

**SPECIAL MEETING
OF THE BOARD OF DIRECTORS OF
POMPANO BEACH FINANCE CORPORATION
(A Florida Not-for-Profit Corporation)**

A special meeting of the Board of Directors of the Pompano Beach Finance Corporation (the "Corporation") was held in the City Commission Chambers, located at 100 West Atlantic Boulevard, Pompano Beach, FL 33060, on April 14, 2015 at 6:15 p.m. or soon thereafter.

The following Board of Directors of the Corporation were present:

Lamar Fisher
Charlotte Burrie
Barry Dockswell
Rex Hardin
Barry Moss
Ed Phillips

A quorum being present, Lamar Fisher called the meeting to order at approximately 7:20 p.m., and Asceleta Hammond kept the minutes.

APPROVAL OF MINUTES

Upon a motion duly made, seconded and carried, a voice vote of the Board of Directors of the Corporation unanimously approved the Minutes of February 24, 2015.

APPROVAL OF AGENDA

Upon a motion duly made, seconded and carried, a voice vote of the Board of Directors of the Corporation unanimously approved the Agenda of April 14, 2015.

NEW BUSINESS

1. The first order of business was the acknowledgment by the Board that the notice of the meeting was published in a newspaper of general circulation, a copy of which publication is made part of the record, and waiver of all formal requirements that notice of such meetings be given.

Upon motion duly made, seconded and carried, this action was approved, and confirmed.

2. A RESOLUTION OF THE POMPANO BEACH FINANCE CORPORATION APPROVING THE FORM OF AND AUTHORIZING THE EXECUTION OF A GROUND LEASE; APPROVING THE FORMS, AND AUTHORIZING EXECUTION, OF A TRUST AGREEMENT TO PROVIDE FOR THE ISSUANCE OF NOT EXCEEDING \$24,000,000 IN AGGREGATE PRINCIPAL AMOUNT OF

TAXABLE CERTIFICATES OF PARTICIPATION (PARKING GARAGE PROJECT), SERIES 2015, IN ADDITION TO COMPLETION CERTIFICATES AND REFUNDING CERTIFICATES; APPOINTING A FINANCIAL INSTITUTION TO SERVE AS TRUSTEE UNDER THE TRUST AGREEMENT; APPROVING THE FORMS, AND AUTHORIZING EXECUTION OF, A LEASE PURCHASE AGREEMENT AND SCHEDULE TO THE LEASE PURCHASE AGREEMENT TO REFLECT ISSUANCE OF THE TAXABLE CERTIFICATES OF PARTICIPATION (PARKING GARAGE PROJECT), SERIES 2015; APPROVING THE FORM OF AND AUTHORIZING THE EXECUTION OF AN ASSIGNMENT OF LEASES; APPROVING THE FORM OF AND AUTHORIZING THE EXECUTION OF A CERTIFICATE PURCHASE AGREEMENT, SUBJECT TO THE PARAMETERS SET FORTH HEREIN PERTAINING TO THE SALE OF THE TAXABLE CERTIFICATES OF PARTICIPATION (PARKING GARAGE PROJECT), SERIES 2015; APPROVING OBTAINING A COMMITMENT FOR THE ISSUANCE OF A MUNICIPAL BOND INSURANCE POLICY SECURING THE TAXABLE CERTIFICATES OF PARTICIPATION (PARKING GARAGE PROJECT), SERIES 2015 AND/OR RESERVE ACCOUNT SURETY BOND AND THE EXECUTION OF RELATED AGREEMENTS WITH THE INSURER; APPROVING A FORM OF PRELIMINARY OFFERING STATEMENT AND AUTHORIZING EXECUTION AND DELIVERY OF A FINAL OFFERING STATEMENT; APPROVING THE FORM OF AND AUTHORIZING EXECUTION OF A CONTINUING DISCLOSURE CERTIFICATE; AUTHORIZING ALL REQUIRED ACTIONS IN CONNECTION WITH THE ISSUANCE OF THE TAXABLE CERTIFICATES OF PARTICIPATION (PARKING GARAGE PROJECT), SERIES 2015; PROVIDING FOR SEVERABILITY; AND PROVIDING AN EFFECTIVE DATE.

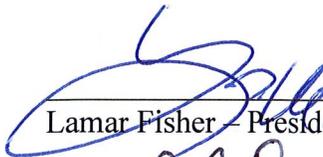
The Resolution was read by title only.

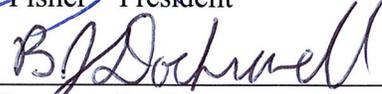
Suzette Sible, Treasurer, stated that earlier the City Commission approved and authorized the issuance of Taxable Certificates of Participation, Series 2015, in an aggregate principal amount not to exceed \$24,000,000, as well as to approve financing documents as to form. The purpose of the proposed issuance, which is in the form of Certificates of Participation, is to finance the construction of the Pier Parking Garage and related public improvements. Therefore, since the Corporation is a party to many of the financing documents that the City Commission approved, the members of the Corporation are required to approve the same documents previously approved by the City Commission earlier.

Upon a motion duly made, seconded and carried, roll call vote of the Board of Directors of the Corporation unanimously approved the Resolution No. 2015-198.

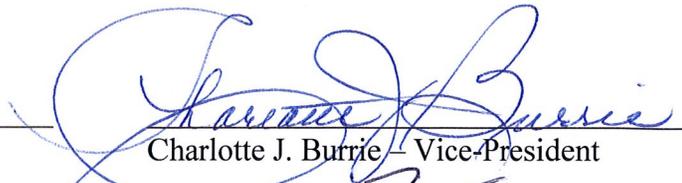
There being no further business to come before the meeting, a motion was made, duly seconded and carried and the meeting was adjourned.

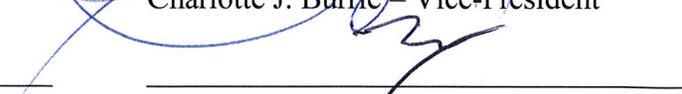
Dated April 28, 2015.


Lamar Fisher – President


Barry Dockswell – Director


Barry Moss – Director


Charlotte J. Burrie – Vice-President


Rex Hardin – Director


Ed Phillips – Director

I, the undersigned Secretary to the Board of Directors of the Corporation do hereby certify that the above is a true and correct copy of the minutes adopted at a meeting of the Board of Directors of the Corporation held on April 14, 2015, at which a quorum was present and voted. I further certify that the above minutes continue in full force and effect.

IN WITNESS WHEREOF, I have hereunto affixed my hand and the seal of the corporation this 28th day of April, 2015.

By: 
Asceleta Hammond, Secretary