

UNITED STATES OF AMERICA  
STATE OF FLORIDA  
VILLAGE OF WELLINGTON, FLORIDA  
PUBLIC SERVICE TAX REVENUE REFUNDING BOND, SERIES 2014

KNOW ALL MEN BY THESE PRESENTS, that the Village of Wellington, Florida (the "Issuer"), a municipal corporation and political subdivision created and existing under and by virtue of the laws of the State of Florida, for value received, hereby promises to pay, solely from the sources of payment hereinafter described, to Regions Bank, or registered assigns (the "Owner") as hereinafter provided, \$5,445,000.00, as hereinafter provided, together with interest on the outstanding principal amount from the date hereof at the rate of 1.55% per annum (calculated on the basis of a 365/366-day year for the actual number of days elapsed, and subject to adjustment as herein provided) payable in arrears on March 1 and September 1 of each year commencing March 1, 2015 until such principal amount shall have been paid.

Such principal amount and interest on this bond are payable in any coin or currency of the United States of America which, on the respective dates of payment thereof, shall be legal tender for the payment of public and private debts. Such principal and interest on this bond, are payable when due at such place as the Owner may designate to the Issuer in writing.

The principal of and accrued interest on this bond will be paid in equal installments of \$\_\_\_\_\_, due on March 1, 2015 and each March 1 and September 1 thereafter and the entire unpaid principal balance, together with all accrued and unpaid interest thereon, shall be due and payable in full on September 1, 2019. All payments by the Issuer pursuant to this bond shall apply first to accrued interest, then to other charges due the Owner, and the balance thereof shall apply to the principal sum due.

As used in this bond:

- (1) "Code" means the Internal Revenue Code of 1986, as amended;
- (2) "Determination of Taxability" means the interest on this bond becomes includable in the gross income of the Owner for federal income tax purposes.

The Issuer shall promptly upon acquiring knowledge thereof provide written notice to the Owner of (i) the occurrence of a Determination of Taxability and of any preliminary determination by the Internal Revenue Service or a court of competent jurisdiction that interest on this bond has become includable in the gross income of the Owner for federal income tax purposes; and (ii) any event that results in this bond not being a "qualified tax exempt obligation (within the meaning of Section 265 of the Code). Any such notice shall be provided as soon as is practicable following such occurrence or event.

Upon the occurrence of a Determination of Taxability, the interest rate on this bond shall be adjusted from the earliest effective date of such Determination of Taxability to a rate per annum equal to 1.55% multiplied by a fraction, the numerator of which is one (1) and the denominator of which is one (1) minus the Maximum Corporate Tax Rate then in effect. In addition, the Issuer shall pay any additions to tax, penalties and interest and any arrears in interest imposed upon the Owner on account of the Determination of Taxability. All such additional interest, additions to tax and

penalties shall be paid on the next March 1 or September 1 following a demand for payment from the Owner.

In addition, if at any time while a Determination of Taxability is not in effect this bond is not a "qualified tax exempt obligation" (within the meaning of Section 265 of the Code), then during such time the interest rate on this bond shall be adjusted to compensate the Owner for the additional expense (loss of interest expense deduction otherwise available) realized by the Owner as a result of this bond not being a "qualified tax exempt obligation."

The Owner shall provide the Issuer with calculations setting forth any additional amount due from the Issuer pursuant to the two preceding paragraphs, which calculations, in the absence of manifest error, shall be final and conclusive.

The principal of this bond may be prepaid by the Issuer in full or in part, at the option of the Issuer, at any time and without premium or penalty. Any partial prepayment shall be applied to installments of principal in the inverse order of maturity and shall not postpone the due dates of, or relieve the amounts of, any scheduled installment payments due hereunder.

This bond is issued under the authority of and in full compliance with the Constitution and laws of the State of Florida, particularly Chapter 166, Part II, Florida Statutes, Article VIII, Section 2 of the Constitution of the State of Florida, the Charter of the Issuer, and other applicable provisions of law (the "Act"), and Resolution No. R99-68 duly adopted by the Village Council of the Issuer on July 20, 1999, as amended and supplemented by a Resolution adopted on October 14, 2014 (the "Resolution"), and is subject to all the terms and conditions of the Resolution.

The principal of and interest on this bond are payable solely from and secured by a pledge of the Pledged Funds, as defined in and in the manner and to the extent described in the Resolution. The full faith and credit of the Issuer is not pledged to the payment of the principal of and interest on this bond and the Owner shall never have the right to require or compel the exercise of the ad valorem taxing power of the Issuer to the payment of such principal and interest. This bond and the obligation evidenced hereby shall not constitute a lien upon any property of the Issuer, except the Pledged Funds, and shall be payable solely from the Pledged Funds in accordance with the terms of the Resolution.

This bond is transferable in accordance with the terms of the Resolution only upon the books of the Issuer kept for that purpose at the office of the Registrar upon the surrender of this bond together with a written instrument of transfer satisfactory to the Registrar duly executed by the Owner, and thereupon a new bond in the same principal amount shall be issued to the transferee in exchange therefor, and upon the payment of the charges, if any, prescribed in the Resolution. The Issuer, the Registrar and any Paying Agent shall treat the Owner of this bond as the absolute owner hereof for all purposes, whether or not this bond shall be overdue, and shall not be affected by any notice to the contrary.

To the extent permitted by law, the Issuer, and by its acceptance of this bond, the Owner hereof, waive trial by jury in any litigation commenced by either in respect hereof or of the Resolution.

It is hereby certified and recited that all acts, conditions and prerequisites required to exist, to happen and to be performed precedent to and in connection with the issuance of this bond, exist,

have happened and have been performed, in regular and due form and time as required by the Constitution and laws of the State of Florida applicable thereto, and that the issuance of the Bonds does not violate any constitutional or statutory limitations or provisions.

This bond shall not be valid or become obligatory for any purpose until the certificate of authentication hereon shall have been manually signed by the Registrar.

IN WITNESS WHEREOF, the Village of Wellington, Florida, has issued this bond and has caused the same to be executed by the manual signature of its Mayor and attested and countersigned by the manual signature of its Village Clerk and its official seal to be affixed hereon, all as of the 17th day of October, 2014.

VILLAGE OF WELLINGTON, FLORIDA

(SEAL)

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

ATTESTED AND COUNTERSIGNED:

By: \_\_\_\_\_  
Village Clerk

#### CERTIFICATE OF AUTHENTICATION

This bond is one of the Bonds of the issue described in the within-mentioned Resolution.

DATE OF AUTHENTICATION: October 17, 2014

Director of Administrative and Financial  
Services, as Registrar

By: \_\_\_\_\_  
Director of Administrative and Financial  
Services, Village of Wellington