received ratings of “[]” ([] outlook) from [] and “[]” ([] outlook) from [].

An explanation of the significance of such ratings may be obtained from the applicable rating agency. The ratings reflect only the view of the applicable rating agency and the Agency makes no representation as to the appropriateness of the ratings. There is no assurance that such ratings will continue for any given period of time or that they will not be revised downward or withdrawn entirely by the applicable rating agency, if in the judgment of such rating agency, circumstances so warrant. Any such downward revision or withdrawal of the ratings on the Series 20[] Bonds may have an adverse effect on the market price and/or liquidity of the Series 20[] Bonds.

Except as expressly required by the Continuing Disclosure Certificate described below under “Continuing Disclosure of Information,” the Agency and the Underwriter have not undertaken any responsibility to bring to the attention of the registered owners of the Series 20[] Bonds any proposed change in or withdrawals of such ratings or to oppose any such revision or withdrawal.]

Underwriting

The Series 20[] Bonds are being purchased by [] (the “Underwriter”) at an aggregate purchase price of \$[] (the par amount of the Series 20[] Bonds, less Underwriter’s discount of \$[] [plus][less][net] original issue [premium][discount] of \$[]). The Underwriter’s obligations are subject to certain conditions precedent described in the Bond Purchase Contract entered into between the Agency and the Underwriter, and they will be obligated to purchase all of the Series 20[] Bonds if any Series 20[] Bonds are purchased.

The Underwriter and its respective affiliates are full service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment management, principal investment, hedging, financing and brokerage activities. The Underwriter and its respective affiliates have, from time to time, performed, and may in the future perform, various investment banking services and banking services for the Agency, for which they receive or will receive customary fees and expenses.

In the ordinary course of their various business activities, the Underwriter and its respective affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (which may include bank loans and/or credit default swaps) for their own account and for the accounts of their customers and may at any time hold long and short positions in such securities and instruments. Such investment and securities activities may involve securities and instruments of the Agency.

Municipal Advisor

PFM Financial Advisors LLC, Coral Gables, Florida, is serving as municipal advisor to the Agency with respect to the issuance and sale of the Series 20[] Bonds. The municipal advisor has advised the Agency in matters relating to the planning, structuring and issuance of the Series 20[] Bonds. The municipal advisor is not obligated to undertake and has not undertaken to make an independent verification or to assume responsibility for the accuracy, completeness or fairness of the information contained in this Official Statement.

PFM Financial Advisors LLC is an independent advisory firm and is not engaged in the business of underwriting, trading or distributing municipal or other public securities.

Litigation

The Agency is involved from time to time in certain litigation and disputes incidental to its operations. At the closing of the Series 20[] Bonds, general counsel to the Agency will give a legal opinion to the effect that, among other matters, there is no litigation or proceeding pending, or to its knowledge, threatened, challenging the creation, organization or existence of the Agency or the validity of the Series 20[] Bonds or the Bond Resolution, or seeking to enjoin or restrain any of the transactions referred to therein or contemplated thereby. [To be updated/confirmed]

Registration and Qualification of Series 20[] Bonds For Sale

The sale of the Series 20[] Bonds has not been registered under the Securities Act of 1933, as amended, in reliance upon the exemption provided thereunder by Section 3(a)(2), nor have the Series 20[] Bonds been qualified under the securities acts of any jurisdiction. The Agency assumes no responsibility for qualification of the Series 20[] Bonds under the securities laws of any jurisdiction in which the Series 20[] Bonds may be sold, assigned, pledged, hypothecated or otherwise transferred. This disclaimer of responsibility for qualification for sale or other disposition of the Series 20[] Bonds shall not be construed as an interpretation of any kind with regard to the availability of any exemption from securities registration provisions.

Legal Matters

Certain legal matters incident to the authorization, issuance and sale of the Series 20[] Bonds by the Agency [and with regard to the tax-exempt status of the Series 20[] Bonds] are subject to the approving opinion of Holland & Knight LLP, Fort Lauderdale, Florida, Bond Counsel, whose approving opinion will be available at the time of delivery of the Series 20[] Bonds. Holland & Knight LLP, Fort Lauderdale, Florida is also serving as Disclosure Counsel in connection with the Series 20[] Bonds. Certain legal matters in connection with the issuance

of the Series 20[] Bonds will be passed upon for the Agency by Claudia M. McKenna, Esq., general counsel to the Agency and for the City by Mark E. Berman, Esq., City Attorney.

The proposed text of the approving legal opinion of Bond Counsel to be delivered concurrently with the delivery of the Series 20[] Bonds is set forth as APPENDIX B to this Official Statement. The actual legal opinion to be delivered may vary from the text of APPENDIX B, if necessary, to reflect facts and law on the date of delivery of the Series 20[] Bonds.

The legal opinions to be delivered by Bond Counsel, Disclosure Counsel, general counsel to the Agency and the City Attorney, respectively, concurrently with the delivery of the Series 20[] Bonds are based on existing law and interpretations thereof as of the date such opinions are delivered, which are subject to change. Such legal opinions are further based on representations and covenants Bond Counsel, Disclosure Counsel, general counsel to the Agency, and the City Attorney, as applicable, deem relevant to such opinions. The attorneys giving legal opinions concurrently with the delivery of the Series 20[] Bonds assume no duty to update or supplement their respective opinions to reflect any facts or circumstances, including changes in law, that may thereafter occur or become effective. Moreover, such opinions are not a guarantee of a particular result and are not binding on the IRS or the courts; rather, such opinions represent the applicable legal counsel's professional judgment based on its review of existing law and interpretations thereof, as of the date such opinions are delivered, and in reliance on the representations and covenants that it deems relevant to such opinions.

The legal opinions to be delivered concurrently with the delivery of the Series 20[] Bonds express the professional judgment of the attorneys rendering the opinions regarding the legal issues expressly addressed therein. By rendering legal opinions, the giver of the opinions does not become an insurer or guarantor of the result indicated by that expression of professional judgement of the transaction on which opinions are given or of the future performance of the parties to the transaction, nor does the giving of opinions guarantee the outcome of any legal dispute that may arise out of the transaction.

The fees of Bond Counsel and Disclosure Counsel, and payment of the Underwriter's discount, are contingent upon the issuance of the Series 20[] Bonds.

The firm serving as Bond Counsel and Disclosure Counsel may, from time to time, serve as counsel to the Underwriter in transactions unrelated to the Series 20[] Bonds. The Underwriter has not identified any additional potential or actual material conflicts arising from such representation that require disclosure.

Financial Statements and Annual Audit

The Agency's Basic Financial Statements for the Fiscal Year Ended September 30, 20[] is included herein as APPENDIX A and is an integral part of this Official Statement. Such audited Annual Comprehensive Financial Report, including the auditor's report, has been included in this Official Statement as a public document and consent from the auditor was not requested. The auditor has not performed any services relating to the inclusion of such audited Annual Comprehensive Financial Report in this Official Statement.

Authenticity of Financial Data and Other Information

The financial data and other information contained herein have been obtained from the Agency's records, audited financial statements and other sources, which are believed to be reliable. There is no guarantee that any of the assumptions or estimates contained herein will be realized. All the summaries of the statutes, documents and ordinances contained in this Official Statement are made subject to all of the provisions of such statutes, documents and ordinances. The summaries do not purport to be complete statements of such provisions and reference is made to such documents for further information. Reference is made to original documents in all respects.

Continuing Disclosure of Information

The Agency will execute a Continuing Disclosure Certificate in the form attached as APPENDIX D for the benefit of the Holders of the Series 20[] Bonds and agrees to provide certain financial information and operating data annually commencing with the Fiscal Year ending September 30, 20[] and to provide notices of the occurrence of certain enumerated events, as described in the Continuing Disclosure Certificate. Such covenants have been made in order to assist the Underwriter in complying with Rule 15c2-12 of the Securities Exchange Commission (the "Rule"). The specific nature of the matters to be provided is set forth in APPENDIX D. A failure by the Agency to comply with the requirements of the Continuing Disclosure Certificate will not constitute a default under the Bond Resolution. In the event of a failure by the Agency to comply with any provision of the Continuing Disclosure Certificate, the holders of at least twenty-five percent (25%) in aggregate principal amount of Outstanding Series 20[] Bonds or any Beneficial Owner of a Series 20[] Bonds may take such actions as may be necessary and appropriate, including seeking mandamus or specific performance by court order, to cause the Agency to comply with such obligations. Digital Assurance Certification, L.L.C. is expected to serve as the initial dissemination agent in connection with the Continuing Disclosure Certificate. See "APPENDIX D – Form of Continuing Disclosure Certificate."

The Agency has not previously undertaken any continuing disclosure obligations for purposes of the Rule.

Disclosure Required by Florida Blue Sky Regulations

Section 517.051, Florida Statutes and the regulations promulgated thereunder require that the Agency make a full and fair disclosure of any bonds or other debt obligations that it has issued or guaranteed and that are or have been in default as to principal and interest at any time after December 31, 1975 (including bonds or other debt obligations for which it has served as a conduit issuer such as industrial development bonds or private activity bonds issued on behalf of private businesses). The Agency is not and has not ever been in default as to principal and interest on its bonds or other debt obligations.

Forward-Looking Statements Disclaimer

The statements contained in this Official Statement, and in any other information provided by the Agency, that are not purely historical, are forward-looking statements, including statements regarding the Agency's expectations, hopes, intentions, or strategies regarding the future. Readers should not place undue reliance on forward-looking statements. The Agency's actual results could

differ materially from those discussed in such forward-looking statements. All forward-looking statements included herein are based on information available on the date hereof, and the Agency assumes no obligation to update any such forward-looking statements. Such forward-looking statements are necessarily based on various assumptions and estimates and are inherently subject to various risks and uncertainties, including risks and uncertainties relating to the possible invalidity of the underlying assumptions and estimates and possible changes or developments in social, economic, business, industry, market, legal, and regulatory circumstances and conditions and actions taken or omitted to be taken by third parties, including customers, suppliers, business partners and competitors, and legislative, judicial, and other governmental authorities and officials. Assumptions related to the foregoing involve judgments with respect to, among other things, future economic, competitive, and market conditions and future business decisions, all of which are difficult or impossible to predict accurately and many of which are beyond the control of the Agency. Actual results could differ materially from those discussed in such forward-looking statements and, therefore, there can be no assurance that the forward-looking statements included herein will prove to be accurate.

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Authorization and Approval

The Supplemental Resolution authorizing the issuance of the Series 20[] Bonds confirms the use of this Official Statement in connection with the public offering for sale of the Series 20[] Bonds and authorizes the use of this Official Statement in the offering of the Series 20[] Bonds by the Underwriter.

POMPANO BEACH COMMUNITY REDEVELOPMENT AGENCY

By: _____
Executive Director

ATTEST:

By: _____
Secretary

APPENDIX A

**BASIC FINANCIAL STATEMENTS OF THE AGENCY FOR THE FISCAL YEAR
ENDED SEPTEMBER 30, 20[]**

APPENDIX B
FORM OF BOND COUNSEL'S OPINION

APPENDIX C
COPY OF THE BOND RESOLUTION

APPENDIX D

FORM OF CONTINUING DISCLOSURE CERTIFICATE