ORDINANCE NO. _ 13-10 __

ORDINANCE OF THE MAYOR AND THE CITY COUNCIL OF THE CITY OF HIALEAH, FLORIDA AUTHORIZING THE MAYOR AND THE CITY CLERK, AS ATTESTING WITNESS, ON BEHALF OF THE CITY, TO ENTER INTO A LOAN AGREEMENT WITH TD BANK, N.A., PROVIDING FOR A LOAN FROM TD BANK, N.A. TO THE CITY IN AN AMOUNT NOT TO EXCEED $15,000,000 TO PROVIDE BRIDGE FINANCING FOR THE CITY'S PAYMENTS FOR ITS EMPLOYEE RETIREMENT PLAN, IN A FORM ACCEPTABLE TO THE CITY ATTORNEY, PROVIDING FOR THE SALE AND ISSUANCE OF THE CITY'S TAX ANTICIPATION NOTE, SERIES 2013, IN THE PRINCIPAL AMOUNT NOT TO EXCEED $15,000,000 IN SUBSTANTIALLY THE FORM ATTACHED TO SAID LOAN AGREEMENT; AWARDING SUCH NOTE TO TD BANK, N.A. BY NEGOTIATED SALE; DESIGNATING SUCH NOTE AS "CITY OF HIALEAH TAX ANTICIPATION NOTE, SERIES 2013"; PROVIDING A COVENANT TO BUDGET AND APPROPRIATE FROM ALL THE CITY'S LEGALLY AVAILABLE REVENUES OF THE CITY, INCLUDING, BUT NOT LIMITED TO, AD VALOREM TAXES, AND PROVIDING FOR A PLEDGE OF AND LIEN ON THE CITY'S AD VALOREM TAX REVENUES, AS SECURITY FOR THE REPAYMENT OF THE NOTE AND INTEREST THEREON; DELEGATING TO THE MAYOR THE AUTHORITY TO FINALIZE THE TERMS AND CONDITIONS OF THE NOTE INCLUDING, WITHOUT LIMITATION, THE MATURITY DATE, PRINCIPAL AMOUNT AND INTEREST RATE THEREON; AUTHORIZING THE EXPENDITURE OF NOT TO EXCEED $20,000 FOR BANK ATTORNEY'S AND BANK ADMINISTRATIVE FEES; AND FURTHER AUTHORIZING THE EXECUTION OF ANY AND ALL DOCUMENTS IN FURTHERANCE THEREWITH; REPEALING ALL ORDINANCES OR PARTS OF ORDINANCES IN CONFLICT HEREWITH; PROVIDING PENALTIES FOR

VIOLATION HEREOF; PROVIDING FOR A SEVERABILITY CLAUSE; AND PROVIDING FOR AN EFFECTIVE DATE.

WHEREAS, the City of Hialeah desires to obtain bridge financing for the City's payment for its Employee Retirement Plan; and

WHEREAS, TD Bank, N.A. has offered to provide the City a taxable bridge term loan for such financing; and

WHEREAS, the City Council finds that this ordinance is in the best interest of the City and its residents and the proper administration of its government.

NOW, THEREFORE, BE IT ORDAINED BY THE MAYOR AND THE CITY COUNCIL OF THE CITY OF HIALEAH, FLORIDA, THAT:

Section 1: The facts and recitations contained in the preamble to this ordinance are hereby adopted and incorporated by reference as if fully set forth herein.

Section 2: The City of Hialeah, Florida hereby authorizes the Mayor and the City Clerk, as attesting witness, on behalf of the City, to enter into a Loan Agreement with TD Bank, N.A. (the "Loan Agreement"), providing for a loan from TD Bank, N.A. to the City in an amount not to exceed $15,000,000 to provide bridge financing for the City's payment for its Employee Retirement Plan, in a form acceptable to the City Attorney, and providing for the negotiated sale and issuance of a note to TD Bank, N.A., in a principal amount not to exceed $15,000,000, to evidence the loan.

Section 3: The City of Hialeah, Florida hereby awards its Note to TD Bank, N.A.; designates said Note as "City of Hialeah, Tax Anticipation Note, Series 2013" (the "Note") and further provides a covenant to budget and appropriate funds from all legally available revenues, including, but not limited to, ad valorem taxes of the City of Hialeah, and provides for a pledge of the ad valorem taxes of the City of Hialeah (provided that the maturity date shall not be more than one (1) year from the date of issuance), as more

particularly set forth in the Loan Agreement, as security for the payment of the Note, as necessary to timely pay the Note and interest thereon and delegates to the Mayor the authority to finalize the terms and conditions of the Note, including, without limitation, the maturity date, principal amount and interest rate thereon, and authorizes the execution of any and all documents in furtherance therewith. Because of the nature of the Note, the maturity of the Note and the prevailing market conditions, the negotiated sale of the Note to TD Bank, N.A. in substantial accordance with TD Bank, N.A.'s proposal to the City, is hereby found to be in the best interests of the City; provided, however, that the provisions of this Ordinance and of the Loan Agreement and Note shall control to the extent of any conflict with such proposal.

Section 4: The City of Hialeah, Florida authorizes the payment of reasonable bank attorney's fees, not to exceed $10,000, and the payment of the Bank's administrative fee in an amount not to exceed $10,000.

Section 5: Repeal of Ordinances in Conflict.

All ordinances or parts of ordinances in conflict herewith are hereby repealed to the extent of such conflict.

Section 6: Penalties.

Every person violating any provision of the Code or any ordinance, rule or regulation adopted or issued in pursuance thereof shall be assessed a civil penalty not to exceed $500.00 within the discretion of the court or administrative tribunal having jurisdiction. Each act of violation and each day upon which any such violation shall occur shall constitute a separate offense. In addition to the penalty described above, the

City may pursue other remedies such as abatement of nuisance, injunctive relief, administrative adjudication and revocation of licenses or permits.

Section 7: **Severability Clause.**

If any phrase, clause, sentence, paragraph or section of this ordinance shall be declared invalid or unconstitutional by the judgment or decree of a court of competent jurisdiction, such invalidity or unconstitutionality shall not affect any of the remaining phrases, clauses, sentences, paragraphs or sections of this ordinance.

Section 8: **Effective Date.**

This ordinance shall become effective when passed by the City Council and signed by the Mayor or at the next regularly scheduled City Council meeting, if the Mayor's signature is withheld or if the City Council overrides the Mayor's veto.

PASSED and ADOPTED this 26th day of February, 2013.

THE FOREGOING ORDINANCE OF THE CITY OF HIALEAH WAS PUBLISHED IN ACCORDANCE WITH THE PROVISIONS OF FLORIDA STATUTE 166.041 PRIOR TO FINAL READING.

Isis Garcia-Martinez
Council President

Attest:

Approved on this 27 day of Feb, 2013.

Marbelys Fajjo, Acting City Clerk

Mayor Carlos Hernandez

Approved as to form and legal sufficiency:

William M. Grodnick, City Attorney

Ordinance was adopted by a unanimous vote with Councilmembers, Caragol, Casals-Muñoz, Cue-Fuente, Garcia-Martinez, Gonzalez, Hernandez and Lozano voting "Yes".