

In the opinion of Co-Bond Counsel, based upon an analysis of existing law and assuming, among other matters, compliance with certain covenants, interest on the Series 2010A Bonds is excluded from gross income for federal income tax purposes under the Internal Revenue Code of 1986, as amended (the "Code"). Interest on the Series 2010A Bonds is not a specific preference item for purposes of the federal individual or corporate alternative minimum taxes, and such interest is not included in adjusted current earnings when calculating corporate alternative minimum taxable income. Co-Bond Counsel is also of the opinion that the Series 2010 Bonds and the interest thereon are exempt from taxation under the existing laws of the State of Florida, except as to estate taxes and taxes imposed by Chapter 220, Florida Statutes, on interest, income or profits on debt obligations owned by corporations, as defined therein. In the opinion of Co-Bond Counsel, under existing law, interest on the Series 2010B Bonds and Series 2010C Bonds is included in gross income of the holders thereof for federal income tax purposes under the Code. Co-Bond Counsel expresses no opinion regarding any other tax consequences related to the ownership or disposition of, or the accrual or receipt of interest on, the Series 2010 Bonds. See "TAX MATTERS" herein.

\$95,960,000

BROWARD COUNTY, FLORIDA
Half-Cent Sales Tax Revenue Bonds
(Main Courthouse Project),
Series 2010A

\$69,950,000

BROWARD COUNTY, FLORIDA
Half-Cent Sales Tax Revenue Bonds
(Main Courthouse Project),
Series 2010B
(Federally Taxable - Build America Bonds -
Direct Payment)



\$48,780,000

BROWARD COUNTY, FLORIDA
Half-Cent Sales Tax Revenue Bonds
(Main Courthouse Project),
Series 2010C
(Federally Taxable - Recovery Zone Economic
Development Bonds - Direct Payment)

Dated: Date of Delivery

Due: October 1, as shown on inside cover

The Half-Cent Sales Tax Revenue Bonds (Main Courthouse Project), Series 2010A (the "Series 2010A Bonds"), the Half-Cent Sales Tax Revenue Bonds (Main Courthouse Project), Series 2010B (Federally Taxable - Build America Bonds - Direct Payment) (the "Series 2010B Bonds") and the Half-Cent Sales Tax Revenue Bonds (Main Courthouse Project), Series 2010C (Federally Taxable - Recovery Zone Economic Development Bonds - Direct Payment) (the "Series 2010C Bonds," and together with the Series 2010A Bonds and the Series 2010B Bonds, the "Series 2010 Bonds") are being issued by Broward County, Florida (the "County") pursuant to the Constitution of the State of Florida, Chapter 218, Part VI, Florida Statutes, Chapter 212, Florida Statutes, Chapter 166, Florida Statutes, Chapter 125, Florida Statutes, the Home Rule Charter of the County and other applicable provisions of law (collectively, the "Act"), and pursuant to Resolution No. 2010-359 adopted by the Board of County Commissioners of the County (the "Board") on June 8, 2010, as amended and supplemented from time to time, and as particularly supplemented by Resolution No. 2010-360 adopted by the Board on June 8, 2010 (collectively, the "Bond Resolution") for the purposes of, together with other legally available funds of the County: (i) financing the acquisition and construction of certain capital improvements within the County, including the acquisition and construction of a new, approximately 20-floor, 674,000 square foot, Main Courthouse, judicial campus and a related parking facility to be owned by, and located within the County (the "2010 Project"), and (ii) paying the costs associated with the issuance of the Series 2010 Bonds.

This cover page contains certain information for quick reference only. It is not, and is not intended to be, a summary of this issue. Investors must read this entire Official Statement, and the Appendices attached hereto, to obtain information needed in order to make an informed investment decision.

Unless otherwise indicated, capitalized terms used in this Official Statement shall have the same meaning established in "APPENDIX C- Bond Resolution" attached hereto.

The Series 2010 Bonds are being issued by the County in the form of a separate single certificated, fully registered Series 2010 Bond for each maturity of each series of the Series 2010 Bonds, which initially will be registered in the name of Cede & Co., as nominee of The Depository Trust Company ("DTC"). Individual purchases will be made in book-entry form only in denominations of \$5,000 and any integral multiple thereof. Purchasers of the Series 2010 Bonds (the "Beneficial Owners") will not receive physical delivery of the Series 2010 Bonds. Transfer of ownership in the Series 2010 Bonds will be effected by DTC's book-entry system as described herein. As long as Cede & Co. is the registered owner as nominee of DTC, principal, redemption premium, if any, and interest payments will be made directly to such registered owner which will in turn remit such payments to the Participants (as defined herein) for subsequent disbursement to the Beneficial Owners. Interest on the Series 2010 Bonds is payable semi-annually on April 1 and October 1 of each year, commencing October 1, 2010. Principal of the Series 2010 Bonds is payable to the registered owners upon presentation and surrender at the office of Regions Bank, Jacksonville, Florida, as Paying Agent and Registrar for the Series 2010 Bonds.

The payment of principal of, redemption premium, if any, and interest on the Series 2010 Bonds shall be secured forthwith equally and ratably by a pledge of and lien upon: (1) Half-Cent Sales Tax Revenues, (2) Hedge Receipts and the moneys on deposit in the various funds and accounts established under the Bond Resolution, and the earnings and investment income arising from the investment and reinvestment thereof, and (3) Federal Direct Payments received from the United States Treasury relating only to the respective Series 2010B Bonds and Series 2010C Bonds for which they are received (collectively, the "Pledged Revenues"). **Federal Direct Payments received from the United States Treasury are not a source of security for the Series 2010A Bonds.** See "SECURITY FOR THE SERIES 2010 BONDS - Federal Direct Payments" herein.

THE SERIES 2010 BONDS SHALL NOT BE OR CONSTITUTE GENERAL OBLIGATIONS OF THE COUNTY, THE STATE OF FLORIDA OR ANY OTHER POLITICAL SUBDIVISION THEREOF, OR A PLEDGE OF THE FULL FAITH AND CREDIT OF THE COUNTY, THE STATE OF FLORIDA OR ANY OTHER POLITICAL SUBDIVISION THEREOF, BUT SHALL BE 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 TO COMPEL THE EXERCISE OF THE AD VALOREM TAXING POWER OF THE COUNTY, THE STATE OF FLORIDA OR ANY OTHER POLITICAL SUBDIVISION THEREOF, OR TAXATION IN ANY FORM ON ANY REAL OR PERSONAL PROPERTY TO PAY SUCH SERIES 2010 BONDS, OR THE REDEMPTION PREMIUM, IF ANY, THEREOF, OR THE INTEREST THEREON, NOR SHALL ANY BONDHOLDER BE ENTITLED TO PAYMENT OF SUCH PRINCIPAL, REDEMPTION PREMIUM, IF ANY, OR INTEREST FROM ANY OTHER FUNDS OF THE COUNTY OTHER THAN AS PROVIDED IN THE BOND RESOLUTION. FURTHERMORE, NO BONDHOLDER SHALL EVER HAVE A LIEN ON THE 2010 PROJECT FINANCED WITH PROCEEDS OF THE SERIES 2010 BONDS.

The Series 2010 Bonds are subject to redemption prior to their respective maturities as more fully described herein. See "DESCRIPTION OF THE SERIES 2010 BONDS - Redemption Provisions" herein.

The Series 2010 Bonds are offered when, as and if issued and received by the Underwriters, subject to the opinion on certain legal matters relating to their issuance by Edwards Angell Palmer & Dodge LLP, West Palm Beach, Florida, and Rasco Klock Reininger Perez Esquenazi Vigil & Nieto, Coral Gables, Florida, Co-Bond Counsel. Certain legal matters will be passed upon for the County by the Office of the County Attorney, Broward County, Florida. Certain matters relating to disclosure will be passed upon for the County by Bryant Miller Olive P.A., Tampa, Florida, and the Law Offices of Steve E. Bullock, P.A., Miramar, Florida, Co-Disclosure Counsel. Certain matters will be passed upon for the Underwriters by their counsel, Moskowitz, Mandell, Salim & Simowitz, P.A., Fort Lauderdale, Florida. Public Financial Management, Inc., Orlando, Florida, and Fidelity Financial Services, L.C., Hollywood, Florida, are serving as Co-Financial Advisor to the County. It is expected that the Series 2010 Bonds in definitive form will be available for delivery to the Underwriters in New York, New York at the facilities of DTC on or about July 8, 2010.

CITI

MORGAN STANLEY
GOLDMAN, SACHS & CO.

SIEBERT BRANDFORD
SHANK & CO., LLC

Dated: June 24, 2010

\$95,960,000
BROWARD COUNTY, FLORIDA
Half-Cent Sales Tax Revenue Bonds
(Main Courthouse Project),
Series 2010A

\$69,950,000
BROWARD COUNTY, FLORIDA
Half-Cent Sales Tax Revenue Bonds
(Main Courthouse Project),
Series 2010B
(Federally Taxable - Build America Bonds –
Direct Payment)

\$48,780,000
BROWARD COUNTY, FLORIDA
Half-Cent Sales Tax Revenue Bonds
(Main Courthouse Project),
Series 2010C
(Federally Taxable - Recovery Zone
Economic Development Bonds - Direct Payment)

MATURITIES, AMOUNTS, INTEREST RATES, PRICES OR
YIELDS AND INITIAL CUSIP NUMBERS

\$37,335,000 Series 2010A Serial Bonds

<u>Maturity</u> <u>(October 1)</u>	<u>Amount</u>	<u>Interest</u> <u>Rate</u>	<u>Yield</u>	<u>Initial CUSIP</u> <u>Number*</u>
2011	\$ 540,000	3.00%	1.00%	11502RAD2
2012	2,065,000	2.50	1.00	11502RAE0
2013	550,000	3.00	1.60	11502RAF7
2013	2,685,000	4.00	1.60	11502RAP5
2014	3,535,000	4.00	2.01	11502RAG5
2015	3,965,000	5.00	2.41	11502RAH3
2016	4,165,000	5.00	2.83	11502RAJ9
2017	4,470,000	5.00	3.14	11502RAK6
2018	1,610,000	3.25	3.39	11502RAL4
2018	3,185,000	5.00	3.39	11502RAQ3
2019	5,105,000	5.00	3.60	11502RAM2
2020	5,460,000	5.00	3.76	11502RAN0

\$58,625,000 5.25% Series 2010A Term Bonds due on October 1, 2036 - Yield 4.90%** - Initial CUSIP Number 11502RAR1*

\$31,640,000 5.764% Series 2010B Term Bonds due on October 1, 2025 - Price 100.00 - Initial CUSIP Number 11502RAA8*

\$38,310,000 6.206% Series 2010B Term Bonds due on October 1, 2030 – Price 100.00 - Initial CUSIP Number 11502RAB6*

\$48,780,000 6.556% Series 2010C Term Bonds due on October 1, 2040 – Price 100.00 - Initial CUSIP Number 11502RAC4*

* The County is not responsible for the use of the CUSIP Numbers referenced herein nor is any representation made by the County as to their correctness. The CUSIP Numbers provided herein are included solely for the convenience of the readers of this Official Statement.

** Priced to first par call date of October 1, 2020.

BROWARD COUNTY, FLORIDA

BOARD OF COUNTY COMMISSIONERS

Ken Keechl, Mayor
Sue Gunzburger, Vice Mayor
Kristin D. Jacobs
Albert C. Jones
Ilene Lieberman
Stacy Ritter
John E. Rodstrom, Jr.
Diana Wasserman-Rubin
Lois Wexler

COUNTY ADMINISTRATOR

Bertha W. Henry

COUNTY ATTORNEY

Jeffrey J. Newton, Esq.

**CHIEF FINANCIAL OFFICER AND DIRECTOR,
FINANCE AND ADMINISTRATIVE SERVICES DEPARTMENT**

Dinah L. Lewis

CO-BOND COUNSEL

Edwards Angell Palmer & Dodge LLP, West Palm Beach, Florida
Rasco Klock Reininger Perez Esquenazi Vigil & Nieto, Coral Gables, Florida

CO-DISCLOSURE COUNSEL

Bryant Miller Olive P.A., Tampa, Florida
Law Offices of Steve E. Bullock, P.A., Miramar, Florida

CO-FINANCIAL ADVISOR

Public Financial Management, Inc., Orlando, Florida
Fidelity Financial Services, L.C., Hollywood, Florida

NO DEALER, BROKER, SALESMAN OR OTHER PERSON HAS BEEN AUTHORIZED BY THE COUNTY TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATIONS IN CONNECTION WITH THE SERIES 2010 BONDS OTHER THAN AS CONTAINED IN THIS OFFICIAL STATEMENT, AND, IF GIVEN OR MADE, SUCH INFORMATION OR REPRESENTATIONS MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORIZED BY THE COUNTY. THE COUNTY HAS ALSO BEEN INFORMED BY THE UNDERWRITERS LISTED ON THE COVER PAGE HEREOF (THE "UNDERWRITERS") THAT NO DEALER, BROKER, SALESMAN OR OTHER PERSON HAS BEEN AUTHORIZED BY THE UNDERWRITERS TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATIONS IN CONNECTION WITH THE SERIES 2010 BONDS OTHER THAN AS CONTAINED IN THIS OFFICIAL STATEMENT, AND, IF GIVEN OR MADE, SUCH INFORMATION AND REPRESENTATIONS MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORIZED BY THE COUNTY AND THE UNDERWRITERS. THIS OFFICIAL STATEMENT DOES NOT CONSTITUTE AN OFFER TO SELL OR THE SOLICITATION OF AN OFFER TO BUY, NOR SHALL THERE BE ANY SALE OF THE SERIES 2010 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 THE COUNTY, THE DEPOSITORY TRUST COMPANY, AND OTHER SOURCES WHICH ARE BELIEVED TO BE RELIABLE, BUT IS NOT GUARANTEED AS TO ACCURACY OR COMPLETENESS, AND IS NOT TO BE CONSTRUED AS A REPRESENTATION BY THE COUNTY WITH RESPECT TO ANY INFORMATION PROVIDED BY OTHERS.

THE UNDERWRITERS HAVE REVIEWED THE INFORMATION IN THIS OFFICIAL STATEMENT IN ACCORDANCE WITH AND AS PART OF THEIR RESPONSIBILITIES TO INVESTORS UNDER THE FEDERAL SECURITIES LAWS AS APPLIED TO THE FACTS AND CIRCUMSTANCES OF THIS TRANSACTION, BUT THE UNDERWRITERS DO NOT GUARANTEE THE ACCURACY OR COMPLETENESS OF SUCH INFORMATION. THE INFORMATION AND EXPRESSIONS OF OPINION STATED HEREIN ARE SUBJECT TO CHANGE, AND NEITHER THE DELIVERY OF THIS OFFICIAL STATEMENT NOR ANY SALE MADE HEREUNDER SHALL CREATE, UNDER ANY CIRCUMSTANCES, ANY IMPLICATION THAT THERE HAS BEEN NO CHANGE IN THE MATTERS DESCRIBED HEREIN SINCE THE DATE HEREOF.

IN CONNECTION WITH THIS OFFERING, THE UNDERWRITERS MAY OVERALLOT OR EFFECT TRANSACTIONS THAT STABILIZE OR MAINTAIN THE MARKET PRICE OF THE SERIES 2010 BONDS AT LEVELS ABOVE THAT WHICH MIGHT OTHERWISE PREVAIL IN THE OPEN MARKET. SUCH STABILIZING, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME.

ALL SUMMARIES HEREIN OF DOCUMENTS AND AGREEMENTS ARE QUALIFIED IN THEIR ENTIRETY BY REFERENCE TO SUCH DOCUMENTS AND AGREEMENTS, AND ALL SUMMARIES HEREIN OF THE SERIES 2010 BONDS ARE QUALIFIED IN THEIR ENTIRETY BY REFERENCE TO THE FORM THEREOF INCLUDED IN THE AFORESAID DOCUMENTS AND AGREEMENTS.

CERTAIN STATEMENTS CONTAINED IN THIS OFFICIAL STATEMENT REFLECT NOT HISTORICAL FACTS BUT FORECASTS AND "FORWARD-LOOKING STATEMENTS." NO ASSURANCE CAN BE GIVEN THAT THE FUTURE RESULTS DISCUSSED HEREIN WILL BE ACHIEVED, AND ACTUAL RESULTS MAY DIFFER MATERIALLY FROM THE FORECASTS DESCRIBED HEREIN. IN THIS RESPECT, THE WORDS "ESTIMATE," "FORECAST," "PROJECT,"

"ANTICIPATE," "EXPECT," "INTEND," "BELIEVE" AND SIMILAR EXPRESSIONS ARE INTENDED TO IDENTIFY FORWARD-LOOKING STATEMENTS. ALL PROJECTIONS, FORECASTS, ASSUMPTIONS AND OTHER FORWARD-LOOKING STATEMENTS ARE EXPRESSLY QUALIFIED IN THEIR ENTIRETY BY THE CAUTIONARY STATEMENTS SET FORTH IN THIS OFFICIAL STATEMENT.

NO REGISTRATION STATEMENT RELATING TO THE SERIES 2010 BONDS HAS BEEN FILED WITH THE SECURITIES AND EXCHANGE COMMISSION (THE "COMMISSION") OR WITH ANY STATE SECURITIES COMMISSION. IN MAKING ANY INVESTMENT DECISION, INVESTORS MUST RELY ON THEIR OWN EXAMINATIONS OF THE COUNTY AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. THE SERIES 2010 BONDS HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE COMMISSION OR ANY STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY. THE FOREGOING AUTHORITIES HAVE NOT PASSED UPON THE ACCURACY OR ADEQUACY OF THIS OFFICIAL STATEMENT. ANY REPRESENTATION TO THE CONTRARY MAY BE A CRIMINAL OFFENSE.

THIS OFFICIAL STATEMENT DOES NOT CONSTITUTE A CONTRACT BETWEEN THE COUNTY OR THE UNDERWRITERS AND ANY ONE OR MORE OF THE OWNERS OF THE SERIES 2010 BONDS.

THIS OFFICIAL STATEMENT IS BEING PROVIDED TO PROSPECTIVE PURCHASERS EITHER IN BOUND PRINTED FORM ("ORIGINAL BOUND FORMAT") OR IN ELECTRONIC FORMAT ON THE FOLLOWING WEBSITE: www.MuniOS.com. THIS OFFICIAL STATEMENT MAY BE RELIED UPON ONLY IF IT IS IN ITS ORIGINAL BOUND FORMAT OR AS PRINTED IN ITS ENTIRETY DIRECTLY FROM SUCH WEBSITE.

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**OFFICIAL STATEMENT
relating to**

**\$95,960,000
BROWARD COUNTY, FLORIDA
Half-Cent Sales Tax Revenue Bonds
(Main Courthouse Project),
Series 2010A**

**\$69,950,000
BROWARD COUNTY, FLORIDA
Half-Cent Sales Tax Revenue Bonds
(Main Courthouse Project),
Series 2010B
(Federally Taxable - Build America Bonds –
Direct Payment)**

**\$48,780,000
BROWARD COUNTY, FLORIDA
Half-Cent Sales Tax Revenue Bonds
(Main Courthouse Project),
Series 2010C
(Federally Taxable - Recovery Zone
Economic Development Bonds - Direct Payment)**

INTRODUCTION

This Official Statement, including the cover page, inside cover page and the appendices hereto, is furnished with respect to the sale of the Half-Cent Sales Tax Revenue Bonds (Main Courthouse Project), Series 2010A (the "Series 2010A Bonds"), the Half-Cent Sales Tax Revenue Bonds (Main Courthouse Project), Series 2010B (Federally Taxable – Build America Bonds – Direct Payment) (the "Series 2010B Bonds") and the Half-Cent Sales Tax Revenue Bonds (Main Courthouse Project), Series 2010C (Federally Taxable – Recovery Zone Economic Development Bonds – Direct Payment) (the "Series 2010C Bonds," and together with the Series 2010A Bonds and the Series 2010B Bonds, the "Series 2010 Bonds") issued by Broward County, Florida (the "County").

The Series 2010 Bonds are being issued under the authority of and in full compliance pursuant to the Constitution of the State of Florida, Chapter 218, Part VI, Florida Statutes, Chapter 212, Florida Statutes, Chapter 166, Florida Statutes, Chapter 125, Florida Statutes, the Charter of the County and other applicable provisions of law (collectively, the "Act"), and pursuant to Resolution No. 2010-359 adopted by the Board of County Commissioners of the County (the "Board") on June 8, 2010, as amended and supplemented from time to time, and as particularly supplemented by Resolution No. 2010-360 adopted by the Board on June 8, 2010 (collectively, the "Bond Resolution"). The Series 2010 Bonds are being issued to provide funds for the purposes of together with other legally available funds of the County (i) financing the acquisition and construction of certain capital improvements within the County, including the acquisition and construction of a new, approximately 20-floor, 674,000 square foot, Main Courthouse, judicial campus and a related parking facility to be owned by, and located within, the County (the "2010 Project") and (ii) paying the costs associated with the issuance of the Series 2010 Bonds.

The payment of the principal of, redemption premium, if any, and interest on the Series 2010 Bonds will be secured forthwith equally and ratably by a pledge of and lien upon: (1) Half-Cent Sales Tax Revenues, (2) Hedge Receipts and the moneys on deposit in the various funds and accounts established under the Bond Resolution, and the earnings and investment income arising from the investment and reinvestment thereof, and (3) Federal Direct Payments received from the United States Treasury relating

only to the respective Series 2010B Bonds and Series 2010C Bonds for which they are received (collectively, the "Pledged Revenues"). **Federal Direct Payments received from the United States Treasury are not a source of security for the Series 2010A Bonds.** See "SECURITY FOR THE SERIES 2010 BONDS - Federal Direct Payments" herein. As of the date hereof, the County has not entered into any Hedge Agreements with respect to the Series 2010 Bonds.

THE SERIES 2010 BONDS SHALL NOT BE OR CONSTITUTE GENERAL OBLIGATIONS OF THE COUNTY, THE STATE OF FLORIDA (THE "STATE") OR ANY OTHER POLITICAL SUBDIVISION THEREOF, OR A PLEDGE OF THE FULL FAITH AND CREDIT OF THE COUNTY, THE STATE OR ANY OTHER POLITICAL SUBDIVISION THEREOF, BUT SHALL BE 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 TO COMPEL THE EXERCISE OF THE AD VALOREM TAXING POWER OF THE COUNTY, THE STATE OR ANY OTHER POLITICAL SUBDIVISION THEREOF, OR TAXATION IN ANY FORM ON ANY REAL OR PERSONAL PROPERTY TO PAY SUCH SERIES 2010 BONDS, OR THE REDEMPTION PREMIUM, IF ANY, THEREOF, OR THE INTEREST THEREON, NOR SHALL ANY BONDHOLDER BE ENTITLED TO PAYMENT OF SUCH PRINCIPAL, REDEMPTION PREMIUM, IF ANY, OR INTEREST FROM ANY OTHER FUNDS OF THE COUNTY OTHER THAN AS PROVIDED IN THE BOND RESOLUTION. FURTHERMORE, NO BONDHOLDER SHALL EVER HAVE A LIEN ON THE 2010 PROJECT FINANCED WITH PROCEEDS OF THE SERIES 2010 BONDS.

This introduction is not, and is not intended to be, a summary of this Official Statement. It is only a brief description of and guide to, and is qualified by, more complete and detailed information contained in the entire Official Statement, including the cover page, inside cover page and appendices hereto, and the documents summarized or described herein. A full review should be made of the entire Official Statement. The offering of the Series 2010 Bonds is made only by means of this Official Statement and is subject in all respects to the information contained herein. For a complete description of the terms and conditions of the Series 2010 Bonds, reference is made to "APPENDIX C— Bond Resolution" attached hereto.

Unless otherwise indicated, capitalized terms used in this Official Statement shall have the same meaning established in "APPENDIX C- Bond Resolution" attached hereto.

This Official Statement speaks only as of its date, and the information contained herein is subject to change.

During the offering period, a copy of the Bond Resolution and all documents of the County referred to herein may be obtained from the Chief Financial Officer and Director of the Finance and Administrative Services Department, Broward County Governmental Center, Room 513, 115 South Andrews Avenue, Fort Lauderdale, Florida 33301, (954) 357-7130.

For a complete description of the terms and conditions of the Series 2010 Bonds, reference is made to the Bond Resolution, a copy of which is included in "APPENDIX C – Bond Resolution" attached hereto. The description of the Bond Resolution, the Series 2010 Bonds and the Half-Cent Sales Tax Revenues do not purport to be comprehensive or definitive.

THE 2010 PROJECT

The 2010 Project consists of the acquisition and construction of a new, approximately 20-floor 674,000 square foot, Main Courthouse and judicial campus to be owned by the County and constructed on County-owned land at the corner of SE 6th Street and SE 1st Avenue in Ft. Lauderdale, Florida, including approximately 120 dedicated parking spaces and a multi-floor parking garage with approximately 1,380 parking spaces for the general public. The County intends to use \$120,000,000 of legally available monies of the County, in addition to proceeds from the Series 2010 Bonds, to finance the acquisition and construction of the 2010 Project.

DESCRIPTION OF THE SERIES 2010 BONDS

General

The Series 2010 Bonds shall be dated the date of their delivery, shall be numbered consecutively from R-1 upward, and shall be issued in the denominations of \$5,000 or integral multiples thereof. The Series 2010 Bonds will mature on the dates and will bear interest at the rates set forth on the cover page of this Official Statement.

Interest payable on any Series 2010 Bond shall be payable semi-annually on April 1 and October 1 in each year (each an "Interest Payment Date"), commencing October 1, 2010 and is (i) payable by check drawn upon Regions Bank, Jacksonville, Florida, as initial registrar and paying agent (the "Registrar" and the "Paying Agent"), and mailed on the Interest Payment Date to the owners of the Series 2010 Bonds as of the close of business on the fifteenth (15th) business day ("Record Date") next preceding each Interest Payment Date at the registered addresses of such owners as they shall appear on the registration books as of such Record Date, notwithstanding the cancellation of any Series 2010 Bond upon any exchange or transfer thereof subsequent to the Record Date and prior to such Interest Payment Date, (ii) upon the written request of a registered Bondholder of at least \$1,000,000 in principal amount of Series 2010 Bonds, all payment of interest on its Series 2010 Bonds shall be paid by wire transfer in immediately available funds to an account designated by such registered Bondholder and on file with the Paying Agent as of the applicable Record Date, and (iii) in the case of interest payable upon redemption or at final maturity, upon presentation of the Series 2010 Bonds at the designated principal corporate trust office of the Paying Agent. If and to the extent that there shall be a default in the payment of the interest due on an Interest Payment Date, such defaulted interest shall be paid to the Owners in whose name the Series 2010 Bonds (or any Series 2010 Bond or Series 2010 Bonds issued upon transfer or exchange thereof) are registered at the close of business on the fifteenth (15th) business day next preceding the date of payment of such defaulted interest established by notice mailed by the Registrar to the registered owners not less than the tenth (10th) day preceding such Interest Payment Date. All payments of principal, redemption premium, if any, and interest shall be made in such coin or currency of the United States of America as, at the respective times of payment, shall be legal tender for the payment of public and private debts. While in book-entry only form, such payments will be made only to Cede & Co. as described below.

Build America Bonds

The County currently intends to elect to treat the Series 2010B Bonds and the Series 2010C Bonds as "Build America Bonds" for purposes of the American Recovery and Reinvestment Act of 2009 (the "Recovery Act"), and pursuant to the Bond Resolution, Ordinance No. 2010-08 enacted by the County on

January 26, 2010, Ordinance No. C-10-14 enacted by the City Commission of the City of Fort Lauderdale, Florida (the "City") on April 20, 2010 and Resolution No. 10-91 adopted by the City Commission of the City on April 6, 2010, to further designate the Series 2010C Bonds as "Recovery Zone Economic Development Bonds" for purposes of the Recovery Act. As such, the County expects to receive Federal Direct Payments from the United States Treasury in an amount equal to 35% of interest payable on the Series 2010B Bonds, and 45% of interest payable on the Series 2010C Bonds. Such Federal Direct Payments are pledged to the payment of debt service only on the respective Series 2010B Bonds and Series 2010C Bonds for which they are received, and therefore constitute a component of the Pledged Revenues only with respect to the Series 2010B Bonds and the Series 2010C Bonds, respectively. See "SECURITY FOR THE SERIES 2010 BONDS-Federal Direct Payments" herein. Payment of debt service on the Series 2010B Bonds and the Series 2010C Bonds is not contingent upon receipt by the County of the Federal Direct Payments. To receive Federal Direct Payments, under currently existing procedures, the County will have to file a tax return (now designated as Form 8038-CP) between 90 and 45 days prior to the corresponding Interest Payment Date. The County should receive the Federal Direct Payment contemporaneously with the Interest Payment Date with respect to the Series 2010B Bonds and Series 2010C Bonds issued as Build America Bonds. Depending on timing of the filing and other factors, the Federal Direct Payment may be received before or after the corresponding Interest Payment Date. Interest on the Series 2010B Bonds and the Series 2010C Bonds will be included in the gross income of holders thereof for federal income tax purposes and such holders will not be entitled to tax credits as a result of ownership thereof.

The entitlement of the County to receive the Federal Direct Payments is subject to the condition that the County complies with all applicable requirements of the Internal Revenue Code of 1986, as amended (the "Code") which must be satisfied subsequent to the issuance of the Series 2010B Bonds and the Series 2010C Bonds. Failure to comply with such requirements may cause the irrevocable loss of the County's entitlement to receive the Federal Direct Payments. Also, the Federal Direct Payments are treated as overpayments of tax, and accordingly are subject to offset against certain amounts that may, for unrelated reasons, be owed by the County to the federal government or any agency of the United States of America.

No assurance can be given that any future legislation, clarification or amendments to the Code, if enacted into law, or judicial decisions will not potentially reduce or eliminate Federal Direct Payments expected to be received by the County with respect to the Series 2010B Bonds and the Series 2010C Bonds. Federal Direct Payments do not constitute a full faith and credit guarantee of the United States, but are required by the Recovery Act to be paid by the United States Treasury. For more information regarding certain federal tax considerations generally applicable to beneficial owners of the Series 2010B Bonds and the Series 2010C Bonds, see "TAX MATTERS" herein.

In the Bond Resolution, Federal Direct Payments are taken into account as a deduction from interest coming due on any Build America Bonds, including the Series 2010B Bonds and the Series 2010C Bonds, for purposes of calculating debt service, and are therefore taken into account in the calculations determining compliance with the coverage requirement when issuing additional bonds on a parity with the Series 2010 Bonds (for such calculation, the Federal Direct Payments are not treated as Pledged Revenues to avoid double counting). Failure of the County to receive Federal Direct Payments with respect to any Build America Bonds, including the Series 2010B Bonds and the Series 2010C Bonds, whether due to failure of the County to timely file payment request forms, an offset for money owed by the County to the federal government or its agencies, a failure to satisfy other eligibility requirements or for any other reason, could result in such tests being calculated by taking into account a deduction

against interest coming due for an amount of anticipated Federal Direct Payments that are not, in fact, received by the County. This could result in the incurrence of indebtedness that would otherwise not be permitted under the Bond Resolution if such Federal Direct Payments were not taken into consideration for purposes of calculating debt service. For more information, see "SECURITY FOR THE SERIES 2010 BONDS—Additional Bonds" herein.

Recovery Zone Allocation

The County received \$40,739,000 in Recovery Zone Economic Development Bond allocations from the federal government which may be used for purposes of issuing the Series 2010C Bonds. In addition, the City received \$8,045,000 in Recovery Zone Economic Development Bond allocations from the federal government. Pursuant to Resolution No. 10-91 adopted by the City Commission of the City on April 6, 2010, the City elected to transfer all of the City's Recovery Zone Economic Development Bond allocations to the County. As a result, the County has available \$48,784,000 in Recovery Zone Economic Development Bond allocations which may be used for purposes of issuing the Series 2010C Bonds.

Book-Entry Only System

THE FOLLOWING INFORMATION CONCERNING THE DEPOSITORY TRUST COMPANY ("DTC") AND DTC'S BOOK-ENTRY ONLY SYSTEM HAS BEEN OBTAINED FROM DTC, AND NEITHER THE COUNTY NOR THE UNDERWRITERS TAKE ANY RESPONSIBILITY FOR THE ACCURACY THEREOF.

SO LONG AS CEDE & CO. IS THE REGISTERED OWNER OF THE SERIES 2010 BONDS, AS NOMINEE OF DTC, CERTAIN REFERENCES IN THIS OFFICIAL STATEMENT TO THE BONDHOLDERS OR REGISTERED OWNERS OF THE SERIES 2010 BONDS WILL MEAN CEDE & CO. AND WILL NOT MEAN THE BENEFICIAL OWNERS OF THE SERIES 2010 BONDS. THE DESCRIPTION WHICH FOLLOWS OF THE PROCEDURES AND RECORD KEEPING WITH RESPECT TO BENEFICIAL OWNERSHIP INTERESTS IN THE SERIES 2010 BONDS, PAYMENT OF INTEREST AND PRINCIPAL ON THE SERIES 2010 BONDS TO DIRECT PARTICIPANTS (AS HEREINAFTER DEFINED) OR BENEFICIAL OWNERS OF THE SERIES 2010 BONDS, CONFIRMATION AND TRANSFER OF BENEFICIAL OWNERSHIP INTERESTS IN THE SERIES 2010 BONDS, AND OTHER RELATED TRANSACTIONS BY AND BETWEEN DTC, THE DIRECT PARTICIPANTS AND BENEFICIAL OWNERS OF THE SERIES 2010 BONDS IS BASED SOLELY ON INFORMATION FURNISHED BY DTC. ACCORDINGLY, THE COUNTY DOES NOT MAKE ANY REPRESENTATIONS CONCERNING THESE MATTERS.

DTC will act as securities depository for the Series 2010 Bonds. The Series 2010 Bonds will be 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 2010 Bond will be issued for each maturity of each series of the Series 2010 Bonds, in the aggregate amount of such maturity, 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 (the "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, dealers, banks, trust companies and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly (the "Indirect Participants"). DTC has Standard & Poor's highest rating: AAA. 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 and www.dtc.org.

Purchases of Series 2010 Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for such Series 2010 Bonds on DTC's records. The ownership interest of each actual purchaser of each Series 2010 Bond (the "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 2010 Bonds are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of the Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in the Series 2010 Bonds, except in the event that use of the book-entry system for the Series 2010 Bonds is discontinued.

To facilitate subsequent transfers, all of the Series 2010 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 2010 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 2010 Bonds; DTC's records reflect only the identity of the Direct Participants to whose accounts such Series 2010 Bonds are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping an 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 made among them, subject to any statutory or regulatory requirements as may be in effect from time to time.

Redemption notices shall be sent to DTC. If less than all of the Series 2010 Bonds are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such bonds to be redeemed.

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to the Series 2010 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 County 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 2010 Bonds are credited on the Record Date (identified in a listing attached to the Omnibus Proxy).

Principal and interest payments on the Series 2010 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 County or the Paying Agent 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, the Paying Agent or the County, subject to any statutory and regulatory requirements as may be in effect from time to time. Payment of principal and interest to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the County and/or the Paying Agent for the Series 2010 Bonds. Disbursement of such payments to Direct Participants is the responsibility of DTC, and disbursement of such payments to the Beneficial Owners is the responsibility of the Direct and Indirect Participants.

DTC may discontinue providing its services as securities depository with respect to the Series 2010 Bonds at any time by giving reasonable notice to the County. Under such circumstances, in the event that a successor securities depository is not obtained, Series 2010 Bond certificates are required to be printed and delivered.

The County may decide to discontinue use of the system of book-entry transfers through DTC (or a successor securities depository). In that event, Series 2010 Bond certificates will be printed and delivered.

Redemption Provisions

All of the Series 2010 Bonds are subject to redemption prior to their respective maturities as more fully described below. The redemption rights are not mutually exclusive. Prior to October 1, 2020, the Series 2010B Bonds and the Series 2010C Bonds are subject to make-whole optional redemption and/or extraordinary optional redemption as described below. On and after October 1, 2020, the Series 2010 Bonds are subject to optional redemption and mandatory sinking fund redemption as described below.

Make-Whole Optional Redemption

The Series 2010B Bonds and the Series 2010C Bonds are subject to redemption prior to their maturity dates at the option of the County, in whole or in part, on any date prior to October 1, 2020, at a redemption price equal to the greater of:

(1) the principal amount of the Series 2010B Bonds and/or the Series 2010C Bonds to be redeemed; or

(2) the sum of the present value of the remaining scheduled payments of principal and interest to the maturity date of the Series 2010B Bonds and/or the Series 2010C Bonds to be redeemed, not including any portion of those payments of interest accrued and unpaid as of the date on which the Series

2010B Bonds and/or the Series 2010C Bonds are to be redeemed, discounted to the date on which the Series 2010B Bonds and/or the Series 2010C Bonds are to be redeemed on a semi-annual basis, assuming a 360-day year consisting of twelve 30-day months, at the Treasury Rate, plus 35 basis points,

plus, in each case, accrued and unpaid interest on the Series 2010B Bonds and/or the Series 2010C Bonds to be redeemed to the redemption date.

"Treasury Rate" for this purpose means, with respect to any redemption date for a particular Series 2010B Bond or Series 2010C Bond, the yield to maturity as of such redemption date of the United States Treasury securities with a constant maturity (as compiled and published in the most recent Federal Reserve Statistical Release H.15 (519) that has become publicly available at least two business days prior to the redemption date (excluding inflation indexed securities) (or, if such Statistical Release is no longer published, any publicly available source of similar market data)) most nearly equal to the period from the redemption date to the maturity date of the Series 2010B Bond or Series 2010C Bond to be redeemed; provided, however, that if the period from the redemption date to such maturity date is less than one year, the weekly average yield on actually traded United States Treasury securities adjusted to a constant maturity of one year will be used.

Extraordinary Optional Redemption for Series 2010B Bonds

The Series 2010B Bonds are subject to extraordinary optional redemption prior to their maturity date at the option of the County, in whole or in part, on any date prior to October 1, 2020, only upon the occurrence of a 2010B Extraordinary Event, at a redemption price equal to the greater of:

- (1) 100% of the principal amount of the Series 2010B Bonds to be redeemed; or
- (2) the sum of the present value of the remaining scheduled payments of principal and interest to the maturity date of the Series 2010B Bonds to be redeemed, not including any portion of those payments of interest accrued and unpaid as of the date on which the Series 2010B Bonds are to be redeemed, discounted to the date on which the Series 2010B Bonds are to be redeemed on a semi-annual basis, assuming a 360-day year consisting of twelve 30-day months, at the 2010B Treasury Rate, plus 100 basis points;

plus, in each case, accrued interest on the Series 2010B Bonds to be redeemed to the redemption date.

"2010B Treasury Rate" means, with respect to any redemption date for a particular Series 2010B Bond, the rate per annum, expressed as a percentage of the principal amount, equal to the semiannual equivalent yield to maturity or interpolated maturity of the 2010B Comparable Treasury Issue (defined below), assuming that the 2010B Comparable Treasury Issue is purchased on the redemption date for a price equal to the 2010B Comparable Treasury Price (defined below), as calculated by the 2010B Designated Investment Banker (defined below).

"2010B Comparable Treasury Issue" means, with respect to any redemption date for a particular Series 2010B Bond, the United States Treasury security (as compiled and published in the most recent Federal Reserve Statistical Release H.15 (519) that has become publicly available at least two business days prior to the redemption date (excluding inflation indexed securities) (or, if such Statistical Release is no longer published, any publicly available source of similar market data)) or securities selected by the 2010B Designated Investment Banker that has an actual or interpolated maturity comparable to the

remaining average life of the Series 2010B Bond to be redeemed, and that would be utilized in accordance with customary financial practice in pricing new issues of debt securities of comparable maturity to the remaining average life of the Series 2010B Bonds to be redeemed.

"2010B Comparable Treasury Price" means, with respect to any redemption date for a particular Series 2010B Bond, (i) if the 2010B Designated Investment Banker receives at least four 2010B Reference Treasury Dealer Quotations (defined below), the average of such quotations for such redemption date, after excluding the highest and lowest 2010B Reference Treasury Dealer Quotations, or (ii) if the 2010B Designated Investment Banker obtains fewer than four 2010B Reference Treasury Dealer Quotations, the average of all such quotations.

"2010B Designated Investment Banker" means one of the 2010B Reference Treasury Dealers appointed by the County.

"2010B Reference Treasury Dealer Quotations" means, with respect to each 2010B Reference Treasury Dealer and any redemption date for a particular Series 2010B Bond, the average, as determined by the 2010B Designated Investment Banker, of the bid and asked prices for the 2010B Comparable Treasury Issue (expressed in each case as a percentage of its principal amount) quoted in writing to the 2010B Designated Investment Banker by such 2010B Reference Treasury Dealer at 3:30 P.M., New York City time, on the third Business Day preceding such redemption date.

"2010B Reference Treasury Dealer" means a firm, specified by the County from time to time, that is a primary United States government securities dealer in the City of New York, New York.

A "2010B Extraordinary Event" will have occurred if the County determines that a material adverse change has occurred to Section 54AA or 6431 of the Code (as such Sections were added by Section 1531 of the Recovery Act pertaining to Build America Bonds), or such other provision of the Code as may be applicable, or there is any guidance published by the Internal Revenue Service or the United States Treasury with respect to such Section or Sections or any other legislation is enacted which impacts the receipt of the 35% Federal Direct Payments, or any other determination by the Internal Revenue Service, the United States Treasury, or any court of competent jurisdiction, which determination is not the result of any act or omission by the County to satisfy the requirements to receive the 35% Federal Direct Payments from the United States Treasury pursuant to which the 35% Federal Direct Payments from the United States Treasury is reduced or eliminated.

Extraordinary Optional Redemption for Series 2010C Bonds

The Series 2010C Bonds are subject to extraordinary optional redemption prior to their maturity date at the option of the County, in whole or in part, on any date prior to October 1, 2020, only upon the occurrence of a 2010C Extraordinary Event, at a redemption price equal to the greater of:

- (1) 100% of the principal amount of the Series 2010C Bonds to be redeemed; or
- (2) the sum of the present value of the remaining scheduled payments of principal and interest to the maturity date of the Series 2010C Bonds to be redeemed, not including any portion of those payments of interest accrued and unpaid as of the date on which the Series 2010C Bonds are to be redeemed, discounted to the date on which the Series 2010C Bonds are to be redeemed on a semi-annual

basis, assuming a 360-day year consisting of twelve 30-day months, at the 2010C Treasury Rate, plus 100 basis points;

plus, in each case, accrued interest on the Series 2010C Bonds to be redeemed to the redemption date.

"2010C Treasury Rate" means, with respect to any redemption date for a particular Series 2010C Bond, the rate per annum, expressed as a percentage of the principal amount, equal to the semiannual equivalent yield to maturity or interpolated maturity of the 2010C Comparable Treasury Issue (defined below), assuming that the 2010C Comparable Treasury Issue is purchased on the redemption date for a price equal to the 2010C Comparable Treasury Price (defined below), as calculated by the 2010C Designated Investment Banker (defined below).

"2010C Comparable Treasury Issue" means, with respect to any redemption date for a particular Series 2010C Bond, the United States Treasury security (as compiled and published in the most recent Federal Reserve Statistical Release H.15 (519) that has become publicly available at least two business days prior to the redemption date (excluding inflation indexed securities) (or, if such Statistical Release is no longer published, any publicly available source of similar market data)) or securities selected by the 2010C Designated Investment Banker that has an actual or interpolated maturity comparable to the remaining average life of the Series 2010C Bond to be redeemed, and that would be utilized in accordance with customary financial practice in pricing new issues of debt securities of comparable maturity to the remaining average life of the Series 2010C Bonds to be redeemed.

"2010C Comparable Treasury Price" means, with respect to any redemption date for a particular Series 2010C Bond, (i) if the 2010C Designated Investment Banker receives at least four 2010C Reference Treasury Dealer Quotations (defined below), the average of such quotations for such redemption date, after excluding the highest and lowest 2010C Reference Treasury Dealer Quotations, or (ii) if the 2010C Designated Investment Banker obtains fewer than four 2010C Reference Treasury Dealer Quotations, the average of all such quotations.

"2010C Designated Investment Banker" means one of the 2010C Reference Treasury Dealers appointed by the County.

"2010C Reference Treasury Dealer Quotations" means, with respect to each 2010C Reference Treasury Dealer and any redemption date for a particular Series 2010C Bond, the average, as determined by the 2010C Designated Investment Banker, of the bid and asked prices for the 2010C Comparable Treasury Issue (expressed in each case as a percentage of its principal amount) quoted in writing to the 2010C Designated Investment Banker by such 2010C Reference Treasury Dealer at 3:30 P.M., New York City time, on the third Business Day preceding such redemption date.

"2010C Reference Treasury Dealer" means a firm, specified by the County from time to time, that is a primary United States government securities dealer in the City of New York, New York.

A "2010C Extraordinary Event" will have occurred if the County determines that a material adverse change has occurred to Section 1400U-2 or 6431 of the Code (as such Sections were added by Section 1401 and Section 1531, respectively, of the Recovery Act, pertaining to Recovery Zone Economic Development Bonds), or such other provision of the Code as may be applicable, or there is any guidance published by the Internal Revenue Service or United States Treasury with respect to such Section or Sections or any other legislation is enacted which impacts the receipt of the 45% Federal Direct Payments,

or any other determination by the Internal Revenue Service, the United States Treasury, or any court of competent jurisdiction, which determination is not the result of any act or omission by the County to satisfy the requirements to receive the 45% Federal Direct Payments from the United States Treasury pursuant to which the County's 45% Federal Direct Payments from the United States Treasury is reduced or eliminated.

Optional Redemption

The Series 2010 Bonds maturing after October 1, 2020 are subject to redemption prior to their maturity dates at the option of the County from any moneys legally available therefor, in whole or in part, at any time on or after October 1, 2020 in such order of maturities as may be determined by the County (less than all of a single maturity with respect to the Series 2010B Bonds and Series 2010C Bonds to be selected on a pro rata basis as described below, otherwise by lot) at a redemption price of 100% of the principal amount to be redeemed, plus accrued interest to the date set for redemption and without premium.

Mandatory Sinking Fund Redemption

The Series 2010A Bonds maturing on October 1, 2036, are subject to mandatory sinking fund redemption, prior to maturity in part, by lot, in such a manner as shall be determined by the Registrar, on October 1, 2031 and on each October 1 thereafter at a redemption price equal to the principal amount of such Series 2010A Bonds or portions thereof to be redeemed, plus interest accrued thereon to the date of redemption, on October 1 in the following years and in the following Amortization Installments:

<u>Year</u>	<u>Amount</u>
2031	\$8,565,000
2032	9,015,000
2033	9,490,000
2034	9,985,000
2035	10,510,000
2036*	11,060,000

*Final Maturity.

The Series 2010B Bonds maturing on October 1, 2025, are subject to mandatory sinking fund redemption, prior to maturity in part, on a pro rata basis as described below, on October 1, 2021 and on each October 1 thereafter at a redemption price equal to the principal amount of such Series 2010B Bonds or portions thereof to be redeemed, plus interest accrued thereon to the date of redemption, on October 1 in the following years and in the following Amortization Installments:

<u>Year</u>	<u>Amount</u>
2021	\$5,865,000
2022	6,090,000
2023	6,320,000
2024	6,560,000
2025*	6,805,000

*Maturity.

The Series 2010B Bonds maturing on October 1, 2030, are subject to mandatory sinking fund redemption, prior to maturity in part, on a pro rata basis as described below, on October 1, 2026 and on each October 1 thereafter at a redemption price equal to the principal amount of such Series 2010B Bonds or portions thereof to be redeemed, plus interest accrued thereon to the date of redemption, on October 1 in the following years and in the following Amortization Installments:

<u>Year</u>	<u>Amount</u>
2026	\$7,065,000
2027	7,350,000
2028	7,650,000
2029	7,960,000
2030*	8,285,000

*Final Maturity.

The Series 2010C Bonds are subject to mandatory sinking fund redemption, prior to maturity in part, on a pro rata basis as described below, on October 1, 2037 and on each October 1 thereafter at a redemption price equal to the principal amount of such Series 2010C Bonds or portions thereof to be redeemed, plus interest accrued thereon to the date of redemption, on October 1 in the following years and in the following Amortization Installments:

<u>Year</u>	<u>Amount</u>
2037	\$11,550,000
2038	11,970,000
2039	12,405,000
2040*	12,855,000

*Final Maturity.

Partial Redemption of Series 2010B Bonds and Series 2010C Bonds

If less than all of any one maturity of the Series 2010B Bonds or the Series 2010C Bonds are to be redeemed prior to maturity, (a) if the Series 2010B Bonds or the Series 2010C Bonds are in book-entry form at the time of such redemption, the Registrar shall instruct DTC to instruct the DTC Participants to select the specific Series 2010B Bonds or Series 2010C Bonds for redemption pro rata, in accordance with the procedures established by DTC, and neither the County, the Paying Agent nor the Registrar shall

have any responsibility to ensure that DTC or its Participants properly select such Series 2010B Bonds or Series 2010C Bonds for redemption, and (b) if the Series 2010B Bonds or the Series 2010C Bonds are not then in book-entry form at the time of such redemption, on each redemption date, the Registrar shall select the specific Series 2010B Bonds or Series 2010C Bonds for redemption pro rata. It is the County's intent that such redemption allocations made by DTC, its Participants or such other intermediaries that may exist between the County and the Beneficial Owners be made pro rata. However, the County can provide no assurance that DTC, its Participants or any other intermediaries will allocate redemptions of Series 2010B Bonds or Series 2010C Bonds on a pro rata basis.

The portion of any registered Series 2010B Bonds or Series 2010C Bonds of a denomination of more than \$5,000 to be redeemed will be in the principal amount of \$5,000 or any integral multiple thereof, and in selecting portions of such Series 2010B Bonds or Series 2010C Bonds for redemption, the Registrar will treat each such Series 2010B Bond or Series 2010C Bond as representing that number of Series 2010B Bonds or Series 2010C Bonds of \$5,000 denomination that is obtained by dividing the principal amount of such Series 2010B Bonds or Series 2010C Bonds by \$5,000.

Notice of Redemption

Notice of redemption shall be given by the Paying Agent in the name of the County by mailing a copy of an official redemption notice to the owners of the Series 2010 Bonds not less than thirty (30) days nor more than sixty (60) days prior to the date fixed for redemption to (i) the respective owners of the Series 2010 Bonds designated for redemption by first class mail at their addresses appearing on the bond registration books of the County maintained by the Registrar, (ii) the Securities Depository, (iii) at least two nationally recognized information services and (iv) to the registered Bondholders of \$1,000,000 or more in aggregate principal amount of Series 2010 Bonds; provided, however, that such notice with respect to those Bondholders described in (ii), (iii) and (iv), shall be given by certified mail, return receipt requested.

A second notice of redemption shall be given within sixty (60) days after the redemption date in the manner required above to the registered Bondholders of redeemed Series 2010 Bonds which have not been presented for payment within thirty (30) days after the redemption date. However, failure to give such notice shall not affect the validity of the redemption of the Series 2010 Bonds.

In the case of an optional redemption, the notice of redemption may state that (1) it is conditioned upon the deposit of moneys with the Paying Agent or with an escrow agent under an escrow deposit agreement, in amounts necessary to effect the redemption, no later than the redemption date or (2) the County retains the right to rescind such notice on or prior to the scheduled redemption date (in either case, a "Conditional Redemption"), and such notice and optional redemption shall be of no effect if such moneys are not so deposited or if the notice is rescinded as described in this paragraph. Any such notice of Conditional Redemption shall be captioned "Conditional Notice of Redemption." Any Conditional Redemption may be rescinded at any time prior to the redemption date if the County delivers a written direction to the Paying Agent directing the Paying Agent to rescind the redemption notice. The Paying Agent shall give prompt notice of such rescission to the affected Bondholders. Any Series 2010 Bonds subject to Conditional Redemption where redemption has been rescinded, or such moneys not so deposited, shall remain Outstanding, and neither the rescission nor the failure by the County to make such moneys available shall constitute an Event of Default. The County shall give immediate notice to the securities information repositories and affected Bondholders that the redemption did not occur and that the Series 2010 Bonds called for redemption and not so paid remain Outstanding.

Anything contained in the Bond Resolution to the contrary notwithstanding, failure to mail any such notice (or any defect therein) to one or more Bondholders shall not affect the validity of any proceedings for such redemption with respect to Bondholders to which notice was duly mailed hereunder.

Series 2010 Bonds Mutilated, Destroyed, Stolen or Lost

In case any Series 2010 Bond shall become mutilated, destroyed, stolen or lost, the County may execute and the Registrar shall authenticate and deliver a new Series 2010 Bond of like Series, date, maturity, denomination and interest rate as the Series 2010 Bond so mutilated, destroyed, stolen or lost; provided that, in the case of any mutilated Series 2010 Bond, such mutilated Series 2010 Bond shall first be surrendered to the County and, in the case of any lost, stolen or destroyed Series 2010 Bond, there shall first be furnished to the County and the Registrar evidence of such loss, theft, or destruction satisfactory to the County and the Registrar, together with indemnity satisfactory to them. In the event any such Series 2010 Bond shall be about to mature or have matured or have been called for redemption, instead of issuing a duplicate Series 2010 Bond, the County may direct the Paying Agent to pay the same without surrender thereof. The County and the Registrar may charge the Holder of such Series 2010 Bond their reasonable fees and expenses in connection with this transaction. Any Series 2010 Bond surrendered for replacement shall be canceled in the same manner as provided in the Bond Resolution.

Any such duplicate Series 2010 Bonds issued pursuant to the Bond Resolution shall constitute additional contractual obligations on the part of the County, whether or not the lost, stolen or destroyed Series 2010 Bonds be at any time found by anyone, and such duplicate Series 2010 Bonds shall be entitled to equal and proportionate benefits and rights as to lien on and source and security for payment from the Pledged Revenues, with all other Series 2010 Bonds issued.

Negotiability, Registration and Cancellation

So long as the Series 2010 Bonds are registered in the name of DTC or its nominee, the following paragraphs relating to transfer and exchange of Series 2010 Bonds do not apply to the Series 2010 Bonds.

At the option of the registered Holder thereof and upon surrender thereof at the designated principal corporate trust office of the Registrar with a written instrument of transfer satisfactory to the Registrar duly executed by the registered Holder or his duly authorized attorney and upon payment by such Holder of any charges which the Registrar or the County may make as provided in the Bond Resolution, the Series 2010 Bonds may be exchanged for Series 2010 Bonds of the same aggregate principal amount of the same Series and maturity, and bearing the same interest rate, of any other authorized denominations.

The Registrar shall keep books for the registration of Series 2010 Bonds and for the registration of transfers of Series 2010 Bonds. The Series 2010 Bonds shall be transferable by the Holder thereof in person or by his attorney duly authorized in writing only upon the books of the County kept by the Registrar and only upon surrender thereof together with a written instrument of transfer satisfactory to the Registrar duly executed by the Holder or his duly authorized attorney. Upon the transfer of any such Series 2010 Bond, the County shall cause to be issued in the name of the transferee a new Series 2010 Bond or Series 2010 Bonds of the same aggregate principal amount of the same series and maturity, and bearing the same interest rate, and in authorized denominations.

The County, the Paying Agent and the Registrar may deem and treat the person in whose name any Series 2010 Bond shall be registered upon the books kept by the Registrar as the absolute Owner of such Series 2010 Bond, whether such Series 2010 Bond shall be overdue or not, for the purpose of receiving payment of, or on account of, the principal of, premium, if any, and interest on such Series 2010 Bond as the same become due and for all other purposes. All such payments so made to any such Holder or upon his order shall be valid and effectual to satisfy and discharge the liability upon such Series 2010 Bond to the extent of the sum or sums so paid, and neither the County, the Paying Agent nor the Registrar shall be affected by any notice to the contrary.

In all cases in which the privilege of exchanging Series 2010 Bonds or transferring Series 2010 Bonds is exercised, the County shall execute and the Registrar shall authenticate and deliver Series 2010 Bonds in accordance with the provisions of the Bond Resolution. All Series 2010 Bonds surrendered in any such exchanges or transfers shall forthwith be delivered to the Registrar and canceled by the Registrar in the manner provided in the Bond Resolution. There shall be no charge for any such exchange or transfer of Series 2010 Bonds, but the County or the Registrar may require the payment of a sum sufficient to pay any tax, fee or other governmental charge required to be paid with respect to such exchange or transfer. Neither the County nor the Registrar shall be required (a) to transfer or exchange Series 2010 Bonds for a period of fifteen (15) days next preceding an Interest Payment Date on such Series 2010 Bonds or next preceding any selection of Series 2010 Bonds to be redeemed or thereafter until after the mailing of any notice of redemption; or (b) to transfer or exchange any Series 2010 Bonds called for redemption, in whole or in part.

All Series 2010 Bonds paid or redeemed, either at or before maturity, shall be delivered to the Paying Agent when such payment or redemption is made, and such Series 2010 Bonds, together with all Series 2010 Bonds purchased by the County, shall thereupon be promptly canceled. Series 2010 Bonds so canceled may at any time be destroyed by the Paying Agent, who shall execute a certificate of destruction in duplicate by the signature of one of its authorized officers describing the Series 2010 Bonds so destroyed, and one executed certificate shall be filed with the County and the other executed certificate shall be retained by the Paying Agent.

SECURITY FOR THE SERIES 2010 BONDS

General

The Series 2010 Bonds are revenue obligations of the County and are payable solely in the manner and to the extent set forth in the Bond Resolution. There are hereby pledged for the payment of the principal of, redemption premium if any, and interest on, the Series 2010 Bonds and any other Bonds issued in accordance with the terms and the provisions of the Bond Resolution, Pledged Revenues, which pledge shall be prior and superior to all other liens on such Pledged Revenues.

THE SERIES 2010 BONDS SHALL NOT BE OR CONSTITUTE GENERAL OBLIGATIONS OF THE COUNTY, THE STATE OR ANY OTHER POLITICAL SUBDIVISION THEREOF, OR A PLEDGE OF THE FULL FAITH AND CREDIT OF THE COUNTY, THE STATE OR ANY OTHER POLITICAL SUBDIVISION THEREOF, BUT SHALL BE 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 TO

COMPEL THE EXERCISE OF THE AD VALOREM TAXING POWER OF THE COUNTY, THE STATE OR ANY OTHER POLITICAL SUBDIVISION THEREOF, OR TAXATION IN ANY FORM ON ANY REAL OR PERSONAL PROPERTY TO PAY SUCH SERIES 2010 BONDS, OR THE REDEMPTION PREMIUM, IF ANY, THEREOF, OR THE INTEREST THEREON, NOR SHALL ANY BONDHOLDER BE ENTITLED TO PAYMENT OF SUCH PRINCIPAL, REDEMPTION PREMIUM, IF ANY, OR INTEREST FROM ANY OTHER FUNDS OF THE COUNTY OTHER THAN AS PROVIDED IN THE BOND RESOLUTION. FURTHERMORE, NO BONDHOLDER SHALL EVER HAVE A LIEN ON THE 2010 PROJECT FINANCED WITH PROCEEDS OF THE SERIES 2010 BONDS.

The County currently has a promissory note outstanding in the principal amount of \$3,498,000 and maturing on September 30, 2014, secured by Half-Cent Sales Tax Revenues (the "Note"). The County intends to use legally available moneys of the County to repay the Note on July 1, 2010 or such other date designated by the County prior to the closing of the Series 2010 Bonds. Accordingly, upon issuance of the Series 2010 Bonds, there will be no other lien upon Half-Cent Sales Tax Revenues which is prior to and superior to that of the Series 2010 Bonds.

Federal Direct Payments

The County will issue the Series 2010B Bonds as Build America Bonds. As such, the County expects to receive Federal Direct Payments from the United States Treasury in an amount equal to 35% of the interest payable on the Series 2010B Bonds. See "DESCRIPTION OF THE SERIES 2010 BONDS-Build America Bonds" herein. The Federal Direct Payments received as a result of issuance of the Series 2010B Bonds as Build America Bonds shall secure only the Series 2010B Bonds and no other Series of Bonds. Therefore, holders of the Series 2010A Bonds and the Series 2010C Bonds shall never have a lien on Federal Direct Payments received from issuance of the Series 2010B Bonds.

The County will issue the Series 2010C Bonds as Recovery Zone Economic Development Bonds. As such, the County expects to receive Federal Direct Payments from the United States Treasury in an amount equal to 45% of the interest payable on the Series 2010C Bonds. See "DESCRIPTION OF THE SERIES 2010 BONDS-Build America Bonds" herein. The Federal Direct Payments received as a result of issuance of the Series 2010C Bonds as Recovery Zone Economic Development Bonds shall secure only the Series 2010C Bonds and no other Series of Bonds. Therefore, holders of the Series 2010A Bonds and the Series 2010B Bonds shall never have a lien on Federal Direct Payments received from issuance of the Series 2010C Bonds.

Funds and Accounts

The County has covenanted and agreed in the Bond Resolution to establish the following funds and accounts to be known as the "Half-Cent Sales Tax Revenue Fund," the "Sinking Fund," the "Cost of Issuance Fund" and the "Project Fund." The County shall maintain two separate accounts within the Sinking Fund: the "Principal and Interest Account" and the "Redemption Account." Pursuant to the Bond Resolution the County created and established a "2010 Project Account" (the "2010 Project Account") within the Project Fund. The Revenue Fund, the Sinking Fund, the Project Fund and the Cost of Issuance Fund, and all accounts and subaccounts therein, shall constitute trust funds for the purposes of the Bond Resolution subject to the pledge and lien thereon for the benefit of the applicable Bondholders. In addition to the foregoing, the County may establish a Debt Service Reserve Account for the Series 2010 Bonds. The 2010 Project Account in the Project Fund shall be held in trust by a trustee on behalf of the Bondholders.

No Reserve for the Series 2010 Bonds

Pursuant to the Bond Resolution, the County has determined that the Debt Service Reserve Requirement for the Series 2010 Bonds for the Debt Service Reserve Account shall equal \$0, which means that the Series 2010 Bonds are not secured by any amounts which may be deposited in the Debt Service Reserve Account or any subaccounts created therein.

Flow of Funds

Half-Cent Sales Tax Revenues are required to be deposited immediately upon receipt in the Revenue Fund. Federal Direct Payments shall be deposited immediately upon receipt into the Principal and Interest Account in the Sinking Fund and applied to the Series of Bonds to which they relate. With respect to the Series 2010 Bonds, moneys on deposit in the Revenue Fund shall be deposited in the Sinking Fund, and any accounts created therein, and otherwise applied, on or before the 25th day of each month, in the following order and priority:

(a) (1) To the Principal and Interest Account, an amount equal to one-sixth (1/6th) of the amount of interest payable on the Series 2010 Bonds on the next Interest Payment Date (less any amount received as capitalized or accrued interest from the proceeds of any Series 2010 Bonds which is available for such interest payment from the Project Fund or otherwise) and an amount equal to one-twelfth (1/12th) of the next maturing installment of principal on all Serial Bonds of each of the Series 2010 Bonds then Outstanding; provided that, for the purposes of computing the amount to be deposited in the Principal and Interest Account, there shall be taken into account the amount, if any, set aside in said Account from the proceeds of Series 2010 Bonds and any Federal Direct Payments to be used to pay interest on the Series 2010 Bonds to which they relate (see "SECURITY FOR THE SERIES 2010 BONDS – Federal Direct Payments" herein); and

(2) To the Redemption Account, the amount equal to one-twelfth (1/12th) of the principal amount of Term Bonds of each of the Series 2010 Bonds then Outstanding required to be retired in satisfaction of the Amortization Requirements for the succeeding Fiscal Year plus the redemption premiums, if any, which would be payable in such Fiscal Year for such Term Bonds if such Term Bonds were to be redeemed prior to their respective maturities from moneys held for the credit of the Debt Service Reserve Account; and

(3) To any Debt Service Reserve Account established in connection with the Series 2010 Bonds, the amount, if any, required for the amount on deposit in such Account to equal the Debt Service Reserve Requirement; and

(4) To the counterparty under any Hedge Agreement, Hedge Obligations, if any, and to the Reserve Account Credit Facility Issuer, the amount, if any, required to reimburse such Reserve Account Credit Facility Issuer for amounts drawn under the Reserve Account Credit Facility.

(b) In addition, subject to the foregoing, the County shall pay from the Pledged Revenues the fees and expenses, at such times as are necessary, of the Paying Agent, the Registrar, the Credit Facility Issuer, if any, and the Reserve Account Credit Facility Issuer, if any, and any other fees and expenses of the County relating to the Series 2010 Bonds.

(c) Lastly, moneys from time to time on deposit in the Revenue Fund after application pursuant to paragraphs (a) through (b) above, may, at the election of the County, be used for any other lawful purpose of the County so long as such use shall take into account, (i) the foregoing priorities, and (ii) payments on Designated Maturity Debt that, in the opinion of the Finance Director, under existing market conditions, would be unlikely to be refunded at reasonable rates in the succeeding Fiscal Year; provided, however, that in the event of any deficiencies in any funds or accounts created by the Bond Resolution, the moneys in the Revenue Fund shall first be applied to make up all such deficiencies prior to applying any moneys in the Debt Service Reserve Account for the purposes set forth in this paragraph (c) and in the event of default in payment of the Series 2010 Bonds, there shall be no such application to other lawful purposes for so long as such Series 2010 Bonds shall remain in default.

Investments

Moneys held in all funds and accounts established under the Bond Resolution shall be invested in Investment Obligations. All Investment Obligations shall mature or shall be subject to redemption at the option of the holder thereof not later than the respective dates when moneys held for the credit of such funds and accounts will be required for the purposes intended, including, in particular, the payment of interest, redemption premium, if any, and principal on the Series 2010 Bonds when due.

Whenever a payment or transfer of moneys between two or more of the funds and accounts established hereunder is permitted or required, such payment or transfer may be made in whole or in part by transfer of one or more Investment Obligations at a value determined in accordance with the Bond Resolution; provided that the Investment Obligations transferred are those in which moneys of the receiving fund and account could be invested at the date of such transfer.

Additional Bonds

The County has covenanted and agreed in the Bond Resolution that it will not issue or incur any indebtedness payable from or supported by a pledge of the Pledged Revenues unless the County can show that following the issuance of or incurrence of such additional indebtedness the total amount of Pledged Revenues (based on the most recent Fiscal Year) will be greater than 1.50 times the Maximum Debt Service. For purposes of the test described in the foregoing sentence, Pledged Revenues shall not include Federal Direct Payments. Additionally, for purposes of meeting the test described in this paragraph, "debt service" shall be deemed to include costs due and owing under a Reserve Account Credit Facility, if any, in effect with respect to Series 2010 Bonds, and debt service on Series 2010 Bonds that are eligible for Federal Direct Payments will be calculated net of expected Federal Direct Payments.

The County shall not be required to comply with the requirements above with respect to any Additional Bonds issued for the sole purpose of refunding and defeasing all or a portion of any Outstanding Series of Bonds.

Subordinated Indebtedness

The County has covenanted and agreed in the Bond Resolution that it will not issue or incur any other indebtedness, except under the conditions and in the manner provided in the Bond Resolution, 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 thereon in favor of the Series 2010 Bonds and any Additional Bonds issued under the Bond Resolution and the

interest thereon. The County may at any time or from time to time issue evidences of indebtedness payable in whole or in part out of the Pledged Revenues, in each case subject and subordinate to payment on the Series 2010 Bonds and any Additional Bonds issued under the Bond Resolution, which may be secured by a pledge of the Pledged Revenues; provided however that such indebtedness shall be, and shall be expressed to be, subordinated in all respects to the pledge of the Pledged Revenues in favor of the Series 2010 Bonds and any Additional Bonds issued under the Bond Resolution. The County shall have the right to covenant with the holders from time to time of any such subordinated indebtedness to add to the conditions, limitations and restrictions under which any Additional Bonds may be issued pursuant to the Bond Resolution.

HALF-CENT SALES TAX REVENUES

General

"Half-Cent Sales Tax Revenues" which are pledged to secure the Series 2010 Bonds consist of the proceeds of the Local Government Half-Cent Sales Tax and other moneys received by the County from the Local Government Half-Cent Sales Tax Clearing Trust Fund pursuant to the provisions of Chapter 218, Part VI, Florida Statutes (the "Sales Tax Act").

The State levies and collects a sales tax on, among other things, the sales price of each item or article of tangible personal property sold at retail in the State, subject to certain exceptions and dealer allowances. In 1982, the Florida legislature created the Local Government Half-Cent Sales Tax Program (the "Half-Cent Sales Tax Program") which distributes a portion of the sales tax revenue and money from the State's General Revenue Fund to counties and municipalities that meet strict eligibility requirements. See "—Eligibility" below. In 1982, when the Half-Cent Sales Tax Program was created, the general rate of sales tax in the State was increased from 4% to 5%, and one-half of the fifth cent was devoted to the Half-Cent Sales Tax Program, thus giving rise to the name "Half-Cent Sales Tax." Although the amount of sales tax revenue deposited into the Half-Cent Sales Tax Program is no longer one-half of the fifth cent of every dollar of the sales price of an item subject to sales tax, the name "Half-Cent Sales Tax" has continued to be utilized.

Section 212.20, Florida Statutes, provides for the distribution of sales tax revenues collected by the State and further provides for the distribution of a portion of sales tax revenues to the Half-Cent Sales Tax Clearing Trust Fund (the "Trust Fund"), after providing for transfers to the General Fund and the State's Ecosystem Management and Restoration Trust Fund. From 1993 until July 1, 2003, the proportion of sales tax revenues deposited in the Trust Fund (the "Statewide Half-Cent Sales Tax Revenues") had been constant at 9.653% of all state sales tax remitted to the State by a sales tax dealer located within a particular county. (Effective July 1, 2003, such proportion was reduced to 9.643%, and effective July 1, 2004, such proportion was further reduced to 8.814%, which remains in effect.) Such amount deposited in the Trust Fund is earmarked for distribution to the governing body of such county and each participating municipality within that county pursuant to a distribution formula. The legislative intent of the proportion reductions described above was to freeze for one fiscal year the total amount of Statewide Half-Cent Sales Tax Revenues distributed to the counties and municipalities throughout the State. The negative impact on municipalities from changes to the half-cent sales tax distribution was offset by the increased distribution to the Revenue Sharing Trust Fund for municipalities. Likewise, the negative impact of the change in Local Government Half-Cent Sales Tax distribution on smaller counties with a limited tax base was offset by the increased share of State taxes going for the emergency distribution. The

net impact was to reduce the amount of funds distributed to county governments equal to projected growth in income from the half-cent sales tax distribution. The general rate of sales tax in the State is currently 6%. After taking into account the distributions to the General Fund (historically 5% of taxes collected) and the Ecosystem Management and Restoration Trust Fund (historically 0.2% of taxes collected), and after taking into account the cumulative effect of the proportion reductions described above, for every dollar of taxable sales price of an item, approximately 0.501 cents is deposited into the Trust Fund.

The Statewide Half-Cent Sales Tax Revenues are distributed from the Trust Fund on a monthly basis to participating units of local government in accordance with the Sales Tax Act. Florida law also allows any county to impose an additional sales surtax of up to 1% to fund infrastructure improvements upon approval by a vote of the electors of such county. Such sales surtax is not currently being imposed in the County.

As of October 1, 2001, the Trust Fund began receiving a portion of certain taxes imposed by the State on the sales of communication services (the "CST Revenues") pursuant to Chapter 202, Florida Statutes (the "CST Law"). Accordingly, moneys distributed from the Trust Fund now consist of funds derived from both general sales tax proceeds and a portion of CST Revenues required to be deposited into the Trust Fund. All moneys distributed to the County from the Trust Fund (whether derived from the general sales tax or from the portion of the CST Revenues) constitute Half-Cent Sales Tax Revenues for purposes of the Bond Resolution and are a part of the Pledged Revenues pledged to the payment of the Series 2010 Bonds. Moneys received by the County pursuant to the CST Law that are not deposited in the Trust Fund do not constitute Half-Cent Sales Tax Revenues and are not pledged to the payment of the Series 2010 Bonds pursuant to the Bond Resolution.

Eligibility

To be eligible to participate in the Half-Cent Sales Tax Program, each municipality and county is required to have:

- (i) reported its finances for its most recently completed fiscal year to the State Department of Financial Services as required by Florida law;
- (ii) made provisions for annual post audits of financial accounts in accordance with provisions of law;
- (iii) levied, as shown on its most recent financial report, ad valorem taxes, exclusive of taxes levied for debt service or other special millages authorized by the voters, to produce the revenue equivalent to a millage rate of three (3) mills on the dollar based upon 1973 taxable values or, in order to produce revenue equivalent to that which would otherwise be produced by such three (3) mill ad valorem tax, to have received a remittance from the county pursuant to a municipal services benefit unit, collected an occupational license tax, utility tax, or ad valorem tax, or have received revenue from any combination of those four sources;
- (iv) certified that persons in its employ as law enforcement officers meet certain qualifications for employment, and receive certain compensation;

- (v) certified that persons in its employ as firefighters meet certain employment qualifications and are eligible for certain compensation;
- (vi) certified that each dependent special district that is budgeted separately from the general budget of such county or municipality has met the provisions for annual post audit of its financial accounts in accordance with law; and
- (vii) certified to the Florida Department of Revenue ("FDOR") that it has complied with certain procedures regarding the establishment of the ad valorem tax millage of the county or municipality as required by law.

Although the Sales Tax Act does not impose any limitation on the number of years during which a county or municipality may receive distributions of the Statewide Half-Cent Sales Tax Revenues from the Trust Fund, there may be amendments to the Sales Tax Act in subsequent years imposing additional requirements of eligibility for counties and municipalities participating in the Statewide Half-Cent Sales Tax Revenues, or the distribution formulas in Sections 212.20(6)(d) or 218.62, Florida Statutes, may be revised. To be eligible to participate in the Trust Fund in future years, the County must comply with the above listed requirements, including the financial reporting and other requirements of the Sales Tax Act. Otherwise, the County would lose its Trust Fund distributions for twelve (12) months following a "determination of noncompliance" by FDOR. Pursuant to the Bond Resolution, the County has covenanted to take all lawful action necessary or required to continue to entitle the County to receive the Half-Cent Sales Tax Revenues and will take no action that will impair or adversely affect its receipt of Half-Cent Sales Tax Revenues. The County has always maintained eligibility to receive the Half-Cent Sales Tax Revenues.

Distribution

Statewide Half-Cent Sales Tax Revenues collected within a county and deposited in the Trust Fund are distributed among such county and the eligible municipalities therein in accordance with the following formula:

County's share (expressed as a percentage of total = Statewide Half-Cent Sales Tax Revenues)	Unincorporated county + population	2/3 of the incorporated county population
	total	2/3 of the
	county + population	incorporated county population
Each municipality's share (expressed as a = percentage of Statewide Half-Cent Sales Tax Revenues)	municipality population	
	total	2/3 of the
	county + population	incorporated county population

Distribution Percentages Within the County

Below are the approximate distribution percentages for the County and for the municipalities within the County for the past five years:

State <u>Fiscal Year</u>	Percentage of Half-Cent Sales Tax Distribution <u>to the County</u>	Percentage of Half-Cent Sales Tax Distribution to Municipalities within <u>the County</u>
2005	41.69%	58.31%
2006	41.05	58.95
2007	40.57	59.43
2008	40.44	59.56
2009	40.31	59.69

Source: State of Florida, Department of Revenue

Historical Half-Cent Sales Tax Revenue Collections

The following table sets forth the historical collections of Half-Cent Sales Tax Revenues in the County.

BROWARD COUNTY, FLORIDA HISTORICAL HALF-CENT SALES TAX REVENUES⁽¹⁾

Year Ended <u>September 30</u>	Sales Tax <u>Revenues</u>	Percentage Change from Prior Fiscal <u>Year</u>
2001	\$60,227,000	--
2002	64,294,000	6.8%
2003	66,314,000	3.1
2004	66,776,000	0.7
2005	70,610,000	5.7
2006	74,074,000	4.9
2007	70,304,000	(5.1)
2008	66,147,000	(5.9)
2009	59,459,000	(10.1)

⁽¹⁾ Audited.

Source: Broward County Finance Department.

The unaudited Half-Cent Sales Tax Revenues for the six months ended March 31, 2010 equaled \$30,534,864, which is approximately a 0.84% decrease from the same six month period for the previous year. The amount of the Half-Cent Sales Tax Revenues being received by the County has weakened as non-essential expenditures within the County are curtailed. The retrenchment in consumer and business spending and confidence is being caused by current economic conditions, including without limitation, the diminishing wealth effect from real estate price depreciation, increasing unemployment and

decreasing tourism. See "SECURITY FOR THE SERIES 2010 BONDS – Additional Bonds" herein for information regarding the parity test which is based on a historical annual collection of Half-Cent Sales Tax Revenues and requires at least 1.50 times pro-forma debt service coverage of Maximum Debt Service.

Historical Debt Service Coverage

Fiscal Year Ended <u>September 30</u>	Maximum <u>Debt Service⁽¹⁾</u>	Half-Cent Sales <u>Tax Revenues</u>	Debt Service <u>Coverage</u>
2004	\$13,455,930	\$66,776,000	4.96x
2005	13,455,930	70,610,000	5.25x
2006	13,455,930	74,074,000	5.50x
2007	13,455,930	70,304,000	5.22x
2008	13,455,930	66,147,000	4.92x
2009	13,455,930	59,459,000	4.42x

⁽¹⁾ Maximum Debt Service is included solely for purposes of calculating the amount of coverage that would have been available if the Series 2010 Bonds had been issued prior to the fiscal year ended September 30, 2004. Pursuant to the Bond Resolution and as calculated in the table above, "Maximum Debt Service" is net of Federal Direct Payments relating to the Series 2010B Bonds and the Series 2010C Bonds.

The amount of Statewide Half-Cent Sales Tax Revenues distributed to the County is subject to increase or decrease due to (i) more or less favorable economic conditions, (ii) increases or decreases in the dollar volume of taxable sales within the County, (iii) legislative changes relating to the Local Government Half-Cent Sales Tax, which may include changes in the scope of taxable sales, changes in the tax rate and changes in the amount of sales tax revenue deposited into the Trust Fund, and (iv) other factors which may be beyond the control of the County or the Bondholders, including but not limited to the potential for increased use of electronic commerce and other internet-related sales activity that could have a material adverse impact upon the amount of Local Government Half-Cent Sales Tax collected by the State and then distributed to the County.

In particular, the share of the Statewide Half-Cent Sales Tax Revenues collected within the County and deposited in the Trust Fund which is to be distributed to the County will be affected by changes in the relative populations of the unincorporated and incorporated areas within the County. Such relative populations are subject to change through normal increases and decreases in population within the existing unincorporated and incorporated areas of the County and are also subject to change by the annexation of previously unincorporated areas of the County by the municipalities within the County. Such annexations would not only increase the population of the incorporated areas but also would, in equal amount, decrease the population of the unincorporated areas. The County's population is more than 99% incorporated. Although there are several small annexations currently being considered within the County, only 14,012 residents are subject to annexation. As such, Half-Cent Sales Tax Revenues collected within the County are not expected to decrease substantially due to incorporation and/or annexation.

ESTIMATED SOURCES AND USES OF FUNDS

The table that follows summarizes the estimated sources and uses of funds to be derived from the sale of the Series 2010 Bonds:

	Series 2010A <u>Bonds</u>	Series 2010B <u>Bonds</u>	Series 2010C <u>Bonds</u>	<u>Total</u>
SOURCES:				
Principal Amount	\$95,960,000.00	\$69,950,000.00	\$48,780,000.00	\$214,690,000.00
Plus Net Original Issue Premium	<u>5,246,200.70</u>	<u>0.00</u>	<u>0.00</u>	<u>5,246,200.70</u>
TOTAL SOURCES	\$101,206,200.70	\$69,950,000.00	\$48,780,000.00	\$219,936,200.70
USES:				
Deposit to 2010 Project Account	\$100,369,255.60	\$69,340,691.26	\$48,290,053.14	\$218,000,000.00
Underwriters' Discount	489,463.71	371,323.24	319,919.19	1,180,706.14
Costs of Issuance ⁽¹⁾	<u>347,481.39</u>	<u>237,985.50</u>	<u>170,027.67</u>	<u>755,494.56</u>
TOTAL USES	\$101,206,200.70	\$69,950,000.00	\$48,780,000.00	\$219,936,200.70

⁽¹⁾ Includes financial advisory and legal fees and costs, and miscellaneous costs of issuance.

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DEBT SERVICE SCHEDULE

Period Ending	Series 2010A Bonds			Series 2010B Bonds				Series 2010C Bonds				Total Debt Service ⁽¹⁾
	Principal	Interest	Total	Principal	Interest	Less Expected Related Federal Direct Payments	Total	Principal	Interest	Less Expected Related Federal Direct Payments	Total	
2010		\$1,102,231.35	\$1,102,231.35		\$968,621.11	(\$339,017.39)	\$629,603.72		\$737,320.54	(\$331,794.24)	\$405,526.30	\$2,137,361.37
2011	\$540,000	4,780,762.50	5,320,762.50		4,201,248.20	(1,470,436.88)	2,730,811.32		3,198,016.80	(1,439,107.56)	1,758,909.24	9,810,483.06
2012	2,065,000	4,764,562.50	6,829,562.50		4,201,248.20	(1,470,436.88)	2,730,811.32		3,198,016.80	(1,439,107.56)	1,758,909.24	11,319,283.06
2013	3,235,000	4,712,937.50	7,947,937.50		4,201,248.20	(1,470,436.88)	2,730,811.32		3,198,016.80	(1,439,107.56)	1,758,909.24	12,437,658.06
2014	3,535,000	4,589,037.50	8,124,037.50		4,201,248.20	(1,470,436.88)	2,730,811.32		3,198,016.80	(1,439,107.56)	1,758,909.24	12,613,758.06
2015	3,965,000	4,447,637.50	8,412,637.50		4,201,248.20	(1,470,436.88)	2,730,811.32		3,198,016.80	(1,439,107.56)	1,758,909.24	12,902,358.06
2016	4,165,000	4,249,387.50	8,414,387.50		4,201,248.20	(1,470,436.88)	2,730,811.32		3,198,016.80	(1,439,107.56)	1,758,909.24	12,904,108.06
2017	4,470,000	4,041,137.50	8,511,137.50		4,201,248.20	(1,470,436.88)	2,730,811.32		3,198,016.80	(1,439,107.56)	1,758,909.24	13,000,858.06
2018	4,795,000	3,817,637.50	8,612,637.50		4,201,248.20	(1,470,436.88)	2,730,811.32		3,198,016.80	(1,439,107.56)	1,758,909.24	13,102,358.06
2019	5,105,000	3,606,062.50	8,711,062.50		4,201,248.20	(1,470,436.88)	2,730,811.32		3,198,016.80	(1,439,107.56)	1,758,909.24	13,200,783.06
2020	5,460,000	3,350,812.50	8,810,812.50		4,201,248.20	(1,470,436.88)	2,730,811.32		3,198,016.80	(1,439,107.56)	1,758,909.24	13,300,533.06
2021		3,077,812.50	3,077,812.50	\$5,865,000	4,201,248.20	(1,470,436.88)	8,595,811.32		3,198,016.80	(1,439,107.56)	1,758,909.24	13,432,533.06
2022		3,077,812.50	3,077,812.50	6,090,000	3,863,189.60	(1,352,116.36)	8,601,073.24		3,198,016.80	(1,439,107.56)	1,758,909.24	13,437,794.98
2023		3,077,812.50	3,077,812.50	6,320,000	3,512,162.00	(1,229,256.70)	8,602,905.30		3,198,016.80	(1,439,107.56)	1,758,909.24	13,439,627.04
2024		3,077,812.50	3,077,812.50	6,560,000	3,147,877.20	(1,101,757.02)	8,606,120.18		3,198,016.80	(1,439,107.56)	1,758,909.24	13,442,841.92
2025		3,077,812.50	3,077,812.50	6,805,000	2,769,758.80	(969,415.58)	8,605,343.22		3,198,016.80	(1,439,107.56)	1,758,909.24	13,442,064.96
2026		3,077,812.50	3,077,812.50	7,065,000	2,377,518.60	(832,131.52)	8,610,387.08		3,198,016.80	(1,439,107.56)	1,758,909.24	13,447,108.82
2027		3,077,812.50	3,077,812.50	7,350,000	1,939,064.70	(678,672.64)	8,610,392.06		3,198,016.80	(1,439,107.56)	1,758,909.24	13,447,113.80
2028		3,077,812.50	3,077,812.50	7,650,000	1,482,923.70	(519,023.30)	8,613,900.40		3,198,016.80	(1,439,107.56)	1,758,909.24	13,450,622.14
2029		3,077,812.50	3,077,812.50	7,960,000	1,008,164.70	(352,857.64)	8,615,307.06		3,198,016.80	(1,439,107.56)	1,758,909.24	13,452,028.80
2030		3,077,812.50	3,077,812.50	8,285,000	514,167.10	(179,958.48)	8,619,208.62		3,198,016.80	(1,439,107.56)	1,758,909.24	13,455,930.36
2031	8,565,000	3,077,812.50	11,642,812.50						3,198,016.80	(1,439,107.56)	1,758,909.24	13,401,721.74
2032	9,015,000	2,628,150.00	11,643,150.00						3,198,016.80	(1,439,107.56)	1,758,909.24	13,402,059.24
2033	9,490,000	2,154,862.50	11,644,862.50						3,198,016.80	(1,439,107.56)	1,758,909.24	13,403,771.74
2034	9,985,000	1,656,637.50	11,641,637.50						3,198,016.80	(1,439,107.56)	1,758,909.24	13,400,546.74
2035	10,510,000	1,132,425.00	11,642,425.00						3,198,016.80	(1,439,107.56)	1,758,909.24	13,401,334.24
2036	11,060,000	580,650.00	11,640,650.00						3,198,016.80	(1,439,107.56)	1,758,909.24	13,399,559.24
2037								\$11,550,000	3,198,016.80	(1,439,107.56)	13,308,909.24	13,308,909.24
2038								11,970,000	2,440,798.80	(1,098,359.46)	13,312,439.34	13,312,439.34
2039								12,405,000	1,656,045.60	(745,220.52)	13,315,825.08	13,315,825.08
2040								<u>12,855,000</u>	<u>842,773.80</u>	<u>(379,248.22)</u>	<u>13,318,525.58</u>	<u>13,318,525.58</u>
TOTAL	\$95,960,000	\$85,470,868.85	\$181,430,868.85	\$69,950,000	\$67,797,177.71	(\$23,729,012.31)	\$114,018,165.40	\$48,780,000	\$92,023,392.34	(\$41,410,526.56)	\$99,392,865.78	\$394,841,900.03

⁽¹⁾ Net of Federal Direct Payments relating to the Series 2010B Bonds and the Series 2010C Bonds.

INVESTMENT POLICY

The County adopted a detailed written investment policy on September 27, 1995, as amended on May 8, 2007, that applies to all funds (cash, cash equivalents and investments) held by or for the benefit of the Board except for proceeds of refunded bond issues which are deposited in escrow, debt service funds governed by their bond indentures and funds of the constitutional officers and other components of the County, governed by independent boards unless as authorized by mutual agreement.

The objectives of the investment program are: (a) preservation of capital, (b) liquidity, (c) yield maximization, (d) investment responsibility and (e) exceeding the average return on the 3-month treasury bill or the average rate on federal funds, whichever is highest.

Subject to certain restrictions in the County's investment policy concerning maximum allowable percentages, the County may invest in the following types of securities: (a) direct obligations, or obligations guaranteed by the United States Government, (b) obligations of federal agencies of the United States of America (as outlined in the investment policy), (c) The Florida Local Government Surplus Funds Trust Fund, (d) bonds, debentures or notes issued by Government Sponsored Enterprises, (e) Repurchase Agreements, (f) Commercial Paper, (g) State and/or Local Government Taxable and/or Tax-Exempt Debt, (h) Bank Time Deposits, (i) Registered Investment Companies, (j) SEC registered money market funds, (k) U.S. dollar denominated sovereign debt, (l) Collateralized Mortgage Obligations, (m) World Bank Notes, Bonds and Discount Notes and Notes, (n) Obligations of the Tennessee Valley Authority, and (o) Reserve Repurchase Agreements. Investments in any derivative securities, including interest only or principal only and inverse floaters investments are prohibited unless specifically designated above.

The County utilizes portfolio diversification as a way to control risk. Investment managers are expected to display prudence in the selection of securities as a way to minimize default risk. To control risk of illiquidity, a minimum of 2% of the County's total portfolio shall be held in overnight repurchase agreements, U.S. Treasury instruments and/or money market/mutual funds.

The County's investment policy may be further modified from time to time by the Board.

LEGAL MATTERS

Certain legal matters incident to the validity of the Series 2010 Bonds are subject to the approval of Edwards Angell Palmer & Dodge LLP, West Palm Beach, Florida and Rasco Klock Reininger Perez Esquenazi Vigil & Nieto, Coral Gables, Florida, Co-Bond Counsel, whose approving opinions in the form attached hereto as "APPENDIX D-1 – Form of Co-Bond Counsel Opinion for the Series 2010A Bonds," "APPENDIX D-2 – Form of Co-Bond Counsel Opinion for the Series 2010B Bonds" and "APPENDIX D-3 – Form of Co-Bond Counsel Opinion for the Series 2010C Bonds" will be furnished without charge to the initial purchasers of the Series 2010 Bonds at the time of their delivery. The actual legal opinions to be delivered may vary from that text if necessary to reflect facts and law on the date of delivery. The opinions will speak only as of their date, and subsequent distribution of them by recirculation of this Official Statement or otherwise shall create no implication that subsequent to the date of the opinions Co-Bond Counsel has reviewed or expresses any opinion concerning any of the matters referenced in the opinions. Co-Bond Counsel's opinions are based on existing law, which is subject to change. Such opinions are further based on factual representations made to Co-Bond Counsel as of the date thereof.

Co-Bond Counsel assumes no duty to update or supplement its opinions to reflect any facts or circumstances, including changes in law, that may thereafter occur or become effective.

Certain legal matters will be passed upon for the County by the Office of the County Attorney, Broward County, Florida, and by Bryant Miller Olive P.A., Tampa, Florida, and the Law Offices of Steve E. Bullock, P.A., Miramar, Florida, Co-Disclosure Counsel to the County, whose approving opinions are attached hereto as "APPENDIX E – Form of Co-Disclosure Counsel Opinion." Moskowitz, Mandell, Salim & Simowitz, P.A., Fort Lauderdale, Florida, is serving as Counsel to the Underwriters.

The legal opinions to be delivered concurrently with the delivery of the Series 2010 Bonds express the professional judgment of the attorneys rendering the opinions regarding the legal issues expressly addressed therein. By rendering a legal opinion, the opinion giver does not become an insurer or guarantor of the result indicated by that expression of professional judgment, of the transaction on which the opinion is rendered, or of the future performance of the parties to the transaction. Nor does the rendering of an opinion guarantee the outcome of any legal dispute that may arise out of the transaction.

LITIGATION

There is no pending or, to the knowledge of the County, any threatened litigation against the County of any nature whatsoever which in any way questions or affects the validity of the Series 2010 Bonds, or any proceedings or transactions relating to their issuance, sale, execution, or delivery, or the adoption of the Bond Resolution, or the collection or pledge of the Pledged Revenues. Neither the creation, organization or existence, nor the title of the present members of the Board, or other officers of the County is being contested.

The County experiences claims, litigation, and various legal proceedings which individually are not expected to have a material adverse effect on the operations or financial condition of the County, but may, in the aggregate, have a material impact thereon. In the opinion of the County Attorney, however, the County will either successfully defend such actions or otherwise resolve such matters without any material adverse consequences on the financial condition of the County.

DISCLOSURE REQUIRED BY FLORIDA BLUE SKY REGULATIONS

Pursuant to Section 517.051, Florida Statutes, as amended, no person may directly or indirectly offer or sell securities of the County except by an offering circular containing full and fair disclosure of all defaults as to principal or interest on its obligations since December 31, 1975, as provided by rule of the Office of Financial Regulation within the Florida Financial Services Commission (the "Commission"). Pursuant to administrative rulemaking, the Commission has required the disclosure of the amounts and types of defaults, any legal proceedings resulting from such defaults, whether a trustee or receiver has been appointed over the assets of the County, and certain additional financial information, unless the County believes in good faith that such information would not be considered material by a reasonable investor. The County is not and has not been in default on any bond issued since December 31, 1975 that would be considered material by a reasonable investor.

The County has not undertaken an independent review or investigation of securities for which it has served as conduit issuer. The County does not believe that any information about any default on

such securities is appropriate and would be considered material by a reasonable investor in the Series 2010 Bonds because the County would not have been obligated to pay the debt service on any such securities except from payments made to it by the private companies on whose behalf such securities were issued and no funds of the County would have been pledged or used to pay such securities or the interest thereon.

TAX MATTERS

Series 2010A Bonds

In the opinion of Co-Bond Counsel, based upon an analysis of existing laws, regulations, rulings, and court decisions, and assuming, among other matters, compliance with certain covenants, interest on the Series 2010A Bonds is excluded from gross income for federal income tax purposes under Section 103 of the Code. Co-Bond Counsel is of the further opinion that interest on the Series 2010A Bonds is not a specific preference item for purposes of the federal individual or corporate alternative minimum taxes, and Co-Bond Counsel observes that such interest is not included in adjusted current earnings when calculating corporate alternative minimum taxable income. Although a portion of the interest on certain tax-exempt obligations earned by certain corporations may be included in the calculation of adjusted current earnings for purposes of the federal corporate alternative minimum tax, interest on certain tax-exempt obligations issued in 2009 and 2010, including the Series 2010A Bonds, is excluded from that calculation as a result of the enactment of the Recovery Act. Co-Bond Counsel expresses no opinion regarding any other federal tax consequences arising with respect to the ownership or disposition of, or the accrual or receipt of interest on, the Series 2010A Bonds.

The Code imposes various requirements relating to the exclusion from gross income for federal income tax purposes of interest on obligations such as the Series 2010A Bonds. Failure to comply with these requirements may result in interest on the Series 2010A Bonds being included in gross income for federal income tax purposes, possibly from the date of original issuance of the Series 2010A Bonds. The County has covenanted to comply with such requirements to ensure that interest on the Series 2010A Bonds will not be included in federal gross income. The opinion of Co-Bond Counsel assumes compliance with these covenants.

Co-Bond Counsel is also of the opinion that the Series 2010A Bonds and the interest thereon are exempt from taxation under existing laws of the State except as to estate taxes and taxes imposed by Chapter 220, Florida Statutes, on interest, income or profits on debt obligations owned by corporations, as defined therein. A complete copy of the proposed form of opinion of Co-Bond Counsel for the Series 2010A Bonds is set forth in "APPENDIX D-1 – Form of Co-Bond Counsel Opinion for Series 2010A Bonds" attached hereto.

To the extent the issue price of any maturity of the Series 2010A Bonds is less than the amount to be paid at maturity of such Series 2010A Bonds (excluding amounts stated to be interest and payable at least annually over the term of such Series 2010A Bonds), the difference constitutes "original issue discount," the accrual of which, to the extent properly allocable to each owner thereof, is treated as interest on the Series 2010A Bonds which is excluded from gross income for federal income tax purposes. For this purpose, the issue price of a particular maturity of the Series 2010A Bonds is the first price at which a substantial amount of such maturity of the Series 2010A Bonds is sold to the public (excluding bond houses, brokers, or similar persons or organizations acting in the capacity of underwriters,

placement agents or wholesalers). The original issue discount with respect to any maturity of the Series 2010A Bonds accrues daily over the term to maturity of such Series 2010A Bonds on the basis of a constant interest rate compounded semiannually (with straight-line interpolations between compounding dates). The accruing original issue discount is added to the adjusted basis of such Series 2010A Bonds to determine taxable gain or loss upon disposition (including sale, redemption, or payment on maturity) of such Series 2010A Bonds. Bondholders should consult their own tax advisors with respect to the tax consequences of ownership of Series 2010A Bonds with original issue discount, including the treatment of purchasers who do not purchase such Series 2010A Bonds in the original offering to the public at the first price at which a substantial amount of such Series 2010A Bonds is sold to the public.

The Series 2010A Bonds purchased, whether at original issuance or otherwise, for an amount greater than the stated principal amount to be paid at maturity of such Series 2010A Bonds, or, in some cases, at the earlier redemption date of such Series 2010A Bonds ("Premium Bonds"), will be treated as having amortizable bond premium for federal income tax purposes. No deduction is allowable for the amortizable bond premium in the case of obligations, such as the Premium Bonds, the interest on which is excluded from gross income for federal income tax purposes. However, a Bondholder's basis in a Premium Bond will be reduced by the amount of amortizable bond premium properly allocable to such Bondholder. Holders of Premium Bonds should consult their own tax advisors with respect to the property treatment of amortizable bond premium in their particular circumstances.

Prospective Bondholders should be aware that certain requirements and procedures contained or referred to in the Bond Resolution and other relevant documents may be changed and certain actions (including, without limitation, defeasance of the Series 2010A Bonds) may be taken or omitted under the circumstances and subject to the terms and conditions set forth in such documents. Co-Bond Counsel has not undertaken to determine (or to inform any person) whether any actions taken (or not taken) or events occurring (or not occurring) after the date of issuance of the Series 2010A Bonds may adversely affect the value of, or the tax status of interest on, the Series 2010A Bonds. Further, no assurance can be given that pending or future legislation, including amendments to the Code, if enacted into law, or any proposed legislation, including amendments to the Code, or any future judicial, regulatory or administrative interpretation or development with respect to existing law, will not adversely affect the value of, or the tax status of interest on, the Series 2010A Bonds. Prospective Bondholders are urged to consult their own tax advisors with respect to proposals to restructure the federal income tax.

Although Co-Bond Counsel is of the opinion that interest on the Series 2010A Bonds is excluded from gross income for federal income tax purposes, the ownership or disposition of, or the accrual or receipt of interest on, the Series 2010A Bonds may otherwise affect a Series 2010A Bondholder's federal or state tax liability. The nature and extent of these other tax consequences will depend upon the particular tax status of the Bondholder or the Series 2010A Bondholder's other items of income or deduction. Co-Bond Counsel expresses no opinion regarding any such other tax consequences, and Series 2010A Bondholders should consult with their own tax advisors with respect to such consequences.

Series 2010B Bonds and Series 2010C Bonds

In the opinion of Co-Bond Counsel, under existing law, interest on the Series 2010B Bonds and the Series 2010C Bonds is included in the gross income of the owners thereof for federal income tax purposes under the Code. Co-Bond Counsel expresses no opinion regarding any other federal tax consequences related to the ownership or disposition of, or accrual or receipt of interest on, the Series 2010B Bonds and the Series 2010C Bonds.

Co-Bond Counsel will opine that under existing law and regulations the Series 2010B and the Series 2010C Bonds and the interest thereon are exempt from taxation under existing laws of the State except as to estate taxes and taxes imposed by Chapter 220, Florida Statutes, on interest, income or profits on debt obligations owned by corporations, as defined therein. Complete copies of the proposed forms of opinion of Co-Bond Counsel for the Series 2010B Bonds and the Series 2010C Bonds are set forth in "APPENDIX D-2 – Form of Co-Bond Counsel Opinion for Series 2010B Bonds" and "APPENDIX D-3 – Form of Co-Bond Counsel Opinion for Series 2010C Bonds" attached hereto.

The following discussion summarizes certain U.S. federal tax considerations generally applicable to beneficial owners of the Series 2010B Bonds and the Series 2010C Bonds that acquire their Bonds in the initial offering. The discussion below is based upon laws, regulations, rulings, and decisions in effect and available on the date hereof, all of which are subject to change, possibly with retroactive effect. Prospective investors should note that no rulings have been or are expected to be sought from the Internal Revenue Service ("IRS") with respect to any of the U.S. federal income tax consequences discussed below, and no assurance can be given that the IRS will not take contrary positions. Further, the following discussion does not deal with all U.S. federal income tax consequences applicable to any given investor, nor does it address the U.S. federal income tax considerations applicable to investors who may be subject to special taxing rules (regardless of whether or not such persons constitute U.S. Holders), such as certain U.S. expatriates, banks, real estate investment trusts, regulated investment companies, insurance companies, tax-exempt organizations, dealers or traders in securities or currencies, partnerships, S corporations, estates and trusts, investors who hold their Series 2010B Bonds or Series 2010C Bonds as part of a hedge, straddle or an integrated or conversion transaction, or investors whose "functional currency" is not the U.S. dollar. Furthermore, the following discussion does not address (i) alternative minimum tax consequences or (ii) the indirect effects on persons who hold equity interests in a beneficial owner of Series 2010B Bonds or Series 2010C Bonds. In addition, this summary generally is limited to investors who become beneficial owners of Series 2010B Bonds or Series 2010C Bonds pursuant to the initial offering for the issue price that is applicable to such Series 2010B Bonds and Series 2010C Bonds (i.e., the price at which a substantial amount of such Series 2010B Bonds and Series 2010C Bonds is first sold to the public) and who will hold their Series 2010B Bonds and Series 2010C Bonds as "capital assets" within the meaning of the Code.

As used herein, "U.S. Holder" means a beneficial owner of a Series 2010B Bond or Series 2010C Bond who for U.S. federal income tax purposes is an individual citizen or resident of the United States, a corporation or other entity taxable as a corporation created or organized in or under the laws of the United States or any state thereof (including the District of Columbia), an estate the income of which is subject to U.S. federal income taxation regardless of its source or a trust with respect to which a court within the United States is able to exercise primary supervision over the administration of the trust and one or more United States persons (as defined in the Code) have the authority to control all substantial decisions of the trust (or a trust that has made a valid election under Treasury Regulations to be treated as a domestic trust). As used herein, "Non-U.S. Holder" generally means a beneficial owner of a Series 2010B Bond or Series 2010C Bond (other than a partnership) who is not a U.S. Holder. If an entity classified as a partnership for U.S. federal income tax purposes is a beneficial owner of Series 2010B Bonds and Series 2010C Bonds, the tax treatment of a partner in such partnership generally will depend upon the status of the partner and upon the activities of the partnership. Partners in such partnerships should consult their own tax advisors regarding the tax consequences of an investment in the Series 2010B Bonds or the Series 2010C Bonds (including their status as U.S. Holders or Non-U.S. Holders).

U.S. Holders

Interest. Stated interest on the Series 2010B Bonds and the Series 2010C Bonds generally will be taxable to a U.S. Holder as ordinary interest income at the time such amounts are accrued or received, in accordance with the U.S. Holder's method of accounting for U.S. federal income tax purposes.

"Original issue discount" will arise for U.S. federal income tax purposes in respect of any Series 2010B Bond or Series 2010C Bond if its stated redemption price at maturity exceeds its issue price by more than a de minimis amount (as determined for tax purposes). For any Series 2010B Bond or Series 2010C Bond issued with original issue discount, the excess of the stated redemption price at maturity of that Bond over its issue price will constitute original issue discount for U.S. federal income tax purposes. The stated redemption price at maturity of a Series 2010B Bond or Series 2010C Bond is the sum of all scheduled amounts payable on such Bond other than qualified stated interest. U.S. Holders of Series 2010B Bonds and Series 2010C Bonds generally will be required to include any original issue discount in income for U.S. federal income tax purposes as it accrues, in accordance with a constant yield method based on a compounding of interest (which may be before the receipt of cash payments attributable to such income). Under this method, U.S. Holders of Series 2010B Bonds and Series 2010C Bonds issued with original issue discount generally will be required to include in income increasingly greater amounts of original issue discount in successive accrual periods.

"Premium" generally will arise for U.S. federal income tax purposes in respect of any Series 2010B Bonds and Series 2010C Bonds to the extent its issue price exceeds its stated principal amount. A U.S. Holder of a Series 2010B Bond or Series 2010C Bond issued at a premium may make an election, applicable to all debt securities purchased at a premium by such U.S. Holder, to amortize such premium, using a constant yield method over the term of such Bond.

Disposition of the Series 2010B Bonds and Series 2010C Bonds. Unless a nonrecognition provision of the Code applies, the sale, exchange, redemption, retirement (including pursuant to an offer by the State), reissuance or other disposition of a Series 2010B Bond or Series 2010C Bond will be a taxable event for U.S. federal income tax purposes. In such event, a U.S. Holder of a Series 2010B Bond or Series 2010C Bond generally will recognize gain or loss equal to the difference between (i) the amount of cash plus the fair market value of property received (except to the extent attributable to accrued but unpaid interest on such Bond which will be taxed in the manner described above under "Interest") and (ii) the U.S. Holder's adjusted tax basis in such Bond (generally, the purchase price paid by the U.S. Holder for such Bond, increased by the amount of any original issue discount previously included in income by such U.S. Holder with respect to such Bond and decreased by any payments previously made on such Bond, other than payments of qualified stated interest, or decreased by any amortized premium). Any such gain or loss generally will be capital gain or loss. A material modification of the terms of any Series 2010B Bond or Series 2010C Bond may result in a deemed reissuance thereof, in which event a beneficial owner of the modified Bonds generally will recognize taxable gain or loss equal to the difference between the amount realized from the sale, exchange or retirement (less any accrued qualified stated interest which will be taxable as such) and the beneficial owner's adjusted tax basis in such Bond.

In the case of a non-corporate U.S. Holder of a Series 2010B Bond or Series 2010C Bond, the maximum marginal U.S. federal income tax rate applicable to any such gain may be lower than the maximum marginal U.S. federal income tax rate applicable to ordinary income if such U.S. holder's holding period for such Bond exceeds one year. The deductibility of capital losses is subject to limitations.

Non-U.S. Holders

The following discussion applies only to non-U.S. Holders. This discussion does not address all aspects of U.S. federal income taxation that may be relevant to non-U.S. Holders in light of their particular circumstances. For example, special rules may apply to a non-U.S. Holder that is a "controlled foreign corporation" or a "passive foreign investment company," and, accordingly, non-U.S. Holders should consult their own tax advisors to determine the United States federal, state, local and other tax consequences of holding the Series 2010B Bonds or the Series 2010C Bonds that may be relevant to them.

Interest. Subject to the discussion below under the heading "Information Reporting and Backup Withholding," payments of principal of, and interest on, any Series 2010B Bond or Series 2010C Bond to a Non-U.S. Holder, other than a bank which acquires such Bond in consideration of an extension of credit made pursuant to a loan agreement entered into in the ordinary course of business, generally will not be subject to any U.S. withholding tax provided that the beneficial owner of such Bond provides a certification completed in compliance with applicable statutory and regulatory requirements, which requirements are discussed below under the heading "Information Reporting and Backup Withholding," or an exemption is otherwise established.

Disposition of Series 2010B Bonds or Series 2010C Bonds. Subject to the discussion below under the heading "Information Reporting and Backup Withholding," any gain realized by a Non-U.S. Holder upon the sale, exchange, redemption, retirement (including pursuant to an offer by the County) or other disposition of a Series 2010B Bond or Series 2010C Bond generally will not be subject to U.S. federal income tax, unless (i) such gain is effectively connected with the conduct by such Non-U.S. Holder of a trade or business within the United States; or (ii) in the case of any gain realized by an individual Non-U.S. Holder, such holder is present in the United States for 183 days or more in the taxable year of such sale, exchange, redemption, retirement (including pursuant to an offer by the County) or other disposition and certain other conditions are met.

U.S. Federal Estate Tax. A Series 2010B Bond or Series 2010C Bond that is held by an individual who at the time of death is not a citizen or resident of the United States will not be subject to U.S. federal estate tax as a result of such individual's death, provided that at the time of such individual's death, payments of interest with respect to such Bond would not have been effectively connected with the conduct by such individual of a trade or business within the United States.

Information Reporting and Backup Withholding—U.S. Holders and Non-U.S. Holders

Interest on, and proceeds received from the sale of, a Series 2010B Bond or Series 2010C Bond generally will be reported to U.S. Holders, other than certain exempt recipients, such as corporations, on IRS Form 1099. In addition, a backup withholding tax may apply to payments with respect to the Series 2010B Bonds and Series 2010C Bonds if the U.S. Holder fails to furnish the payor with a correct taxpayer identification number or other required certification or fails to report interest or dividends required to be shown on the U.S. Holder's federal income tax returns.

In general, a non-U.S. Holder will not be subject to backup withholding with respect to interest payments on the Series 2010B Bonds and Series 2010C Bonds if such non-U.S. Holder has certified to the payor under penalties of perjury (i) the name and address of such non-U.S. Holder and (ii) that such non-U.S. Holder is not a United States person, or, in the case of an individual, that such non-U.S. Holder is neither a citizen nor a resident of the United States, and the payor does not know or have reason to know

that such certifications are false. However, information reporting on IRS Form 1042-S may still apply to interest payments on the Series 2010B Bonds and Series 2010C Bonds made to non-U.S. Holders not subject to backup withholding. In addition, a non-U.S. Holder will not be subject to backup withholding with respect to the proceeds of the sale of a Series 2010B Bond or Series 2010C Bond made within the United States or conducted through certain U.S. financial intermediaries if the payor receives the certifications described above and the payor does not know or have reason to know that such certifications are false, or if the non-U.S. Holder otherwise establishes an exemption. Non-U.S. Holders should consult their own tax advisors regarding the application of information reporting and backup withholding in their particular circumstances, the availability of exemptions and the procedure for obtaining such exemptions, if available.

Backup withholding is not an additional tax, and amounts withheld as backup withholding are allowed as a refund or credit against a holder's federal income tax liability, provided that the required information as to withholding is furnished to the IRS.

The foregoing summary is included herein for general information only and does not discuss all aspects of U.S. federal income taxation that may be relevant to a particular holder of Series 2010B Bonds or Series 2010C Bonds in light of the holder's particular circumstances and income tax situation. Prospective investors are urged to consult their own tax advisors as to any tax consequences to them from the purchase, ownership and disposition of Bonds, including the application and effect of state, local, foreign and other tax laws.

Circular 230 Disclaimer

THE PRECEDING TAX MATTERS DISCUSSION RELATED TO THE SERIES 2010 BONDS IS NOT INTENDED OR WRITTEN TO BE USED, AND CANNOT BE USED, FOR THE PURPOSE OF AVOIDING PENALTIES THAT MAY BE IMPOSED UNDER FEDERAL TAX LAW IN CONNECTION WITH THE SERIES 2010 BONDS. SUCH DISCUSSION WAS WRITTEN TO SUPPORT THE PROMOTION OR MARKETING OF THE SERIES 2010 BONDS. EACH PURCHASER OF THE SERIES 2010 BONDS SHOULD SEEK ADVICE BASED ON SUCH PURCHASER'S PARTICULAR CIRCUMSTANCES FROM AN INDEPENDENT TAX ADVISOR.

RATINGS

Standard & Poor's Ratings Services, Moody's Investors Service and Fitch Ratings have assigned their municipal bond ratings of "AA+" (outlook stable), "Aa2" and "AA+" (outlook stable), respectively, to the Series 2010 Bonds. The ratings reflect only the views of said rating agencies and an explanation of the ratings may be obtained only from said rating agencies. There is no assurance that such ratings will continue for any given period of time or that they will not be lowered or withdrawn entirely by the rating agencies, or any of them, if in their judgment, circumstances so warrant. A downward change in or withdrawal of any of such ratings, may have an adverse effect on the market price of the Series 2010 Bonds. An explanation of the significance of the ratings can be received from the rating agencies, at the following addresses: Standard & Poor's, 55 Water Street, 38th Floor, New York, New York 10041, Moody's Investors Service, 7 World Trade Center, 250 Greenwich Street, 23rd Floor, New York, New York 10007 and Fitch Ratings, One State Street Plaza, New York, New York 10004.

CO-FINANCIAL ADVISOR

The County has retained Public Financial Management, Inc., Orlando, Florida, and Fidelity Financial Services, L.C., Hollywood, Florida, as Co-Financial Advisor in connection with the County's financing plans and with respect to the authorization and issuance of the Series 2010 Bonds. The Co-Financial Advisor is not obligated to undertake and has not undertaken to independently verify or to assume responsibility for the accuracy, completeness, or fairness of the information contained in the Official Statement. The Co-Financial Advisor did not participate in the underwriting of the Series 2010 Bonds. In addition, the Co-Financial Advisor may receive a fee for bidding certain investments in the 2010 Project Account.

FINANCIAL STATEMENTS

The general purpose financial statements of the County for the fiscal year ended September 30, 2009, attached hereto as "APPENDIX B – General Purpose Financial Statements of Broward County for the Fiscal Year Ended September 30, 2009" have been audited by MarcumRachlin, independent certified public accountants, as stated in their report appearing therein. MarcumRachlin has not participated in the preparation of this Official Statement. The financial statements are attached hereto as a matter of public record. The consent of MarcumRachlin has not been sought.

The Series 2010 Bonds are payable solely from the Pledged Revenues as described herein and the Series 2010 Bonds are not otherwise secured by, or payable from, the general revenues of the County. The financial statements are presented for general information purposes only.

UNDERWRITING

The Series 2010A Bonds are being purchased by Morgan Stanley & Co. Incorporated (the "Senior Managing Underwriter"), in its capacity as agent and representative of the group of underwriters described in this paragraph, acting on behalf of itself and Citigroup Global Markets Inc., Goldman, Sachs & Co. and Siebert Brandford Shank & Co., LLC (collectively, the "Underwriters") at an aggregate purchase price of \$100,716,736.99 (which includes a net original issue premium of \$5,246,200.70 and an Underwriters' discount of \$489,463.71). The Series 2010B Bonds are being purchased by the Underwriters at an aggregate purchase price of \$69,578,676.76 (which includes an Underwriters' discount of \$371,323.24). The Series 2010C Bonds are being purchased by the Underwriters at an aggregate purchase price of \$48,460,080.81 (which includes an Underwriters' discount of \$319,919.19). The Underwriters' obligations are subject to certain conditions precedent described in a purchase contract with the County, and they will be obligated to purchase all of the Series 2010 Bonds if any Series 2010 Bonds are purchased. The Series 2010 Bonds may be offered and sold to certain dealers (including dealers depositing such Series 2010 Bonds into investment trusts) at prices lower than such public offering prices, and such public offering prices may be changed, from time to time, by the Underwriters.

Morgan Stanley and Citigroup Inc., the respective parent companies of the Senior Managing Underwriter and Citigroup Global Markets Inc., each an underwriter of the Series 2010 Bonds, have entered into a retail brokerage joint venture. As part of the joint venture each of the Senior Managing Underwriter and Citigroup Global Markets Inc. will distribute municipal securities to retail investors through the financial advisor network of a new broker-dealer, Morgan Stanley Smith Barney LLC. This

distribution arrangement became effective on June 1, 2009. As part of this arrangement, each of the Senior Managing Underwriter and Citigroup Global Markets Inc. will compensate Morgan Stanley Smith Barney LLC. for its selling efforts in connection with their respective allocations of the Series 2010 Bonds.

CONTINGENT FEES

The County has retained Co-Bond Counsel, Co-Financial Advisor and Co-Disclosure Counsel with respect to the authorization, sale, execution and delivery of the Series 2010 Bonds. Payment of the fees of such professionals and an underwriting discount to the Underwriters (including the fees of Underwriters' Counsel) are each contingent upon the issuance of the Series 2010 Bonds.

ENFORCEABILITY OF REMEDIES

The remedies available to the owners of the Series 2010 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 the federal bankruptcy code, the remedies specified by the Bond Resolution and the Series 2010 Bonds, may not be readily available or may be limited. The various legal opinions to be delivered concurrently with the delivery of the Series 2010 Bonds (including Co-Bond Counsel's approving opinions) will be qualified, as to the enforceability of the remedies provided in the various legal instruments, by limitations imposed by bankruptcy, insolvency, moratorium, reorganization, or other similar laws affecting creditors' rights enacted before or after such delivery. See "APPENDIX C – Bond Resolution" attached hereto for a description of events of default and remedies.

CONTINUING DISCLOSURE

The County has covenanted for the benefit of the Bondholders to provide certain financial information and operating data relating to the County and the Series 2010 Bonds in each year, and to provide notices of the occurrence of certain enumerated material events. The County has agreed to file annual financial information and operating data and the audited financial statements with each entity authorized and approved by the Securities and Exchange Commission (the "SEC") to act as a repository (each a "Repository") for purposes of complying with Rule 15c2-12 adopted by the SEC under the Securities Exchange Act of 1934 (the "Rule"). Effective July 1, 2009, the sole Repository is the Municipal Securities Rulemaking Board. The County has agreed to file notices of certain enumerated material events, when and if they occur, with the Repository.

The specific nature of the financial information, operating data, and of the type of events which trigger a disclosure obligation, and other details of the undertaking are described in "APPENDIX F - Form of Continuing Disclosure Certificate" attached hereto. The Continuing Disclosure Certificate shall be executed by the County upon the issuance of the Series 2010 Bonds. These covenants have been made in order to assist the Underwriters in complying with the continuing disclosure requirements of the Rule.

With respect to the Series 2010 Bonds, no party other than the County is obligated to provide, nor is expected to provide, any continuing disclosure information with respect to the Rule. In the past five

years, the County has never failed to comply with any prior agreements to provide continuing disclosure information pursuant to the Rule.

ACCURACY AND COMPLETENESS OF OFFICIAL STATEMENT

The references, excerpts, and summaries of all documents, statutes, and information concerning the County and certain reports and statistical data referred to herein do not purport to be complete, comprehensive and definitive and each such summary, excerpt and reference is qualified in its entirety by reference to each such document, statute, report or instrument for full and complete statements of all matters of fact relating to the Series 2010 Bonds, the security for payment of the Series 2010 Bonds and the rights and obligations of the owners thereof and to each such statute, report or instrument.

Any statements made in this Official Statement involving matters of opinion or of estimates, whether or not so expressly stated, are set forth as such and not as representations of fact, and no representation is made that any of the estimates will be realized. Neither this Official Statement nor any statement that may have been made verbally or in writing is to be construed as a contract with the owners of the Series 2010 Bonds.

The appendices attached hereto are integral parts of this Official Statement and must be read in their entirety together with all foregoing statements.

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AUTHORIZATION OF OFFICIAL STATEMENT

The execution and delivery of this Official Statement has been duly authorized and approved by the County. At the time of delivery of the Series 2010 Bonds, the County will furnish a certificate to the effect that nothing has come to its attention which would lead it to believe that this Official Statement (other than information herein related to DTC, the book-entry only system of registration and the information contained under the caption "TAX MATTERS" as to which no opinion shall be expressed), as of its date and as of the date of delivery of the Series 2010 Bonds, contains an untrue statement of a material fact or omits to state a material fact which should be included herein for the purposes for which this Official Statement is intended to be used, or which is necessary to make the statements contained herein, in the light of the circumstances under which they were made, not misleading.

BROWARD COUNTY, FLORIDA

By: /s/ Ken Keechl
Mayor

By: /s/ Bertha W. Henry
County Administrator

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APPENDIX A

GENERAL INFORMATION CONCERNING BROWARD COUNTY, FLORIDA

Broward County, Florida (the "County") created in October 1915 by the legislature of the State of Florida (the "State"), is located on the southeast coast of the State and has an area of approximately 1,197 square miles. The County is bordered on the south by Miami-Dade County and on the north by Palm Beach County. Located within the County are 31 municipalities. The County ranks second in the State and 15th in the nation with a 2000 Census population of 1.62 million persons. The County's Planning Services Division estimates the County's 2009 population to be 1,744,590. Approximately 50% of the County's population lives in its seven largest cities: Coral Springs, Fort Lauderdale, Hollywood, Miramar, Pembroke Pines, Pompano Beach and Davie. Four airports, including the Fort Lauderdale-Hollywood International Airport, are located in the County. Port Everglades, the State's deepest harbor and a leading international cruise port, is located less than two miles from Fort Lauderdale-Hollywood International Airport.

Governmental Structure

The County is governed by the provisions of its Charter as amended, originally adopted by the electors of the County on November 5, 1974 (the "Charter"). Under the Charter, the County functions as a home rule government consistent with the provisions of the Florida Constitution and the general laws of the State.

The nine member Board of County Commissioners of the County (the "Board") is the legislative body of the County government. The Board annually elects a Mayor who serves as presiding officer. The Charter provides for one County Commissioner to be elected from each of the nine Commission districts. Elections are held every two years for staggered four year terms. Each candidate must be a registered elector and a legal resident of the district to be represented.

The County Commissioners and expiration of their terms are as follows:

Ken Keechl, Mayor	November 2010
Suzanne N. Gunzburger, Vice Mayor	November 2010
Kristin D. Jacobs, Commissioner	November 2010
Albert C. Jones, Commissioner	November 2010
Ilene Lieberman, Commissioner	November 2012
Stacy Ritter, Commissioner	November 2012
John E. Rodstrom, Jr., Commissioner	November 2012
Diana Wasserman-Rubin, Commissioner	November 2010
Lois Wexler, Commissioner	November 2012

The County Administrator, appointed by the Board, is the chief administrative officer of the County government. The County Administrator directs the functions of County government through several offices, eight major departments, and various divisions within each department. Pursuant to an Administrative Code adopted by the Board, unless otherwise stated in the Charter, the County Administrator can appoint, suspend, or remove all County employees, with the exception of the County Auditor and the County Attorney. The County Administrator also serves as ex-officio Clerk of the Board.

Under the Charter, checks and balances are provided by the Office of the County Auditor. The County Auditor, appointed by the Board, maintains an advisory position to that body.

Legal services are provided to the County government by the Office of the County Attorney. The County Attorney is appointed by the Board. Staff attorneys, appointed by the County Attorney, represent the Board and all other departments, divisions, boards, and offices in all legal matters affecting the County.

Population

In the 95 years since it began as an agricultural community of 5,000, the County has steadily grown and is the second largest county in the State and the 15th largest county in the nation according to the 2000 census.

Year	Broward County		State of Florida		United States	
	Population	Change ⁽¹⁾	Population	Change ⁽¹⁾	Population	Change ⁽¹⁾
1960	333,946	–	4,951,560	–	179,323,000	–
1970	620,100	85.7%	6,789,443	37.1%	203,212,000	13.3%
1980	1,018,257	64.2	9,747,061	43.6	226,505,000	11.5
1990	1,255,488	23.3	13,003,362	33.4	249,632,692	10.2
2000	1,623,018	29.3	15,982,378	22.9	281,421,906	12.7
2009	1,744,590 ⁽²⁾	7.5	18,537,060	16.0	307,006,550	9.1

Source: U.S. Department of Commerce, Bureau of Census and Florida Research and Economic Database.

⁽¹⁾ Percentage increase over the preceding period.

⁽²⁾ Source: County's Planning Services Division.

Labor Force and Unemployment Rates

Year Ended December 31	Estimated Broward County Civilian Labor Force	Unemployment Rates		
		Broward County	Florida	United States
2000	815,361	3.7%	3.6%	4.0%
2001	852,300	4.9	4.8	4.7
2002	860,005	6.0	5.5	5.8
2003	877,270	5.5	5.1	6.0
2004	899,880	4.7	4.6	5.5
2005	947,447	3.8	3.9	5.1
2006	974,486	3.1	3.3	4.6
2007	991,155	3.4	3.8	4.6
2008	1,001,139	6.6	7.3	6.5
2009	1,002,039	10.1	11.5	9.4

Source: Florida Research and Economic Database.

**Estimated Nonagricultural Employment by Economic Sector
Fort Lauderdale Metropolitan Statistical Area
(in thousands)**

	2005 Total	2005 Percent of Total	2006 Total	2006 Percent of Total	2007 Total	2007 Percent of Total	2008 Total	2008 Percent of Total	2009 Total	2009 Percent of Total
Grand Total	<u>748.1</u>	<u>100.0%</u>	<u>784.0</u>	<u>100.0%</u>	<u>789.8</u>	<u>100.0%</u>	<u>772.3</u>	<u>100.0%</u>	<u>772.3</u>	<u>100.0%</u>
Goods Producing	82.2	11.0%	92.0	11.7%	90.7	11.5%	77.8	10.1%	77.8	8.8%
Construction	51.3	6.9%	60.0	7.7%	59.5	7.5%	49.4	6.4%	49.4	5.1%
Manufacturing	30.8	4.1%	32.0	4.1%	31.1	3.9%	28.3	3.7%	28.3	3.6%
Service Providing	665.9	89.0%	691.9	88.3%	699.1	88.5%	694.5	89.9%	694.5	91.2%
Trade, Transportation and Utilities	164.5	22.0%	173.5	22.1%	174.9	22.1%	170.4	22.1%	170.4	22.5%
<i>Wholesale Trade</i>	44.0	5.9%	47.0	6.0%	47.2	6.0%	46.4	6.0%	46.4	6.5%
<i>Retail Trade</i>	99.1	13.2%	102.6	13.1%	103.7	13.1%	100.6	13.0%	100.6	12.9%
<i>Transportation, Warehousing, and Utilities</i>	21.4	2.9%	23.9	3.0%	24.0	3.0%	23.4	3.0%	23.4	3.2%
Financial Activities	62.9	8.4%	67.7	8.6%	65.6	8.3%	59.6	7.7%	59.6	7.2%
Information	N/A	N/A	20.3	2.6%	19.9	2.5%	19.8	2.6%	19.8	2.5%
Professional and Business Services	124.5	16.6%	125.4	16.0%	129.2	16.4%	123.7	16.0%	123.7	16.4%
Education and Health Services	86.7	11.6%	89.0	11.4%	91.4	11.6%	98.6	12.8%	98.6	12.8%
Leisure and Hospitality	77.9	10.4%	78.3	10.0%	79.5	10.1%	80.7	10.4%	80.7	10.5%
Other Services	29.9	4.0%	34.3	4.4%	34.3	4.3%	34.8	4.5%	34.8	4.6%
Government	100.3	13.4%	103.4	13.2%	104.2	13.2%	106.9	13.8%	106.9	14.7%
<i>Federal</i>	7.9	1.1%	7.9	1.0%	7.8	1.0%	7.8	1.0%	7.8	1.0%
<i>State & Local</i>	92.4	12.4%	95.5	12.2%	96.4	12.2%	99.1	12.9%	99.1	13.7%

Source: Florida Agency for Workforce Innovation, Labor Market Statistics, Current Employment Statistics Program (year-to-date average for the years ended December 31).

Largest Employers

The County has a diversified economy with a balance among technology, manufacturing, financial, international and domestic tourism, residential and commercial construction, and retail trade. There were approximately 74,226 business establishments with operations in the County at the end of fiscal year 2009. According to the 2002 Economic Census conducted by the United States Census Bureau, more than 70% of firms within the County have fewer than 20 employees; while this is a smaller percentage than at the state or national level, the County's small businesses provide more employment and payroll than the state and national average. Additionally, approximately 100 of these businesses are Fortune 500 companies or divisions thereof. A new Economic Census began in 2007 and results are expected to be published in 2010. The table below shows the principal employers in the County for 2009.

<u>Company</u>	<u>Employees</u>
Broward County School Board	27,426
Broward County Government	11,096
Memorial Healthcare System	10,500
Broward Health	8,043
American Express	4,846
Nova Southeastern Univ.	3,967
PRC	3,000
Kaplan Higher Education	2,800
The Answer Group	2,800
City of Fort Lauderdale	2,660

Source: Greater Fort Lauderdale Broward Economic Development Alliance.

Per Capita Personal Income⁽¹⁾ Broward County, Florida and United States

<u>Year Ended December 31</u>	<u>Broward County</u>	<u>Percent of Florida</u>	<u>Percent of U.S.</u>	<u>State of Florida</u>	<u>Percent of U.S.</u>	<u>United States</u>
1998	\$28,015	107.1%	104.2%	\$26,161	97.3%	\$26,893
1999	27,950	105.1	100.4	26,593	95.5	27,843
2000	29,409	105.9	99.8	27,764	94.2	29,469
2001	30,702	105.9	101.0	29,048	95.5	30,413
2002	31,785	106.8	102.8	29,758	96.3	30,906
2003	32,844	109.1	104.3	30,116	95.6	31,487
2004	34,008	108.0	103.0	31,469	95.2	33,050
2005	36,595	107.6	106.2	34,001	98.6	34,471
2006	39,743	108.2	108.2	36,720	100.0	36,714
2007	41,169	107.2	106.6	38,417	99.5	38,615
2008	41,974	107.5	104.5	39,064	97.3	40,166

Source: U.S. Department of Commerce, Bureau of Economic Analysis.

⁽¹⁾ Stated in current dollars (i.e., actual dollars for each year with no adjustment for inflation).

Taxable Sales for the County

The following table shows the taxable sales within the County for the calendar years 2000-2009 and the percentage increase in such sales for each year.

Taxable Sales (\$ in Thousands)		
<u>Year Ended December 31</u>	<u>Taxable Sales</u>	<u>Percent Change from Prior Year</u>
2000	\$23,785,139	8.74%
2001	25,422,717	6.88
2002	25,194,309	(0.90)
2003	25,122,603	(0.28)
2004	27,608,938	9.90
2005	31,941,903	15.70
2006	34,759,141	8.82
2007	30,678,853	(11.70)
2008	29,523,345	(3.80)
2009	27,261,706	(7.70)

Source: State of Florida, Department of Revenue.

Tourism

Tourism is an important component of the County's economy. The combination of favorable climate (Fort Lauderdale has a mean temperature of 75.5 degrees Fahrenheit), together with diverse recreational opportunities, including theaters, parks, public beaches, yacht basins, fishing, golf, tennis, restaurants, thoroughbred racing, jai alai, and water recreational facilities, have made the County a tourist center. The County's multipurpose convention center expansion was completed in 2002 giving the facility a total of 600,000 gross square feet of space. The three level, 180,000 square foot expansion is mainly comprised of a 50,000 square foot exhibit hall, a 33,000 square foot ballroom and 15,000 square feet of meeting room space. Connecting corridors were built at all levels in order to provide convenient access between the original building and the expansion as well as from the original building to the adjacent parking garage.

Tourists now visit the County over the entire year, instead of merely during winter months, and the tourism industry is currently drawing from a worldwide market. The Greater Fort Lauderdale Convention and Visitors Bureau reported that more than 10.57 million people visited the County in calendar year 2009, and had an economic impact of \$8.6 billion. The County's 2009 hotel occupancy rate was 65.0%, which exceeded the state average of 56.5%, and the Average Daily Rate was \$107.50, a decrease of 12.8% over the previous year.

Building Permits

In the late 1980's, the construction of multi-family units exceeded the construction of single family homes. In contrast, the number of permits issued in the 1990's for single family homes exceeded the number of permits issued for multi-family units. The gap between the two has narrowed significantly

in the recent past due to a number of factors including the very limited availability of vacant land and continued population growth, both of which have contributed to increased housing density. The yearly data for building permits is presented in the following table.

Building Permits Issued in Broward County
(\$ in Thousands)

Calendar Year	Single Family Units	Multi- Family Units	Total Residential Units	Total Residential Valuation⁽¹⁾	Permit Valuation⁽²⁾
2000	9,148	2,689	11,837	1,459,803	1,459,803
2001	8,296	2,490	10,786	1,383,892	1,383,892
2002	5,701	6,319	12,020	1,561,660	1,561,660
2003	3,931	4,432	8,363	1,080,166	1,080,166
2004	4,811	3,980	8,791	1,077,816	1,077,816
2005	3,353	2,817	6,170	1,112,104	1,112,104
2006	3,308	3,378	6,686	991,153	991,153
2007	1,754	2,179	3,933	617,307	617,307
2008	967	1,205	2,172	346,893	346,893
2009	563	486	1,049	159,077	159,077

Source: Bureau of Economic and Business Research, University of Florida; Sun-Sentinel Research Services; U.S. Bureau of the Census.

(1) Includes valuation of fixtures such as pools and recreation areas.

(2) Prior to 1997, this figure included permits for additions, alterations, and repairs of existing structures.

Education

Broward County Public Schools is the sixth largest school district in the nation with approximately 255,000 students currently enrolled and a fiscal year 2009-2010 budget of \$5.26 billion. The system consists of 288 schools: 140 elementary schools, 42 middle schools, and 32 high schools. In addition, there are 56 charter schools and 18 other sites for adult community, vocational, and training centers. Broward County Public Schools is an independent operating and taxing entity, meaning that it is separate from the County.

There are three four-year colleges and universities in the County: Florida Atlantic University and Florida International University, which are public, and Nova Southeastern University, which is private. Florida Atlantic University and Florida International University are two of the nine universities in the State of Florida University system. Broward College, Prospect Hall College, City College, Fort Lauderdale College, the Art Institute of Fort Lauderdale, and Keiser Institute of Technology are two-year colleges located in the County. There are also seven educational institutions in the County with degree or certificate programs providing vocational and technical education.

Transportation

Surface Transportation: The County is served by three bus lines, two railroads (Florida East Coast Railway and CSX), and major freight carriers. The road system within the County, totaling

approximately 4,800 miles, contains over 140 miles of interstate and other expressways (including I-95, I-75, I-595, the Florida Turnpike, and the Sawgrass Expressway) and approximately 375 miles of divided highways. The County-operated bus system, with an active fleet of 291 fixed route busses and 78 community busses, serviced 36.8 million passengers in fiscal year 2009 and is projected to serve approximately 37.3 million passengers during fiscal year 2010. TRI-Rail, a commuter rail system, provides service along a 66 mile corridor from Palm Beach County to Miami-Dade County.

Sea Transportation: Port Everglades, the State's deepest harbor and one of the top three cruise ports in the world, is located in the County – less than two miles from Fort Lauderdale-Hollywood International Airport. Port Everglades is served by major motor freight carriers and two railroads. All functions, assets, and liabilities of Port Everglades passed over to the County in November, 1994 as the result of a local bill which dissolved the separate governing body of Port Everglades and transferred all related duties and powers to the Board. In fiscal year 2009, Port Everglades handled 108.36 million barrels of petroleum and 5.20 million tons of containerized cargo. A total of 3,139,820 cruise ship passengers went through Port Everglades on 1,007 sailings in fiscal year 2009.

A portion of Port Everglades has been designated a Foreign Trade Zone ("FTZ"), where foreign components can be assembled, packaged, and shipped without usual customs duties. The FTZ at Port Everglades was the first such operating zone established in the State. The FTZ now includes eleven sites within and outside of Port's Everglades boundaries on a total of 388 acres. In fiscal year 2009, cargo valued at more than \$227 million was received and more than \$236 million was shipped from all active general-purpose FTZ areas combined.

Air Transportation: Four airports are located in the County. There are three general aviation airports and the Fort Lauderdale-Hollywood International Airport (the "Airport"), which is used by most major national commercial airlines and several foreign commercial airlines. For calendar year 2009, enplaned Airport passengers totaled 10,518,772 – a decrease of 7.1% over calendar year 2008. Approximately 95,505 total tons of cargo were handled at the Airport in calendar year 2009 – a decrease of 26.8% over the amount handled in calendar year 2008.

Public Works Department

The Public Works Department of the County is made up of the following Divisions: Administration, Construction Management, Seaport Engineering & Construction, Facilities Maintenance, Highway Construction & Engineering, Highway & Bridge Maintenance, Traffic Engineering, Waste and Recycling Services, and Water and Wastewater Services.

The Administration Division provides overall management direction, coordination, technical review, project management review and financial management for the various activities of the department and implements County policies to develop opportunities for small businesses. The Administration Division also provides property and construction project management services.

The Construction Management Division provides County agencies with professional planning and design services for the development of the capital improvement plan, interior space planning, project design, construction management and contract administration.

The Seaport Engineering and Construction Division provides the County's Port Everglades Department with in-house engineering and construction management capability for project design, construction management and contract administration.

The Facilities Maintenance Division oversees the leasing, maintenance, operation and renovation of most County governmental facilities (including courthouses, libraries, social service agencies, and administrative offices), parking areas and grounds. This includes the provision of security services in many of these facilities.

The Highway Construction & Engineering Division oversees project management for major roadway improvement projects and participates in the Land Development Review process. It is also responsible for engineering plan review, permitting and roadway inspections as well as surveying, design and project management services for intersection improvement and congestion management projects.

The Highway & Bridge Maintenance Division provides the essential service of maintaining the County's road system and the unincorporated street system. Roadway maintenance projects include the construction of roadways, paths and curbs, including roadway turn lanes, street widening and resurfacing. This division is also responsible for sidewalk installation and repair, guardrail installation and guardrail repair/replacement, and the maintenance of roadway medians and roadside shoulders, the repair and maintenance of 75 fixed bridges, the operation and maintenance of the three County bascule (draw) bridges, roadway drainage improvements, neighborhood entranceway beautification and maintenance, and street brooming and cleaning of catch basins and storm storm-water pipe to comply with the National Pollution Discharge Elimination Standards.

The Traffic Engineering Division operations include the planning, design, engineering, construction and maintenance of all traffic control devices for County maintained roads (traffic signals, signs and markings). In addition, unincorporated area services include school crossing guards and street lighting installation and maintenance.

The Waste and Recycling Services Division offers a comprehensive waste management and recycling system for the residents of the County. Through its operations, the Waste and Recycling Services Division provides community residents with viable methods to address waste management issues by offering program solutions which include land filling and waste-to-energy, garbage collection, trash transfer stations, disposal of household hazardous waste, and electronics recycling collection. The County's resource recovery system includes facilities at three regional sites, which are independently owned and operated. The southern site, which began commercial operations in August 1991, consists of a 2,250 tons per day waste-to-energy facility and residue landfill. The northern site, which began commercial operations in March 1992, consists of a 2,250 tons per day waste-to-energy facility operated in conjunction with an adjacent landfill. The third site, located in the western portion of the County, is a contingency landfill backing up the two waste-to-energy facilities. Landfill operations began on this site in September 1988.

The Water and Wastewater Services Division plans, designs, and constructs facilities to ensure adequate capacity for potable water, sewer and storm water, and provides retail water and sewer services for over 50,000 customers. The Water and Wastewater Services Division is also responsible for pumping, treating and distributing water, as well as providing for collection, treatment, reuse and disposal of wastewater for over 600,000 citizens. This division is also involved in the operation of waterways, water

control structures and well systems as well as removal of aquatic vegetation from certain bodies of water throughout the County.

Overview of the Budget Process

The County Administrator prepares and submits the proposed annual budget and capital program to the Board and executes the budget and capital program in accordance with ordinances adopted by the Board. A policy-setting workshop is held with the Board in January or February of each year to review major trends and provide staff with policy guidance for developing the budget. Once guidance from the Board has been received, the Director of the Office of Management and Budget distributes specific instructions on budgetary policies and procedures to the County's departments, divisions, and offices. Each department then prepares and submits its budget. Internal meetings to review agency-requested budgets are then held to develop budget recommendations to the County Administrator. After approval by the County Administrator, the proposed budget is submitted to the Board in early July. During August, the Board conducts budget workshops to review the proposed budget. The budget, as amended in the budget workshops, is again reviewed during public hearings held in September before final approval and adoption by the Board. The Board must adopt the final budget and establish the final millage rate necessary to fund the budget no later than September 30th.

Chapter 129, Florida Statutes, defines and places a legal requirement upon county governments to adopt and operate within a balanced annual budget. In addition to being the annual operating plan, the adopted budget represents the legal authority to expend funds. Chapter 129, Florida Statutes, provides penalties for making unbudgeted expenditures. The County has consistently operated within a balanced budget and is required to continue this practice.

The Board's adopted budget for fiscal year 2010 contains a millage rate of 5.3889 mills. With respect to the individual components of the fiscal year 2010 millage rate, the operating millage rate is 4.7612, the capital outlay millage rate is 0.1277 mills, and the remaining 0.5000 mills funds this year's debt service payments associated with various voter-approved general obligation bonds.

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Capital Improvement Program for Public Improvements

The Board requires the County Administrator to develop and submit to the Board for approval a continuous five-year Capital Improvement Program (the "CIP"). In each year, the County Administrator must review the CIP, revise it as necessary, and prepare the CIP for approval and adoption by the Board. An annual update of the CIP provides, upon approval by the Board, a continuous five year program.

The CIP development process is coordinated by the Office of Management and Budget and involves the linking of all County agencies for comprehensive review, input, and development. The CIP also utilizes input from the long range capital improvement plan. The CIP development process includes public participation as well as input from governmental entities for certain joint projects and project requests. The adopted CIP for fiscal years 2010-2014 includes the following:

Transportation and Mass Transit Projects ⁽¹⁾	\$300,915,270
Environmental/Beach Renourishment/Waste Disposal.....	87,878,440
Aviation.....	1,093,105,990
Port	403,271,160
Water/Wastewater	201,499,670
Criminal Justice/Public Safety	17,508,000
Libraries and Parks	26,288,824
General Government ⁽¹⁾	82,260,746
Neighborhood Improvement/Redevelopment/Housing/Economic Development	<u>61,382,020</u>
Total	\$2,274,110,120

It is anticipated that the adopted CIP for the fiscal years 2010-2014 will be funded as follows:

Bonds	\$647,400,650
Federal and State Grants	374,265,200
Local Sources (Taxes, Fees, Fund Balance)	<u>1,252,444,270</u>
Total	\$2,274,110,120

⁽¹⁾ Note: Also includes reserves for projects included in the capital program in future years.

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Non-Ad Valorem Revenues

The following table presents the net non-ad valorem revenues available to the County for the payment of debt service for a covenant to budget and appropriate debt and certain special revenue debt for the fiscal year ended September 30, 2009.

Net Available Non-Ad Valorem Revenues for the fiscal year ended September 30, 2009 (Dollars in Thousands)

License and Permit Fees	\$ 16,805
State Revenue Sharing	35,203
Licenses (State Revenue)	607
Local Government Half Cent Sales Tax	45,705*
Utility Services Taxes and Fire Rescue Tax	6,352
Fines and Forfeitures	4,036
Interest Earnings	15,623
Charges for Services	335,052
Miscellaneous Revenue	25,923
Non-Revenue Sources/Fund Balance	279,145
Federal/State Grants	77,314
Special Assessments	<u>1,106</u>
Total Gross Non-Ad Valorem Revenues	\$842,871
Less Operations Costs not paid by Ad Valorem Taxes	<u>(615,830)</u>
Total Net Available Non-Ad Valorem Revenues	\$227,041

* This figure accounts for a distribution to the Transportation Fund in an amount equal to \$13,754,000.

Property Tax Reform

The Florida Legislature recently initiated a substantial review and reform of Florida's property tax structure. During a special legislative session that ended on June 14, 2007, the Florida Legislature adopted Chapter 2007-321, Laws of Florida, a property tax plan which may significantly impact ad valorem tax collections for Florida local governments. One component of the adopted legislation requires counties, cities and special districts to rollback their millage rates for the 2007-08 fiscal year to a level that, with certain adjustments and exceptions, will generate the same level of ad valorem tax revenue as in fiscal year 2006-07; 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 will be determined after first reducing 2006-07 ad valorem tax revenues by zero to nine percent (0% to 9%). In addition, the legislation limits how much the aggregate amount of ad valorem tax revenues may increase in future fiscal years. School districts are not required to comply with these particular provisions of the legislation. A local government may override certain portions of these requirements by a supermajority vote, and for certain requirements, a unanimous vote, and several local governments have done so in their 2008 fiscal year budgets.

The County fell under the 5% ad valorem tax revenue reduction category in fiscal year 2008. As a result, the County's non-voted millage rate was reduced from 5.6433 mills in fiscal year 2007 to 4.8889

mills in fiscal year 2008, resulting in a \$90 million budget gap. To close the gap, the County reduced personnel expenses, operating expenses and capital expenses without using non-recurring reserves. While the constitutional amendments which passed on January 29, 2008 did not impact the County's fiscal year 2008 budget, they did have an impact on the approach the County took to formulate the budget for fiscal year 2009 and beyond. The doubling of the homestead exemption and the personal property exemption resulted in \$55 million of the \$87 million budget gap for fiscal year 2009. Once again, the County reduced personnel expenses, operating expenses and capital expenses without using non-recurring reserves to close the gap. On September 24, 2008, the Board adopted the same non-voted rate of 4.8889 for fiscal year 2009.

In addition to the legislative activity described above, the constitutionally mandated Florida Taxation and Budget Reform Commission (required to be convened every 20 years) (the "Commission") completed its meetings on April 25, 2008 and placed several constitutional amendments on the November 4, 2008 General Election ballot. Three of such amendments were approved by the voters of Florida, which will, among other things, do the following: (a) allow the Legislature, by general law, to exempt from assessed value of residential homes, improvements made to protect property from wind damage and installation of a new renewable energy source device; (b) assess specified working waterfront properties based on current use rather than highest and best use; (c) beginning in 2010, provide property tax exemption for real property that is perpetually used for conservation; and, for land not perpetually encumbered, require the Legislature to provide classification and assessment of land use for conservation purposes solely on the basis of character or use.

In May 2009, the Florida Legislature passed SB 532 which proposes a statewide referendum to be placed on the November 2010 general election ballot for two measures: (i) an additional homestead exemption for first-time homebuyers; and (ii) a 5% assessment limitation on all commercial and non-homestead, residential property. The additional homestead exemption for first-time homebuyers, which would apply to anyone who has not owned a principal residence in Florida during the previous eight years, provides an exemption of 25% of the just value of the property up to \$100,000. The exemption is then reduced each year thereafter by 20% of the difference between the capped value and the just value, whichever is greater, until the assessment on the just value is attained. The first-time homebuyers' exemption, if approved by voters, would be available for properties purchased on or after January 1, 2010 and would take effect on January 1, 2011. The Florida Constitution currently provides a 10% limitation over the prior year's assessment value on all commercial and non-homestead, residential property. Therefore, if approved by voters, the referendum proposed by SB 532 would not allow commercial and non-homestead, residential property to be assessed at a value greater than 105% of the prior year's assessed value. The commercial and non-homestead, residential property assessment cap would take effect January 1, 2011.

Additionally, the Florida Legislature also adopted HB 833 in May 2009, which provides an additional homestead exemption for deployed military personnel. The exemption would equal 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 measure also requires approval of Florida voters at the November 2010 General Election. If this measure is approved by the voters, it would take effect January 1, 2011.

At the present time, it is impossible to predict the likelihood of SB 532 or HB 833's proposed referenda being approved by Florida voters or, if approved, the impact these measures would have on the County's financial condition.

The County has not yet completed an analysis of the impact of these proposals on the level of ad valorem taxes that the County will collect. At this time, the extent to which these amendments may affect the ad valorem tax collections of the County in future years is not currently known.

Employee Relations

As of October 1, 2009 (fiscal year 2010), the County had 5,617 full and part-time funded positions, as compared with 5,920 in fiscal year 2009, excluding employees of constitutional officers. The County budget also provides for 312 federal and state grant employee positions in fiscal year 2010. The constitutional officers are funded for 5,775 positions in fiscal year 2010.

There are eight organized collective bargaining units within the County: Amalgamated Transit Union, Local 1267 (Mass Transit, 767 unit employees); Amalgamated Transit Union, Local 1591 (White Collar, 1,153 unit employees); Federation of Public Employees (Blue Collar, 1,139 unit employees); Government Supervisory Association of Florida, Local 100 (GSA Supervisors, 344 unit employees); Federation of Public Employees (Port Everglades Blue Collar, 72 unit employees); Federation of Public Employees, Supervisory (Port Everglades Supervisors, 15 unit employees); Federation of Public Employees, Non-Supervisory (Port Everglades White Collar, 69 unit employees); and Government Supervisory Association of Florida, Local 100 (GSA Professionals, 1,206 unit employees). This information is based on data as of November 5, 2009.

All contracts are through September 30, 2010, with the exception of the Mass Transit and Port Maintenance bargaining unit which expired on September 30, 2009 and September 30, 2008 respectively. The County has never experienced a serious work stoppage and State law prohibits public employees from striking.

Pension Plan

The County participates in the Florida Retirement System (the "System"). Pension costs of the County are recorded in the period salaries are earned. For fiscal year 2009, pension expenditures and expenses of the County, as required and defined by the System, were approximately \$96.1 million or 13.8 percent of covered payroll.

The County's relative position and undertakings in the System are not determinable. Instead, contributions of all participating agencies throughout the State are pooled to fund accrued benefits under the System. The System's latest actuarial valuation, as of July 1, 2009, reflected an unfunded actuarial liability of \$15.4 billion. System assets declined \$24.8 billion for the year ended June 30, 2009 due to market conditions.

Other Post Employment Benefit Plans

The County has two single employer defined benefit healthcare plans, the County plan and the Broward Sheriff's Office plan. The County plan allows its employees and their beneficiaries to continue obtaining health, dental and other insurance benefits upon retirement. The Broward Sheriff's Office plan provides postemployment health insurance benefits for employees and sworn officers upon retirement and subsidizes a portion of the premiums. The provisions of the plan for the Broward Sheriff's Office

may be amended through negotiations between the Broward Sheriff's Office and its employee bargaining units. The plans have no assets and do not issue separate financial reports.

In accordance with Section 112.0801, Florida Statutes, because the County provides medical plans to employees of the County and their eligible dependents, the County is required to provide retirees the opportunity to participate in the group employee health plan. Retired employees have the option of continuing the same type of medical, including prescription drug benefits, and dental insurance coverage available to them while they were employed with the County (the "Plan"). The County provides other post-employment benefits ("OPEB") for certain of its retired employees in the form of an implicit rate subsidy by providing access to health insurance plans. The cost of the premiums is paid totally by the retirees. As with all governmental entities of similar size providing similar plans, the County was required to comply with the Governmental Accounting Standards Board's Statement No. 45 – *Accounting and Financial Reporting by Employees for Post-employment Benefit Plans other than Pension Plans* (GASB 45) no later than its fiscal year ended September 30, 2008. Similar to most other jurisdictions, the County has historically accounted for the annual premiums associated with its Plan as part of its annual budget on a pay as you go basis. GASB 45 applies accounting methodology similar to that used for pension liabilities (GASB 27) to OPEB and attempts to more fully disclose the costs of employment by requiring governmental units to include future OPEB costs in their financial statements. While GASB 45 requires recognition and disclosure of the unfunded OPEB liability, there is no requirement that the liability of such Plan be funded.

As disclosed in the County's General Purpose Financial Statements for the fiscal year ended September 30, 2009, the calculation produced an unfunded obligation of \$48,755,000 for County employees and \$256,540,000 for Broward Sherriff's Office employees, and an annual required contribution of \$5,100,000 for County employees and \$22,949,000 for Broward Sherriff's Office employees, respectively. The County implemented GASB 45 in fiscal year 2008; however, it does not intend to fund the "unfunded obligation." See "APPENDIX B – General Purpose Financial Statements of the County for the Fiscal Year Ended September 30, 2009."

APPENDIX B

**GENERAL PURPOSE FINANCIAL STATEMENTS OF
BROWARD COUNTY FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2009**

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INDEPENDENT AUDITORS' REPORT

To the Board of County Commissioners of Broward County, Florida

We have audited the accompanying financial statements of the governmental activities, the business-type activities, the aggregate discretely presented component units, each major fund and the aggregate remaining fund information of Broward County, Florida (the County), as of and for the year ended September 30, 2009, which collectively comprise the County's basic financial statements as listed in the table of contents. These financial statements are the responsibility of the County's management. Our responsibility is to express opinions on these financial statements based on our audit. We did not audit the financial statements of the Supervisor of Elections Office, a constitutional officer of the County, which represents .18% and .05%, respectively, of the assets and revenues of the aggregate remaining fund information. We also did not audit the financial statements of the aggregate discretely presented component units. Those financial statements were audited by other auditors whose reports thereon have been furnished to us, and our opinions, insofar as they relate to the amounts included for the Supervisor of Elections Office and the aggregate discretely presented component units, are based solely on the reports of other auditors.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the County's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit and the reports of other auditors provide a reasonable basis for our opinions.

In our opinion, based on our audit and the reports of other auditors, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities, the business-type activities, the aggregate discretely presented component units, each major fund and the aggregate remaining fund information of the County as of September 30, 2009, and the respective changes in financial position, and cash flows, where applicable, thereof for the year then ended in conformity with accounting principles generally accepted in the United States of America.



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To the Board of County Commissioners of Broward County, Florida
Page Two

In accordance with *Government Auditing Standards*, we have also issued our report dated March 26, 2010, on our consideration of the County's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* and should be considered in assessing the results of our audit.

The Management's Discussion and Analysis and the Required Supplementary Information on pages 12 through 17 and pages 61 through 66 are not a required part of the basic financial statements but are supplementary information required by accounting principles generally accepted in the United States of America. We and the other auditors have applied certain limited procedures, which consisted principally of inquiries of management regarding the methods of measurement and presentation of the required supplementary information. However, we did not audit the information and express no opinion on it.

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the County's basic financial statements. The introductory section, supplemental combining and individual fund financial statements and schedules, supplemental financial schedules, and statistical section are presented for purposes of additional analysis and are not a required part of the basic financial statements. The supplemental combining and individual fund financial statements and schedules have been subjected to the auditing procedures applied by us and the other auditors in the audit of the basic financial statements and, in our opinion, based on our audit and the reports of the other auditors, is fairly stated in all material respects in relation to the basic financial statements taken as a whole. The information identified in the table of contents as the introductory and statistical sections and the supplemental financial schedules have not been subjected to the auditing procedures applied by us and the other auditors in the audit of the basic financial statements and, accordingly, we express no opinion on them.



a division of Marcum LLP
Fort Lauderdale, Florida
March 26, 2010



MANAGEMENT'S DISCUSSION AND ANALYSIS

September 30, 2009

The management of Broward County offers this narrative overview and analysis of the financial activities of the County for the fiscal year ended September 30, 2009. We encourage readers to consider the information presented here in conjunction with the additional information that we have furnished in our Letter of Transmittal.

FINANCIAL HIGHLIGHTS

The following are key financial highlights for the fiscal year:

- The assets of the County exceeded its liabilities at September 30, 2009 by \$ 4.6 billion (net assets). Of this amount, \$854 million (unrestricted net assets) may be used to meet the government's ongoing obligations to citizens and creditors.
- The County's total net assets increased by \$160 million, \$67 million of which was from governmental activities and \$93 million was from business-type activities.
- As of September 30, 2009, the County's governmental funds reported combined ending fund balances of \$1.2 billion, a decrease of \$28 million from the prior year. Of this amount, \$885 million is available for use at the County's discretion (unreserved/undesignated fund balance).
- At September 30, 2009, unreserved fund balance for the General Fund was \$183 million, or 13% percent of total general fund expenditures and transfers out.
- The County's total bonded debt increased by \$56 million or 3% percent during the fiscal year.

OVERVIEW OF THE FINANCIAL STATEMENTS

This discussion and analysis are intended to serve as an introduction to the County's basic financial statements. The County's basic financial statements contain three components: government-wide financial statements; fund financial statements; and notes to the financial statements. This report also contains other supplementary information in addition to the basic financial statements themselves.

Government-wide Financial Statements

The government-wide financial statements are designed to provide readers with a broad overview of Broward County's finances, in a manner similar to a private sector business.

The statement of net assets presents information on all of Broward County's assets and liabilities, with the difference between the two reported as net assets. Over time, increases or decreases in net assets may serve as a useful indicator of whether the financial position of Broward County is improving or deteriorating.

The statement of activities presents information showing how the County's net assets changed during the most recent fiscal year. All changes in net assets are reported as soon as the underlying event giving rise to the change occurs, regardless of the timing of the related cash flows. Thus, revenues and expenses are reported in this statement for some items that will result in cash flows in future fiscal periods.

Both of the government-wide financial statements distinguish functions of the County that are principally supported by taxes and intergovernmental revenues (governmental activities) from other functions that are intended to recover all or a significant portion of their costs through user fees and charges (business type activities). The governmental activities of the County include general government, public safety, transportation, human services, culture and recreation, physical environment, and economic environment. The business type activities of the County include water and wastewater, resource recovery, aviation, and a seaport.

The government-wide financial statements include not only the County itself, but also the Housing Finance Authority, the Health Facilities Authority, and the Clerk of the Courts, legally separate entities for which the County is financially accountable. Financial information for these component units is reported separately from the financial information presented for the primary government itself. The government-wide financial statements can be found on pages 19 and 20 of this report.

Fund Financial Statements

A fund is a grouping of related accounts that is used to maintain control over resources that have been segregated for specific activities or objectives. The County, like other state and local governments, uses fund accounting to ensure and demonstrate compliance with finance related legal requirements. All of the funds of the County can be divided into three categories: governmental funds; proprietary funds; and fiduciary funds.

Governmental funds - Governmental funds are used to account for essentially the same functions reported as governmental activities in the government-wide financial statements. However, unlike the government-wide financial statements, governmental fund financial statements focus on near term inflows and outflows of spendable resources, as well as on balances of spendable resources available at the end of the fiscal year. Such information may be useful in evaluating a government's near term financing requirements.

Because the focus of governmental funds is narrower than that of the government-wide financial statements, it is useful to compare the information presented for governmental funds with similar information presented for governmental activities in the government-wide financial statements. By doing so, readers may better understand the long-term impact of the government's near term financing decisions. Both the governmental fund balance sheet and the governmental fund statement of revenues, expenditures, and changes in fund balances provide a reconciliation to facilitate this comparison between governmental funds and governmental activities.

Broward County maintains 29 individual governmental funds. Information is presented separately in the governmental fund balance sheet and in the governmental fund statement of revenues, expenditures, and changes in fund balances for the General Fund, the Sheriff Operations Fund, the County Transportation Trust Fund, and the Capital Outlay Reserve Fund, which are considered to be major funds. Data from the other governmental funds are combined into a single, aggregated presentation. Individual fund data for each of these nonmajor governmental funds is provided in the form of combining statements elsewhere in the report.

The County adopts an annual appropriated budget for its General Fund. A budgetary comparison statement has been provided for the General Fund and other major governmental funds to demonstrate compliance with these budgets.

Proprietary funds – The County maintains two different types of proprietary funds. Enterprise funds are used to report the same functions presented as business type activities in the government-wide financial statements. The County uses enterprise funds to account for its water and wastewater, resource recovery, aviation and seaport operations. Internal service funds are an accounting device used to accumulate and allocate costs internally among the County's various functions. The County uses internal service funds to account for its self insurance, vehicle fleet, and print shop operations. Because these services predominantly benefit governmental rather than business type functions, they have been included within governmental activities in the government-wide financial statements.

Proprietary funds provide the same type of information as the government-wide financial statements, only in more detail. The proprietary fund financial statements provide separate information for four proprietary operations, all of which are considered to be major funds of the County. Conversely, the three internal service funds are combined into a single, aggregated presentation in the proprietary fund financial statements. Individual fund data for the internal service funds and the non-major enterprise funds is

provided in the form of combining statements elsewhere in this report.

Fiduciary funds – Fiduciary funds are used to account for resources held for the benefit of parties outside the government. Fiduciary funds are not reflected in the government-wide financial statement because resources of those funds are not available to support the County's own programs. The accounting used for fiduciary funds is much like that used for proprietary funds.

Notes to the Financial Statements

The notes provide additional information that is essential to a full understanding of the data provided in the government-wide and fund financial statements.

Other Information

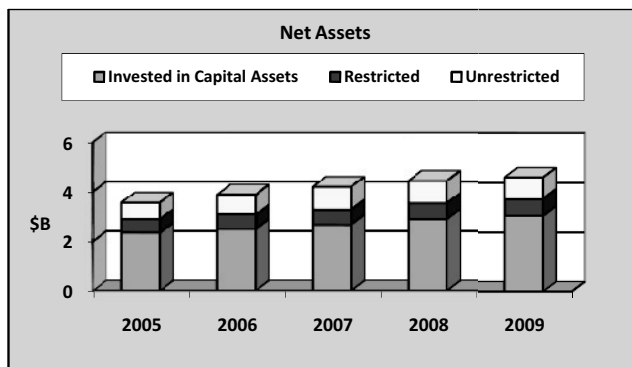
In addition to the basic financial statements and accompanying notes, this report also presents certain required supplementary information containing budget to actual comparisons for the general and major special revenue funds. The combining statements referred to earlier in connection with nonmajor governmental funds, nonmajor enterprise funds, internal service funds and fiduciary funds are presented immediately following the required supplementary information.

GOVERNMENT-WIDE FINANCIAL ANALYSIS

As noted earlier, net assets may serve over time as a useful indicator of a government's financial position. In the case of the County, assets exceeded liabilities by \$4.6 billion as of September 30, 2009.

Broward County's Net Assets As of September 30, 2009 and 2008 (in thousands of dollars)

	<i>Governmental Activities</i>		<i>Business-type Activities</i>		<i>Total</i>	
	<i>2009</i>	<i>2008</i>	<i>2009</i>	<i>2008</i>	<i>2009</i>	<i>2008</i>
Current and other assets	\$ 1,478,892	\$ 1,519,193	\$ 1,092,396	\$ 983,375	\$ 2,571,288	\$ 2,502,568
Capital assets	2,211,092	2,186,204	2,587,432	2,480,273	4,798,524	4,666,477
Total assets	3,689,984	3,705,397	3,679,828	3,463,648	7,369,812	7,169,045
Long-term debt outstanding	943,802	987,384	1,582,792	1,455,946	2,526,594	2,443,330
Other liabilities	140,576	162,491	130,660	128,856	271,236	291,347
Total liabilities	1,084,378	1,149,875	1,713,452	1,584,802	2,797,830	2,734,677
Net assets:						
Invested in capital assets, net of related debt	1,704,587	1,626,074	1,323,459	1,257,411	3,028,046	2,883,485
Restricted	348,317	329,122	342,030	327,498	690,347	656,620
Unrestricted	552,702	600,326	300,887	293,937	853,589	894,253
Total net assets	\$ 2,605,606	\$ 2,555,522	\$ 1,966,376	\$ 1,878,846	\$ 4,571,982	\$ 4,434,368



The largest portion of the County's net assets reflects its investment in capital assets (e.g. land, buildings, machinery and equipment) less any related debt used to acquire those assets still outstanding. These capital assets are used to provide services to citizens; consequently these assets are not available for future spending. It should also be noted that the resources required to repay the related debt must be provided from other sources, since the capital assets themselves cannot be used to liquidate these liabilities.

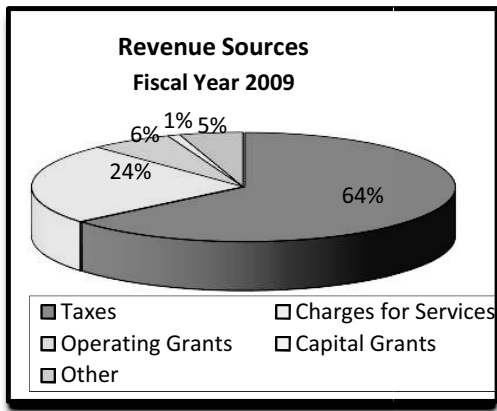
An additional portion of the County's net assets represents resources that are subject to external restrictions on how they may be used. The remaining balance of unrestricted net assets may be used to meet the County's ongoing obligations to citizens and creditors. As of September 30, 2009, the County reports positive balances in all three categories of net assets, both for the government as a whole as well as for its separate governmental and business type activities.

Governmental Activities

Governmental activities increased the County's net assets by \$67 million. Key elements of this increase are as follows:

Broward County's Changes in Net Assets For the Year Ended September 30, 2009 and 2008 (in thousands of dollars)

	Governmental Activities		Business-type Activities		Total	
	2009	2008	2009	2008	2009	2008
Revenues:						
Program revenues:						
Charges for services	\$ 405,355	\$ 408,021	\$ 549,066	\$ 566,761	\$ 954,421	\$ 974,782
Operating grants and contributions	107,150	121,975	1,644	1,686	108,794	123,661
Capital grants and contributions	16,011	42,845	31,016	30,985	47,027	73,830
General revenues:						
Property taxes	862,250	900,243			862,250	900,243
Other taxes	185,637	205,151			185,637	205,151
Other	117,154	125,359	26,052	31,358	143,206	156,717
Total revenues	1,693,557	1,803,594	607,778	630,790	2,301,335	2,434,384
Expenses:						
General government	211,747	233,278			211,747	233,278
Public safety	17,264	26,393			17,264	26,393
Transportation	193,501	202,038			193,501	202,038
Human services	145,748	142,459			145,748	142,459
Culture and recreation	178,440	194,975			178,440	194,975
Physical environment	40,891	35,512			40,891	35,512
Economic environment	24,798	26,947			24,798	26,947
Sheriff	747,954	723,688			747,954	723,688
Property Appraiser	19,141	19,953			19,141	19,953
Supervisor of Elections	15,093	16,861			15,093	16,861
Interest on long-term debt	32,185	36,921			32,185	36,921
Aviation			193,773	200,156	193,773	200,156
Port Everglades			103,741	110,922	103,741	110,922
Water and wastewater			116,139	107,256	116,139	107,256
Resource recovery system			96,392	113,084	96,392	113,084
Other			4,746	4,111	4,746	4,111
Total expenses	1,626,762	1,659,025	514,791	535,529	2,141,553	2,194,554
Increase in net assets before transfers	66,795	144,569	92,987	95,261	159,782	239,830
Transfers	68	(88)	(68)	88		
Increase in net assets	66,863	144,481	92,919	95,349	159,782	239,830
Net assets - Beginning as previously reported	2,555,522	2,411,041	1,878,846	1,783,497	4,434,368	4,194,538
Prior period adjustment	(16,779)		(5,389)		(22,168)	
Net assets - Beginning, restated	2,538,743	2,411,041	1,873,457	1,783,497	4,412,200	4,194,538
Net Assets, Ending	\$ 2,605,606	\$ 2,555,522	\$ 1,966,376	\$ 1,878,846	\$ 4,571,982	\$ 4,434,368



FINANCIAL ANALYSIS OF THE GOVERNMENT'S FUNDS

As noted earlier, the County uses fund accounting to ensure and demonstrate compliance with finance related legal requirements.

Governmental Funds

The focus of the County's governmental funds is to provide information on near term inflows, outflows, and balances of spendable resources. Such information is useful in assessing the County's financing requirements. In particular, unreserved fund balance may serve as a useful measure of a government's net resources available for spending at the end of its fiscal year.

At September 30, 2009, the County's governmental funds reported combined ending fund balances of \$1,203 million, a decrease of \$28 million from the prior year. This decrease resulted from a decrease in the General Fund of \$9 million, a \$15 million decrease in the Capital Outlay Reserve Fund, an increase in the County Transportation Trust of \$14 million and a general decrease in the fund balance of all other governmental funds.

Approximately 74% of the combined fund balances (\$885 million) constitutes unreserved and undesignated fund balance, which is available for spending at the government's discretion. The remainder of the balance is reserved to indicate that it is not available for new spending because it has already been committed (1) to liquidate prior year obligations (\$137 million), (2) to pay debt service (\$62 million), or (3) for other restricted purposes.

The General Fund is the chief operating fund of the County. At September 30, 2009, the unreserved and undesignated fund balance of the General Fund was \$183 million and the total fund balance was \$282 million. As a measure of the General Fund's liquidity, the total fund balance represents approximately 20% percent of total General Fund expenditures and transfers out.

The other major governmental funds of the County include the Sheriff's Operations Fund, which does not have a fund balance but has a small reserve for inventory, the County Transportation Trust Fund, which receives revenues dedicated to meeting various transportation needs, and the County's Capital Outlay Reserve Fund, which is the principal capital projects fund of the County.

Proprietary Funds

The County's proprietary funds provide the same type of information found in the government-wide financial statements but in more detail.

The County's governmental activities had net expenses of \$1.1 billion before general revenues. However, these services are funded primarily from general taxes, and those general revenues produced net revenues of \$67 million. Charges for services decreased less than 1% due to general economic conditions. Property tax revenues decreased 4% due to a decline in assessed values. Overall expenses declined 2%.

The County's business type activities had net revenue of \$67 million and increased net assets by \$93 million, with all major operations except two reporting net revenues for the year.

Aviation operating revenues decreased \$5 million or 3%. Terminal rentals revenue and concession parking fees decreased substantially during 2009 due to reduced passenger traffic. Unrestricted net assets of the Aviation Department were \$45 million at September 30, 2009.

Port Everglades operating revenues decreased \$8 million or approximately 7% due primarily to decreased cargo traffic. Unrestricted net assets of the Port Everglades Fund were \$162 million at September 30, 2009.

Water and Wastewater System operating revenues increased \$12 million or 12% due to general growth in system usage and to rate increases. Unrestricted net assets of the Water and Wastewater System were \$28 million at September 30, 2009.

Resource Recovery System operating revenues decreased \$11 million or 10% due to lower tipping fees. Unrestricted net assets of the Resource Recovery System were \$66 million at September 30, 2009.

BUDGETARY HIGHLIGHTS

Budget and actual comparison schedules are provided in the Basic Financial Statements for the General Fund and all major special revenue funds. Budget and actual comparison schedules are also provided in the Combining and Individual Fund Statements and Schedules for all nonmajor funds with annually appropriated budgets. The budget and actual comparison schedules show the original adopted budgets, the final revised budget, actual results, and variance between the final budget and actual results for the General Fund and major special revenue funds.

After the original budget is approved, it may be revised for a variety of reasons such as unforeseen circumstances, new bond or loan proceeds, new grant awards, or other unanticipated revenues. Differences between the original budget and the final amended budget for the General Fund were relatively minor and can be summarized as follows:

- Revenues were decreased \$15 million or 1% due primarily to decreased estimated sales tax proceeds, charges for services and interest income.
- Expenditures were increased \$23 million or 3% due to general increases in most functional areas.

- Transfers in were reduced \$83 million or 60% due to changes in expected results in other funds
- Transfers out were decreased by \$25 million due to decreased expected transfers to other funds, reduced by increased transfers to constitutional officers,

General Fund actual total revenues were \$1.335 billion or 96% of the final budget amount. Total expenditures of \$631 million were 84% of the final budget as several functional areas were under budget due to hiring freezes and reductions of general spending. Net transfers out of \$714 million were \$63 million or 8% under the budget. Revenues were less than expenditures and transfers, resulting in a decrease in the General Fund fund balance of \$9 million, which compared to a budgeted decrease of \$140 million.

CAPITAL ASSETS AND DEBT ADMINISTRATION

Capital Assets

The County's investment in capital assets for its governmental and business type activities as of September 30, 2009 amounted to \$4.8 billion (net of accumulated depreciation). This investment in capital assets includes land, buildings, improvements, machinery and equipment, parks, roads, highways, and bridges. The total increase in the County's investment in capital assets for the current fiscal year was four percent.

Major capital asset events during the fiscal year included the following:

- Opening of the world's largest cruise terminal at Port Everglades (\$75 million)
- Construction of West Park/Pembroke Park Fire Station (\$6.4 million).
- Construction of Environmental Monitoring Laboratory (\$7 million).
- Road improvements for widening Griffin Road from Southwest 172 Avenue to Southwest 188 Avenue (\$7 million).
- Road Construction of Wiles Road from the Turnpike to Powerline Road (\$21 million).
- Various park renovations and improvements (\$10 million).

Broward County's Capital Assets (in thousands) (net of depreciation) September 30, 2009

	<i>Governmental Activities</i>		<i>Business-type Activities</i>		<i>Total</i>	
					2009	2008, restated
Land	\$	399,477	\$	346,029	\$ 745,506	\$ 744,241
Landfill				40,303	40,303	28,108
Property held for leasing				186,477	186,477	189,075
Buildings		683,071		691,763	1,374,834	1,388,058
Improvements		709,261		313,914	1,023,175	999,926
Equipment		199,234		514,928	714,162	711,830
Construction in progress		220,049		494,018	714,067	588,460
Total	\$	2,211,092	\$	2,587,432	\$ 4,798,524	\$ 4,649,698

Additional information on the County's capital assets can be found in Note 3 to the financial statements.

Long-Term Debt

At September 30, 2009, the County had total bonded debt outstanding of \$2.2 billion, a 3% increase from the prior year. Of this amount, \$446 million comprises debt backed by the full faith and credit of the government; \$181 million is special obligation debt secured by dedicated revenue sources, \$61 million is loans payable and other obligations, and \$1.5 billion is secured solely by specified revenue sources (i.e. revenue bonds).

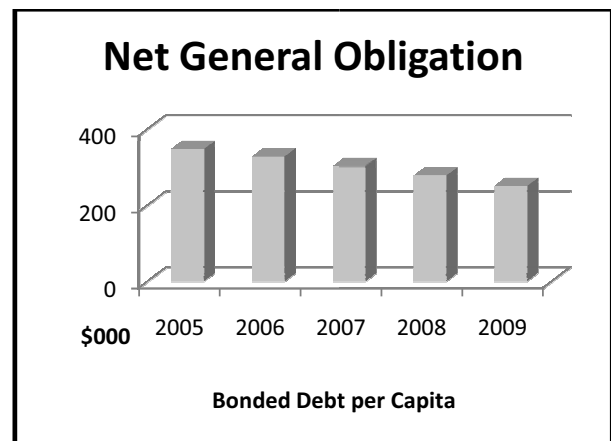
Broward County's Outstanding Debt, in millions September 30, 2009

	<i>Governmental Activities</i>		<i>Business-type Activities</i>		<i>Total</i>	
					2009	2008
General obligation bonds	\$	446,330	\$		\$ 446,330	\$ 493,615
Special obligation bonds		181,440			181,440	193,890
Loans payable and other obligations		61,699		12,366	74,065	151,998
Revenue bonds				1,534,160	1,534,160	1,340,405
Total	\$	689,469	\$	1,546,526	\$ 2,235,995	\$ 2,179,908

The County's outstanding bonded indebtedness increased \$56 million during the year. New bonds issued during the year were Aviation Refunding bonds (\$101 million), Port Everglades Revenue bonds (\$83 million) and Water and Sewer Revenue bonds (\$175 million), which were partially refunding bonds. The County continues to meet its financial needs through prudent use of its revenues and creative debt financing programs. The County's financial strength and sound financial management practices are reflected in its general obligation bond investment ratings, which are among the highest levels attained by Florida counties:

Aa1 Moody's Investor Services
AA+ Standard & Poor's Corporation
AA+ Fitch IBCA, Inc.

The County's required Annual Disclosure Statement may be found on line at www.broward.org/finance. This disclosure report details and updates certain statistics and financial performance which form the basis for the security for the County's indebtedness. Additional information on the County's long-term debt can be found in Note 4 to the financial statements.



ECONOMIC FACTORS AND NEXT YEAR'S BUDGETS AND RATES

Local, national and international economic factors influence the County's revenues. Positive or negative economic growth is correlated with increased or decreased revenues from property taxes, sales taxes, charges for services, as well as state and federal grants. Economic growth in the local economy may be measured by a variety of indicators such as employment growth, unemployment, new construction, assessed valuation, and Enterprise Fund revenues

- The unemployment rate for the County is currently 9.8%, lower than the rate for the state of Florida of 11.1% and equal to that of the nation
- Tourist visitors during 2009 were over 10 million, the same as 2008, and are expected to remain stable.
- Net assessed value of real and personal property within the County decreased 5.2%. This trend may continue
- Inflation in the region remains at a relatively low level.

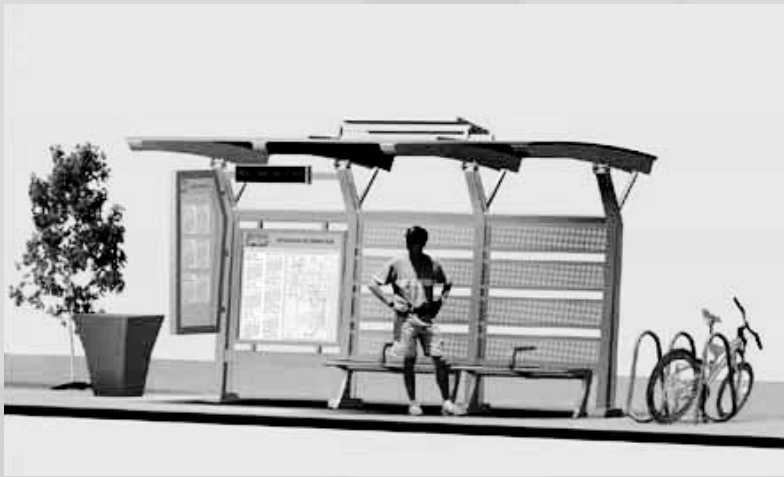
All of these factors were considered in preparing the County's budget for the 2010 fiscal year. For the ninth consecutive year, the County's property tax millage rate was not increased. Some cost reductions were implemented to address Commission goals.

REQUESTS FOR INFORMATION

This financial report is designed to provide a general overview of the County's finances for all those with an interest in the government's finances. Questions concerning any of the information provided in this report or requests for additional information should be addressed to:

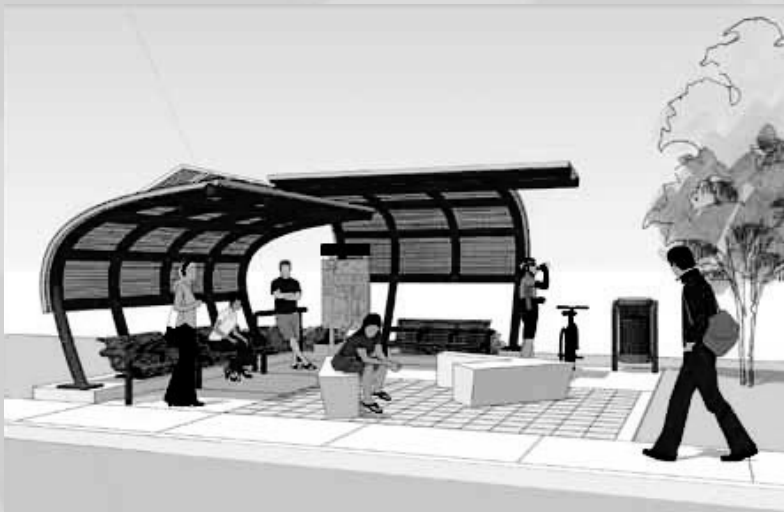
Accounting Division Director
115 S. Andrews Avenue, Room 221
Fort Lauderdale, FL 33301

Basic Financial Statements



MODERNIZE TRANSPORTATION INFRASTRUCTURE AND UPGRADE TECHNOLOGY

Broward County Transit was awarded \$35 million in stimulus funds to renovate and expand its operations and maintenance facility in Dania Beach, Florida; increase the number of transit shelters at selected bus stops countywide; install technological equipment for a centralized login system for fixed-route bus operations and equip paratransit vehicles with real-time monitoring capability.



Residents and visitors will benefit from the significant investment in transportation and infrastructure improvements, as well as the technology, manufacturing and construction industries employment opportunities created by the grant funding. Despite the volatile economic climate, these enhancements and cost-savings measures will continue to encourage transit usage while contributing to improved air-quality and less traffic congestion.

STATEMENT OF NET ASSETS

September 30, 2009
(In Thousands)

	<i>Primary Government</i>			
	<i>Governmental Activities</i>	<i>Business-type Activities</i>	<i>Total</i>	<i>Component Units</i>
ASSETS				
Cash and Cash Equivalents	\$ 222,334	\$ 80,716	\$ 303,050	\$ 5,787
Investments	1,130,702	253,725	1,384,427	9,518
Receivables (Net)	13,378	38,377	51,755	1,627
Delinquent Taxes Receivable (Net)	11,210		11,210	
Internal Balances	9,937	(9,937)		
Due from Primary Government				118
Due from Other Governments	62,311	5,354	67,665	145
Inventories	10,507	10,723	21,230	
Prepaid Expenses	1,570		1,570	
Advances to Component Unit	1,151		1,151	
Other Current Assets	11,018	7,807	18,825	208
Restricted Assets:				
Cash and Cash Equivalents		194,593	194,593	3,719
Investments		497,440	497,440	
Deferred Charges	4,774	13,598	18,372	
Capital Assets:				
Non-depreciable	619,526	840,047	1,459,573	653
Depreciable (Net)	1,591,566	1,747,385	3,338,951	6,295
Total Assets	3,689,984	3,679,828	7,369,812	28,070
LIABILITIES				
Accounts Payable	34,281	39,119	73,400	773
Accrued Liabilities	44,217	4,508	48,725	2,876
Accrued Interest Payable	7,084		7,084	
Due to Component Unit	118		118	
Due to Other Governments	10,031	4,833	14,864	100
Escrow Deposits	15,456		15,456	227
Unearned Revenue	29,389	1,521	30,910	60
Other Current Liabilities		4,918	4,918	
Liabilities Payable from				
Restricted Assets		75,761	75,761	
Advances from Primary Government				1,151
Non-current Liabilities:				
Due Within One Year	127,629	80,817	208,446	599
Due in More Than One Year	816,173	1,501,975	2,318,148	1,830
Total Liabilities	1,084,378	1,713,452	2,797,830	7,616
NET ASSETS				
Invested in Capital Assets, Net of Related Debt	1,704,587	1,323,459	3,028,046	6,948
Restricted for:				
Capital Projects	212,468	87,126	299,594	
Debt Service	54,854	105,826	160,680	
Transportation	28,722		28,722	
E-911	22,077		22,077	
Court Fee Funds	23,135		23,135	
Equipment Modernization	2,704		2,704	
Passenger Facility Charges		99,262	99,262	
Landfill Closure		27,611	27,611	
Revenue Bonds Renewal and Replacement		22,205	22,205	
Other	4,357		4,357	3,036
Unrestricted	552,702	300,887	853,589	10,470
Total Net Assets	\$2,605,606	\$1,966,376	\$4,571,982	\$20,454

See accompanying notes.

STATEMENT OF ACTIVITIES

for the fiscal year ended September 30, 2009
(In Thousands)

					Net (Expenses) Revenue and Changes in Net Assets			
	Expenses	Program Revenues			Primary Government			Component Units
		Charges for Services	Operating Grants and Contributions	Capital Grants and Contributions	Governmental Activities	Business-type Activities	Total	
Activities:								
Primary Government:								
Governmental Activities:								
General Government	\$ 211,747	\$ 51,959	\$ 3,085		\$ (156,703)		\$ (156,703)	
Public Safety	17,264	12,056	2,192		(3,016)		(3,016)	
Transportation	193,501	32,079	15,990	\$13,814	(131,618)		(131,618)	
Human Services	145,748	4,785	41,780		(99,183)		(99,183)	
Culture and Recreation	178,440	24,255	4,520	700	(148,965)		(148,965)	
Physical Environment	40,891	8,285	2,752	1,497	(28,357)		(28,357)	
Economic Environment	24,798	1,474	16,461		(6,863)		(6,863)	
Sheriff	747,954	266,789	20,227		(460,938)		(460,938)	
Property Appraiser	19,141	3,028			(16,113)		(16,113)	
Supervisor of Elections	15,093	645	143		(14,305)		(14,305)	
Interest on Long-term Debt	32,185				(32,185)		(32,185)	
Total Governmental Activities	1,626,762	405,355	107,150	16,011	(1,098,246)		(1,098,246)	
Business-type Activities:								
Aviation	193,773	224,597	1,644	14,303		\$46,771	46,771	
Port Everglades	103,741	109,669		10,628		16,556	16,556	
Water and Wastewater	116,139	108,085		6,085		(1,969)	(1,969)	
Resource Recovery System	96,392	103,573				7,181	7,181	
Other	4,746	3,142				(1,604)	(1,604)	
Total Business-type Activities	514,791	549,066	1,644	31,016		66,935	66,935	
Total Primary Government	\$2,141,553	\$954,421	\$108,794	\$47,027	\$(1,098,246)	\$66,935	\$(1,031,311)	
Component Units:								
Clerk of Courts	\$ 53,629	\$ 48,040						\$(5,589)
Housing Finance Authority	1,393	1,807						414
Health Facilities Authority	75	75						
Total Component Units	\$ 55,097	\$ 49,922						\$(5,175)
General Revenues:								
Taxes:								
Property Taxes					\$ 862,250		\$ 862,250	
One-Half Cent Sales Tax					59,459		59,459	
Gasoline Taxes					84,319		84,319	
Other					41,859		41,859	
Revenue Sharing - Unrestricted					35,203		35,203	
Interest Income - Unrestricted					55,173	\$ 26,052	81,225	\$ 590
Miscellaneous					26,778		26,778	
Transfers					68	(68)		
Total General Revenues and Transfers					1,165,109	25,984	1,191,093	590
Change in Net Assets					66,863	92,919	159,782	(4,585)
Net Assets - Beginning, as Restated					2,538,743	1,873,457	4,412,200	25,039
Net Assets - Ending					\$2,605,606	\$1,966,376	\$4,571,982	\$20,454

See accompanying notes.

BALANCE SHEET

Governmental Funds

September 30, 2009

(In Thousands)

	MAJOR FUNDS					
	General Fund	Sheriff Operations	County Transportation Trust	Capital Outlay Reserve	Other Governmental Funds	Total Governmental Funds
ASSETS						
Cash and Cash Equivalents	\$ 19,069	\$66,117		\$ 30,643	\$ 93,809	\$ 209,638
Investments	229,923		\$26,948	378,202	402,197	1,037,270
Receivables (Net):						
Accounts	874	34		1,003	1,808	3,719
Other	4,397				5,222	9,619
Delinquent Taxes Receivable (Net)	10,645			147	418	11,210
Due from Other County Funds	41,423	3,101	40		6,698	51,262
Due from Other Governments	34,042	61	15,999		12,144	62,246
Inventory	5,421	2,873	1,449		162	9,905
Other Assets		518			31	549
Advances to Component Unit	723			428		1,151
Total Assets	\$346,517	\$72,704	\$44,436	\$410,423	\$522,489	\$1,396,569
LIABILITIES AND FUND BALANCES						
Liabilities:						
Accounts Payable	\$ 17,075	\$ 6,645	\$ 287	\$ 3,561	\$ 5,349	\$ 32,917
Accrued Liabilities	8,464	24,539	479	2,785	7,664	43,931
Due to Other County Funds	240	38,407			12,624	51,271
Due to Component Unit	118					118
Due to Other Governments	9,024	241		16	750	10,031
Escrow Deposits	4,691		8,655		2,110	15,456
Deferred Revenue	24,624			147	14,622	39,393
Total Liabilities	64,236	69,832	9,421	6,509	43,119	193,117
Fund Balances:						
Reserved for Encumbrances	1,338		4	44,946	91,103	137,391
Reserved for Inventory	5,421	2,872	1,449			9,742
Reserved for Debt Service					61,527	61,527
Reserved for E-911	22,077					22,077
Reserved for Court Fee Funds	23,135					23,135
Reserved for Equipment Modernization	2,704					2,704
Reserved for Loans Receivable and Advances	565			428	3,670	4,663
Reserved for Inmate Welfare					4,357	4,357
Unreserved/Designated for:						
Revenue Fluctuations	19,655					19,655
Subsequent Years' Expenditures	13,007					13,007
Fuel Increase	8,038					8,038
Library and Parks Operations	3,082					3,082
Other Post Employment Benefits					9,200	9,200
Unreserved/Undesignated Related to:						
General Fund	183,259					183,259
Special Revenue Funds			33,562		50,547	84,109
Capital Projects Funds				358,540	258,966	617,506
Total Fund Balances	282,281	2,872	35,015	403,914	479,370	1,203,452
Total Liabilities and Fund Balances	\$346,517	\$72,704	\$44,436	\$410,423	\$522,489	\$1,396,569

See accompanying notes.

RECONCILIATION OF THE GOVERNMENTAL FUNDS BALANCE SHEET TO THE STATEMENT OF NET ASSETS

September 30, 2009
(In Thousands)

Fund balances - total governmental funds \$ 1,203,452

Amounts reported for governmental activities in the statement of net assets are different because:

Capital assets used in governmental activities are not financial resources and therefore are not reported in the governmental funds.

	<i>Asset Cost</i>	<i>Accumulated Depreciation</i>	<i>Net</i>	
Land	\$ 399,477		\$ 399,477	
Construction in Progress	220,049		220,049	
Buildings	945,894	\$ (262,823)	683,071	
Improvements	996,829	(287,568)	709,261	
Equipment	645,690	(448,311)	197,379	2,209,237

Other long-term assets are not available to pay for current period expenditures and therefore are deferred in the governmental funds. 10,004

Certain assets reported in governmental activities are not financial resources and therefore are not reported in governmental funds.

Prepaid expenses	\$ 1,570	
Deferred charges - unamortized bond issuance costs	4,774	6,344

Some liabilities applicable to the County's governmental activities are not due and payable in the current period and are not reported as fund liabilities.

General obligation bonds	(446,330)	
Special obligation bonds	(181,440)	
Loans payable and other obligations	(61,699)	
Discount/(premium) and deferred on refunding	(16,580)	
Arbitrage rebate payable	(3,334)	
Compensated absences	(105,105)	
Postemployment benefits other than pension	(38,659)	
Accrued interest payable	(7,084)	(860,231)

Internal service funds are used by management to charge the costs of self-insurance, printing and fleet services to individual funds. 36,800
The assets and liabilities of the internal service funds are included in governmental activities in the statement of net assets.

Total net assets of governmental activities \$ 2,605,606

See accompanying notes.

STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES

Governmental Funds

for the fiscal year ended September 30, 2009
(In Thousands)

	Major Funds				Other Governmental Funds	Total Governmental Funds
	General Fund	Sherif Operations	County Transportation Trust	Capital Outlay Reserve		
Revenues:						
Taxes (Net of Discounts)	\$ 777,991		\$ 61,605	\$ 22,836	\$ 69,930	\$ 932,362
Special Assessment/Impact Fees	1,106		2,440		242	3,788
Licenses and Permits	16,805		396		727	17,928
Federal Grants	53,912				30,339	84,251
State Revenues:						
Revenue Sharing	35,203					35,203
Grants	23,402				5,731	29,133
Licenses	607		507	4,040		5,154
Gasoline Taxes			22,714			22,714
Tourist Tax					35,507	35,507
One-Half Cent Sales Tax	45,705		13,754			59,459
Other					8,867	8,867
Charges for Services	335,052		2,312	39	13,971	351,374
Fines and Forfeitures	4,036				7,342	11,378
Interest Income	15,623		1,314	17,669	17,466	52,072
Miscellaneous	25,923		1,409	2,981	13,537	43,850
Total Revenues	1,335,365		106,451	47,565	203,659	1,693,040
Expenditures:						
Current:						
General Government	188,215				33,392	221,607
Public Safety	12,669	670,084			32,528	715,281
Transportation	131,571		25,487			157,058
Human Services	143,926				475	144,401
Culture and Recreation	116,959				27,922	144,881
Physical Environment	17,619				2,949	20,568
Economic Environment	17,942				6,545	24,487
Capital Outlay		15,923	49	54,137	118,380	188,489
Debt Service:						
Principal Retirement	1,588				72,166	73,754
Interest and Fiscal Charges	38				35,778	35,816
Total Expenditures	630,527	686,007	25,536	54,137	330,135	1,726,342
Excess of Revenues Over (Under) Expenditures	704,838	(686,007)	80,915	(6,572)	(126,476)	(33,302)
Other Financing Sources (Uses):						
Loans Issued					4,664	4,664
Transfers In	95,110	725,046		2,913	153,859	976,928
Transfers Out	(809,198)	(39,039)	(66,246)	(11,324)	(51,053)	(976,860)
Total Other Financing Sources (Uses)	(714,088)	686,007	(66,246)	(8,411)	107,470	4,732
Net Change in Fund Balances	(9,250)		14,669	(14,983)	(19,006)	(28,570)
Fund Balances, October 1	291,117	2,978	20,524	418,897	498,376	1,231,892
Changes in Reserves for Inventory	414	(106)	(178)			130
Fund Balances, September 30	\$ 282,281	\$ 2,872	\$ 35,015	\$403,914	\$ 479,370	\$1,203,452

See accompanying notes.

RECONCILIATION OF THE GOVERNMENTAL FUNDS STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCES TO THE STATEMENT OF ACTIVITIES

for the fiscal year ended September 30, 2009
(In Thousands)

Net change in fund balances - total governmental funds	\$	(28,570)	
Changes in reserves for inventory		<u>130</u>	(28,440)
Total change in net assets reported for governmental activities in the statement of activities is different because:			
Governmental funds report capital outlays as expenditures. However, in the statement of activities, the cost of those assets is allocated over their estimated useful lives and reported as depreciation expense. In the statement of activities, the loss on disposed capital assets is reported.			
Expenditures for capital assets		153,218	
Current year depreciation		(108,402)	
Loss on disposition of assets		<u>(1,845)</u>	42,971
Some of the revenues in the statement of activities that do not provide current financial resources are not reported as revenues in the governmental funds.			(2,537)
Bond and loan proceeds provide current financing resources to governmental funds, but issuing debt increases long-term liabilities in the statement of net assets. Repayment of principal is an expenditure in the governmental funds but reduces the long-term liability in the statement of net assets.			
Principal payment		73,754	
Loans issued		<u>(4,664)</u>	69,090
Governmental funds report bond and loan issuance costs as expenditures. However, these amounts are reported on the statement of net assets as deferred charges and amortized over the life of the debt.			
Amortization of bond and loan issuance costs			(554)
Governmental funds report operating leases as expenditures. However, these amounts are reported on the statement of net assets as prepaid expenses and amortized over the life of the lease.			
Amortization of prepaid rent			(45)
Some expenses reported in the statement of activities do not require the use of financial resources and therefore are not reported as expenditures in governmental funds. These expenses are:			
Change in compensated absences		(3,824)	
Change in postemployment benefits other than pension		(19,484)	
Change in accrued interest payable		745	
Change in arbitrage rebate payable		1,219	
Amortization of debt discount and premium		3,194	
Amortization of refunding difference		<u>(1,680)</u>	(19,830)
The net revenue of internal service funds is reported with governmental activities on the statement of activities.			6,208
Change in net assets of governmental activities		\$	66,863

See accompanying notes.

PROPRIETARY FUNDS

Statement of Net Assets

September 30, 2009

(In Thousands)

	Aviation	Port Everglades	Water and Wastewater	Resource Recovery System	Other Nonmajor Enterprise Funds	Total	Internal Service Funds
ASSETS							
Current Assets:							
Cash and Cash Equivalents	\$ 50,257	\$ 1,374	\$ 17,467		\$11,618	\$ 80,716	\$ 12,696
Investments		169,914		\$ 83,712	99	253,725	93,432
Receivables (Net):							
Accounts	5,969	6,481	14,904	11,006	17	38,377	40
Due from Other County Funds				4		4	9
Due from Other Governments	2,990	2,322		13	29	5,354	65
Inventory	385	3,748	6,590			10,723	602
Other Current Assets	3,661	3,038	1,108			7,807	10,469
Total Current Assets	63,262	186,877	40,069	94,735	11,763	396,706	117,313
Noncurrent Assets:							
Restricted Assets:							
Cash and Cash Equivalents	43,325	50,183	96,486	4,599		194,593	
Investments	407,716	19,204	38,497	30,113	1,910	497,440	
Deferred Charges	5,237	3,517	3,013	1,831		13,598	
Capital Assets:							
Land	282,797	56,716	4,896		1,620	346,029	
Construction in Progress	260,093	118,662	115,109	154		494,018	
Landfill (Net)				40,303		40,303	
Property Held for Leasing (Net)		186,477				186,477	
Buildings (Net)	526,763	83,542	80,477	963	18	691,763	
Improvements (Net)	247,331	52,057		14,135	391	313,914	
Equipment (Net)	13,356	69,468	430,636	1,388	80	514,928	1,855
Total Noncurrent Assets	1,786,618	639,826	769,114	93,486	4,019	3,293,063	1,855
Total Assets	1,849,880	826,703	809,183	188,221	15,782	3,689,769	119,168
LIABILITIES							
Current Liabilities:							
Accounts Payable		23,785	6,760	7,971	603	39,119	1,364
Accrued Liabilities	11,139	1,551	3,375	394	89	16,548	819
Due to Other County Funds					4	4	
Due to Other Governments	355	1,678	2,003	797		4,833	
Unearned Revenue	1,521					1,521	
Other Current Liabilities	4,918					4,918	24,795
Total Current Liabilities	17,933	27,014	12,138	9,162	696	66,943	26,978
Noncurrent Liabilities:							
Liabilities Payable from Restricted Assets	93,485	18,380	25,950	6,411	311	144,537	
Revenue Bonds and Loans Payable							
Long-Term (Net)	732,246	300,798	422,419	6,477		1,461,940	
Other Long-Term Liabilities	8,966	1,408	2,721	25,272	1,669	40,036	65,327
Total Noncurrent Liabilities	834,697	320,586	451,090	38,160	1,980	1,646,513	65,327
Total Liabilities	852,630	347,600	463,228	47,322	2,676	1,713,456	92,305
NET ASSETS							
Invested in Capital Assets, Net of Related Debt	749,665	252,587	274,923	44,175	2,109	1,323,459	1,855
Restricted for:							
Capital Projects	50,448	36,678				87,126	
Debt Service	52,374	11,056	37,810	4,586		105,826	
Passenger Facility Charges	99,262					99,262	
Landfill Closure				25,701	1,910	27,611	
Revenue Bonds Renewal and Replacement		17,205	5,000			22,205	
Unrestricted	45,501	161,577	28,222	66,437	9,087	310,824	25,008
Total Net Assets	\$ 997,250	\$479,103	\$345,955	\$140,899	\$13,106	1,976,313	\$ 26,863
Adjustments to reflect the consolidation of internal service fund activities related to business-type activities						(9,937)	
Net assets of business-type activities						\$1,966,376	

See accompanying notes.

PROPRIETARY FUNDS
Statement of Revenues, Expenses and Changes in Fund Net Assets
for the fiscal year ended September 30, 2009
(In Thousands)

	<i>Aviation</i>	<i>Port Everglades</i>	<i>Water and Wastewater</i>	<i>Resource Recovery System</i>	<i>Other Nonmajor Enterprise Funds</i>	<i>Total</i>	<i>Internal Service Funds</i>
Operating Revenues:							
Concessions	\$ 42,561					\$ 42,561	
Parking Fees	38,906	\$ 8,579				47,485	
Terminal Rentals	46,667					46,667	
Airfield Fees	18,706					18,706	
Building and Ground Rentals	12,373	9,611				21,984	
Vessel and Cargo Services		87,398				87,398	
Wastewater Treatment Charges			\$ 61,639			61,639	
Water Sales			42,305			42,305	
Tipping Fees				\$100,660		100,660	
Recycling				2,560	\$ 57	2,617	
Customer Facility Charges	21,794					21,794	
Assessments					1,105	1,105	
Miscellaneous	1,690	4,081	4,141	353	1,980	12,245	\$120,235
Total Operating Revenues	182,697	109,669	108,085	103,573	3,142	507,166	120,235
Operating Expenses:							
Personal Services	30,931	18,739	26,310	4,511	1,296	81,787	8,527
General Operating	88,026	54,497	38,479	85,963	3,410	270,375	108,563
Depreciation	35,343	20,250	33,120	1,357	77	90,147	1,464
Total Operating Expenses	154,300	93,486	97,909	91,831	4,783	442,309	118,554
Operating Income (Loss)	28,397	16,183	10,176	11,742	(1,641)	64,857	1,681
Non-Operating Revenues (Expenses):							
Grants	1,644					1,644	
Interest Income	13,633	4,244	3,218	4,406	551	26,052	3,101
Interest Expense	(38,032)	(12,728)	(15,814)	(725)		(67,299)	
Gain (Loss) on Sale of Capital Assets	7	(654)	(2,427)	4		(3,070)	31
Passenger Facility Charges	41,900					41,900	
Other	(984)	3,402	189	(3,832)	37	(1,188)	470
Total Non-Operating Revenues (Expenses)	18,168	(5,736)	(14,834)	(147)	588	(1,961)	3,602
Income (Loss) Before Capital Contributions and Transfers	46,565	10,447	(4,658)	11,595	(1,053)	62,896	5,283
Capital Contributions	14,303	10,628	6,085			31,016	
Transfers In				169	1,483	1,652	
Transfers Out	(156)			(1,395)	(169)	(1,720)	
Change in Net Assets	60,712	21,075	1,427	10,369	261	93,844	5,283
Total Net Assets, October 1, as Restated	936,538	458,028	344,528	130,530	12,845		21,580
Total Net Assets, September 30	\$997,250	\$479,103	\$345,955	\$140,899	\$13,106		\$ 26,863
Adjustments to reflect the allocation of internal service fund net revenue (expense) to business-type activities						(925)	
Change in net assets of business-type activities						\$92,919	

See accompanying notes.

PROPRIETARY FUNDS

Statement of Cash Flows

for the fiscal year ended September 30, 2009
(In Thousands)

	<i>Aviation</i>	<i>Port Everglades</i>	<i>Water and Wastewater</i>	<i>Resource Recovery System</i>	<i>Other Nonmajor Enterprise Funds</i>	<i>Total</i>	<i>Internal Service Funds</i>
Cash Flows from Operating Activities:							
Cash Received from Customers	\$ 176,591	\$ 110,725	\$ 104,322	\$ 101,706	\$ 3,232	\$ 496,576	\$ 10,992
Cash Received for Premiums							112,690
Cash Payments to Suppliers for Goods and Services	(90,944)	(53,901)	(41,711)	(83,452)	(3,574)	(273,582)	(81,197)
Cash Payments to Employees for Services	(30,129)	(18,481)	(25,771)	(4,367)	(1,230)	(79,978)	(8,517)
Cash Payments for Claims							(23,957)
Other Cash Received			315	95	37	447	470
Other Cash Paid		(1,040)		(4,810)		(5,850)	
Net Cash Provided by (Used for) Operating Activities	55,518	37,303	37,155	9,172	(1,535)	137,613	10,481
Cash Flows from Noncapital Financing Activities:							
Grants Received	1,644			15		1,659	
Transfers In				169	1,483	1,652	
Transfers Out	(156)			(1,395)	(169)	(1,720)	
Net Cash Provided by (Used for) Noncapital Financing Activities	1,488			(1,211)	1,314	1,591	
Cash Flows from Capital and Related Financing Activities:							
Acquisition and Construction of Capital Assets	(61,592)	(70,645)	(48,488)	(7,496)	(56)	(188,277)	(163)
Proceeds from Sale of Capital Assets		14		7		21	35
Proceeds from Bonds and Loans		82,731	174,089			256,820	
Debt Principal Payments	(37,325)	(17,900)	(66,400)	(6,120)		(127,745)	
Interest and Fiscal Charges Paid	(38,734)	(12,311)	(10,047)	(651)		(61,743)	
Capital Contributions	15,973	13,498	2,178			31,649	
Receipt of Passenger Facility Charges	41,900					41,900	
Capital Recovery and Surcharge Fees			(304)			(304)	
Net Cash Provided by (Used for) Capital and Related Financing Activities	\$ (79,778)	\$ (4,613)	\$ 51,028	\$ (14,260)	\$ (56)	\$ (47,679)	\$ (128)

(continued)

See accompanying notes.

PROPRIETARY FUNDS
Statement of Cash Flows, continued
for the fiscal year ended September 30, 2009
(In Thousands)

	<i>Aviation</i>	<i>Port Everglades</i>	<i>Water and Wastewater</i>	<i>Resource Recovery System</i>	<i>Other Nonmajor Enterprise Funds</i>	<i>Total</i>	<i>Internal Service Funds</i>
Cash Flows from Investing Activities:							
Purchase of Investment Securities	\$ (463,424)	\$ (229,824)	\$ (64,839)	\$ (88,515)	\$ (6,741)	\$ (853,343)	\$ (126,285)
Proceeds from Sale and Maturities of Investment Securities	305,263	215,279	30,841	83,112	7,070	641,565	114,045
Interest and Dividends on Investments	13,633	4,688	3,214	4,406	551	26,492	3,101
Net Cash Provided by (Used for) Investing Activities	(144,528)	(9,857)	(30,784)	(997)	880	(185,286)	(9,139)
Net Increase (Decrease) in Cash and Cash Equivalents	(167,300)	22,833	57,399	(7,296)	603	(93,761)	1,214
Cash and Cash Equivalents, October 1	260,882	28,724	56,554	11,895	11,015	369,070	11,482
Cash and Cash Equivalents, Sept 30	\$ 93,582	\$ 51,557	\$ 113,953	\$ 4,599	\$ 11,618	\$ 275,309	\$ 12,696
Reconciliation of Operating Income (Loss) to Net Cash Provided by (Used for) Operating Activities:							
Operating Income (Loss)	\$ 28,397	\$ 16,183	\$ 10,176	\$ 11,742	\$ (1,641)	\$ 64,857	\$ 1,681
Adjustments to Reconcile Operating Income (Loss) to Net Cash Provided by (Used for) Operating Activities:							
Depreciation Expense	35,343	20,250	33,120	1,357	77	90,147	1,464
Miscellaneous Non-Operating Revenue (Expense)	(56)	(1,040)	315	(2,716)	37	(3,460)	470
Decrease (Increase) in Assets:							
Accounts Receivable (Net)	(445)	1,120	(2,766)	(1,864)	89	(3,866)	(29)
Due from Other County Funds				(4)		(4)	2,912
Due from Other Governments					(29)	(29)	194
Inventory	(49)	(712)	(1,152)			(1,913)	89
Other Current Assets	(1,135)	(2,235)	(520)			(3,890)	(1,335)
Increase (Decrease) in Liabilities:							
Accounts Payable	(5,488)	4,366	(1,020)	(3,532)	130	(5,544)	41
Accrued Liabilities	(3,477)	260		145	67	(3,005)	63
Due to Other County Funds					4	4	
Due to Other Governments	(13)	(825)	(1,361)	(2,000)		(4,199)	
Other Current Liabilities	2,441					2,441	
Liabilities Payable from Restricted Assets		(64)	363			299	
Estimated Liability for Insurance Claims							4,931
Provision for Landfill Closure				6,044	(269)	5,775	
Total Adjustments	27,121	21,120	26,979	(2,570)	106	72,756	8,800
Net Cash Provided by (Used for) Operating Activities	\$ 55,518	\$ 37,303	\$ 37,155	\$ 9,172	\$ (1,535)	\$ 137,613	\$ 10,481
Noncash Investing, Capital and Financing Activities:							
Issuance of Refunding Bonds to Advance Refund Existing Debt	101,140						
Change in Fair Value of Investments	4,472	196		1,983	225	6,876	104

See accompanying notes.

STATEMENT OF FIDUCIARY ASSETS AND LIABILITIES

Agency Funds

September 30, 2009

(In Thousands)

	<i>Total</i>
ASSETS	
Cash and Cash Equivalents	\$ 3,809
Investments	26,559
Accounts Receivable (Net)	1,306
Delinquent Taxes Receivable (Net)	110,541
Due from Other Governments	5,204
Total Assets	\$147,419
LIABILITIES	
Accounts Payable	\$ 23
Due to Other Governments	4,951
Due to Individuals	5,614
Escrow Deposits	136,487
Evidence Seizures	344
Total Liabilities	\$147,419

See accompanying notes.

COMPONENT UNITS

Statement of Net Assets

September 30, 2009
(In Thousands)

	<i>Clerk of Courts</i>	<i>Housing Finance</i>	<i>Health Facilities</i>	<i>Total</i>
ASSETS				
Cash and Cash Equivalents	\$ 5,206	\$ 493	\$88	\$ 5,787
Investments		9,518		9,518
Receivables (Net)	195	1,432		1,627
Due from Primary Government	118			118
Due from Other Government	145			145
Other Current Assets	193	15		208
Restricted Assets:				
Cash and Cash Equivalents	3,359	360		3,719
Capital Assets:				
Non-depreciable		653		653
Depreciable (Net)	5,485	810		6,295
Total Assets	14,701	13,281	88	28,070
LIABILITIES				
Accounts Payable	768	5		773
Accrued Liabilities	2,745	131		2,876
Due to Other Governments	100			100
Escrow Deposits		227		227
Unearned Revenue		60		60
Advances from Primary Government		1,083	68	1,151
Non-current Liabilities:				
Due Within One Year	556	43		599
Due in More Than One Year	1,760	70		1,830
Total Liabilities	5,929	1,619	68	7,616
NET ASSETS				
Invested in Capital Assets, Net of Related Debt	5,485	1,463		6,948
Restricted for Other	2,008	1,028		3,036
Unrestricted	1,279	9,171	20	10,470
Total Net Assets	\$ 8,772	\$11,662	\$20	\$20,454

See accompanying notes

COMPONENT UNITS

Statement of Activities

for the fiscal year ended September 30, 2009

(In Thousands)

	<i>Clerk of Courts</i>	<i>Housing Finance</i>	<i>Health Facilities</i>	<i>Total</i>
Program Expenses:				
Personal Services	\$43,919	\$ 643		\$44,562
Professional Fees		264	\$ 7	271
General Operating	8,075	359		8,434
Depreciation	1,635	46		1,681
Interest Expense		81		81
Payment to Primary Government			68	68
Professional Fees				
Total Program Expenses	53,629	1,393	75	55,097
Program Revenues:				
Charges for Services				
Court Related Revenues	36,989			36,989
Non-court Related Revenues	950			950
Fines and Forfeitures	2,973			2,973
Recording Fees	5,966			5,966
Authority Fees		1,048	75	1,123
Rentals		106		106
Bond Issuance and Redemption Income		653		653
Miscellaneous	1,162			1,162
Total Program Revenues	48,040	1,807	75	49,922
Program Income (Loss)	(5,589)	414		(5,175)
General Revenues:				
Interest and Investment Income	87	501	2	590
Total General Revenues and Special Item	87	501	2	590
Change in Net Assets	(5,502)	915	2	(4,585)
Net Assets - Beginning	14,274	10,747	18	25,039
Net Assets - Ending	\$ 8,772	\$11,662	\$20	\$20,454

See accompanying notes.

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NOTES TO FINANCIAL STATEMENTS - CONTENTS

September 30, 2009

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NOTE I -SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. Reporting Entity

Broward County, Florida (County) is a political subdivision of the State of Florida. It is guided by an elected Board of County Commissioners, which is governed by the Florida Statutes and a local County Charter. In addition there are four elected Constitutional Officers: the Clerk of the Circuit and County Courts (Clerk); Property Appraiser; Sheriff; and Supervisor of Elections. The Board of County Commissioners (BOCC), Property Appraiser, Sheriff, and Supervisor of Elections comprise the Broward County primary government.

The accompanying financial statements present the County (the primary government) and its component units, entities for which the government is considered to be financially accountable. Blended component units, although legally separate entities, are, in substance, part of the County's operations. Discretely presented component units are reported in a separate column in the government-wide financial statements (see note below for description) to emphasize that they are legally separate from the County.

Blended Component Units

Water Control Districts are special taxing districts created to maintain and improve water resource and drainage programs in the County and are governed by a board comprised of the BOCC. The financial results of the four individual Water Control Districts (District No.2, District No.3, District No.4 and Cocomar) are combined into one Special Revenue Fund to facilitate presentation.

The legal authority by which each of the following Water Districts was created and the financial statement requirements for them are as follows:

Broward County Water Control District No. 2 -

Section 298.01, F.S.; County Ord.No.79-93.The governing body is the Board of County Commissioners. Separate financial statements are not required or prepared.

Broward County Water Control District No. 3 -

Section 298.01, F.S.; County Ref. 4/15/69.The governing body is the Board of County Commissioners. Separate financial statements are not required or prepared.

Broward County Water Control District No. 4 -

Section 298.01, F.S.; County Ref. 3/29/66.The governing body is the Board of County Commissioners. Separate financial statements are not required or prepared.

Cocomar Water Control District –

Section 125.01(5) (a), F.S.; County Ord. No. 80-17.The governing body is the Board of County Commissioners. Separate financial statements are not required or prepared.

The following organizations are also shown as blended component units:

The **Broward County Community Redevelopment Agency (CRA)** acts in an advisory capacity to the County to establish and carry out redevelopment objectives in economically deprived areas of the County. It was established by Florida Statute Section 163.356 and County Ordinance No. 80-110. The governing body is the BOCC. The agency conducted no financial transactions during the year and has no assets, liabilities or fund balance.

The **Broward County Educational Facilities Authority (EFA)** acts in an advisory capacity to the County in alleviating the shortage of educational facilities and projects in the County. It was established by Florida Statute Section 243.021 and County Ordinance No. 86-15. The BOCC appoints the governing body. The authority conducted no financial transactions during the year and has no assets, liabilities or fund balance.

The **Broward County Governmental Leasing Corporation** (the Corporation) has entered into master lease-purchase agreements with the County to finance the acquisition, construction or equipping of certain facilities and is governed by the BOCC. The Corporation was formed by the County solely for the purpose of acting as lessor of the facilities. The Corporation has no financial activity to report.

Discretely Presented Component Units

The Clerk of Circuit and County Courts (Clerk) is an elected, Constitutional Office of the County and has separate legal standing from the

County. The governing body of the Clerk is not the same as the governing body of the County. The Clerk provides services to the courts and receives most of its revenues from those who are utilizing court services and processes. The Clerk is included as a component unit because its exclusion from the financial reporting entity could render the County's financial statements misleading.

The Broward County Health Facilities Authority (HeFA) was created to assist in the acquisition, construction, financing and refinancing of health facilities in the County. It was established by Florida Statute Section 154.207 and County Ordinance No. 77-35. The HeFA is governed by a Board appointed by the BOCC and is financially accountable to the County. The HeFA is authorized to issue bonds which are not deemed to constitute a debt of HeFA, the County, or any political sub-division thereof (see Note 4).

The Broward County Housing Finance Authority (HFA) was established in 1979 by County Ordinance No. 79-41 for the purpose of encouraging the investment of private capital and stimulating the construction of residential housing for low and moderate income families through the use of public financing. The HFA is governed by a Board appointed by the BOCC, and the County must also approve HFA's contracts and bond issues. The HFA is authorized to issue revenue bonds that are not deemed to constitute a debt of HFA, the County, or any political sub-division thereof (see Note 4).

The HFA has a note payable to the County which is secured by an office building. The principal balance of the note was \$655,000 on September 30, 2009. The note is due in full on or before July 1, 2015 and bears interest at 4 percent.

Complete financial statements for each of the individual discretely presented component units that issue them may be obtained at the entities administrative offices as follows. Financial statements are not required for other component units.

Clerk of Circuit and County Courts

Finance and Budget Department
201 S.E. 6th Street, Room 275
Fort Lauderdale, FL 33301

Broward County Health Facilities Authority

Accounting Division
P. O. Box 14740
Fort Lauderdale, FL 33302

Broward County Housing Finance Authority

Accounting Division
P. O. Box 14740
Fort Lauderdale, FL 33302

B. Basis of Presentation

Government-wide Statements

The government-wide financial statements (i.e. the statement of net assets and the changes in net assets) report information on all of the nonfiduciary activities of the primary government (the County) and its component units. For the most part, the effect of interfund activity has been removed from these statements. Governmental activities, which normally are supported by taxes and intergovernmental revenues, are reported separately from business-type activities, which rely to a significant extent on fees and charges for support. Likewise, the primary government is reported separately from certain legally separate component units for which the primary government is financially accountable.

The statement of activities demonstrates the degree to which the direct expenses of a given function are offset by program revenues. Direct expenses are those that are clearly identifiable with a specific function. Program revenues include 1) charges to customers or applicants who purchase, use, or directly benefit from goods, services, or privileges provided by a given function and 2) grants and contributions that are restricted to meeting the operational or capital requirements of a particular function. Taxes and other items not properly included among program revenues are reported instead as general revenues.

Fund Financial Statements

Separate financial statements are provided for the County's funds, including governmental funds, proprietary funds, and fiduciary funds, even though the latter are excluded from the government-wide financial statements. Separate statements for each fund category are presented. The

emphasis of the fund financial statements is on major governmental and enterprise funds, each of which is displayed in a separate column. All remaining governmental and enterprise funds are aggregated and reported as nonmajor funds.

The County reports the following major governmental funds:

General Fund – This is the County’s primary operating fund. It accounts for all financial resources of the general government, except those required to be accounted for in another fund.

Sheriff Operations Fund – This is the County Sheriff’s primary operating fund. It accounts for all financial resources of the Sheriff’s Office, except those required to be accounted for in another fund.

County Transportation Trust Fund – This is used to account for funds received for the construction and maintenance of roads, bridges, and traffic engineering.

Capital Outlay Reserve Fund – This is used to account for special capital outlay projects not routine in nature and not considered ordinary operating expenditures.

The County reports the following major enterprise funds:

Aviation Fund – This fund accounts for the operations of the Fort Lauderdale-Hollywood International and North Perry Airports.

Port Everglades Fund – This fund accounts for the operation, maintenance, and construction of the County’s seaport system.

Water and Wastewater Fund – This fund accounts for water and sewerage treatment services provided to certain incorporated and unincorporated areas of the County.

Resource Recovery Fund – This fund accounts for the operations of the County’s Resource Recovery System and other solid waste activities.

The County also reports the following fund types:

Internal Service Funds – These funds account for self-insurance coverage for workers’ compensation claims, public liability, medical malpractice, and County-owned vehicle accidents, for consolidated vehicle management services, and for printing services, all of which are provided to other County functions on a cost-reimbursement basis.

Agency Funds – These funds account for taxes and licenses collected on behalf of the County and other taxing entities, funds received and disbursed by the Sheriff’s Office in a fiduciary capacity, and various other funds and fees received and disbursed in a fiduciary capacity.

C. Measurement Focus, Basis of Accounting

Government-wide and Proprietary Fund Financial Statements – The government-wide and proprietary fund financial statements are reported using the economic resources measurement focus and the accrual basis of accounting. Revenues are recorded when earned and expenses are recorded at the time liabilities are incurred, regardless of when the related cash flows take place. Property taxes are recognized as revenues in the year for which they are levied. Grants and similar items are recognized as revenue as soon as all eligibility requirements imposed by the provider have been met.

Governmental Fund Financial Statements – Governmental fund financial statements are reported using the current financial resources measurement focus and the modified accrual basis of accounting. Revenues are recognized as soon as they are both measurable and available. Revenues are considered to be available when they are collectible within the current period or soon enough thereafter to pay liabilities of the current period. The County considers revenues to be available if they are collected within 60 days of the end of the current fiscal period except for grants which are collected within 6 months. Intergovernmental revenues, property taxes and interest are significant revenue sources considered to be susceptible to accrual in the current fiscal period. Expenditures generally are recorded when a liability is incurred, as under accrual accounting. However, debt service expenditures, as well as expenditures related to compensated absences claims and judgments and postemployment benefits other than pensions, are recorded only when payment is due.

Private-sector standards of accounting and financial reporting issued prior to December 1, 1989, generally are followed in both the government-wide and proprietary fund financial statements to the extent that those standards do not conflict with or contradict guidance of the Governmental Accounting Standards Board. While governments have the option of following subsequent private-sector guidance for their business-type activities, the County has elected not to follow subsequent private-sector guidance.

Proprietary Fund Financial Statements – Proprietary funds distinguish operating revenues and expenses from nonoperating items. Operating revenues and expenses generally result from providing services and producing and delivering goods in connection with the proprietary fund's principal ongoing operations. The principal operating revenues of the County's enterprise funds and of the internal service funds are charges to customers for sales and services. Operating expenses for enterprise funds and internal service funds include the cost of sales and services, administrative expenses, and depreciation on capital assets. All revenues and expenses not meeting this definition are reported as nonoperating revenues and expenses.

Fiduciary Fund Financial Statements – Agency funds report only assets and liabilities, have no measurement focus, and use the accrual basis of accounting.

When both restricted and unrestricted resources are available for use, it is the County's policy to use restricted resources first, then unrestricted resources as they are needed.

D. Assets, Liabilities and Net Assets or Equity

1. Deposits and Investments

The County maintains an investment pool for substantially all cash and cash equivalents and investments of all funds. All money market investments and participating interest-earning investment contracts with a remaining maturity at time of purchase of ninety days or less are recorded at amortized cost plus accrued interest. All other investments are carried at fair value as determined from quoted market prices. Each fund's portion of the pool is presented as "cash and cash equivalents", "investments" or "restricted assets" as appropriate. Earnings are allocated to each fund based on average daily balances of cash and investments.

The County considers cash and cash equivalents to be cash on hand, demand deposits, investments and equity in the County's cash management pool with original maturities at time of purchase of three months or less.

The County is authorized to invest in obligations of the U.S. Treasury, its agencies and instrumentalities, commercial paper, repurchase agreements, certificates of deposit, the State Board of Administration Investment Pool - an SEC Rule 2a-7 like fund which has the characteristics of a Money Market Fund, and the Florida Local Government Investment Trust. All cash deposits are held in qualified public depositories pursuant to State of Florida Statutes, Chapter 280, "Florida Security for Public Deposits Act," and are collateralized with eligible securities having a market value equal or greater than the average daily or monthly balance of all public deposits. The County's investment practices are governed by Chapters 125 and 218.415 of the Florida Statutes, County Ordinance 87-82, and the requirements of outstanding bond issues.

2. Receivables and Payables

Activity between funds that represent lending/borrowing arrangements outstanding at the end of the fiscal year are referred to as "due to/from other county funds." Any residual balances outstanding between the governmental activities and business-type activities are reported in the government-wide financial statements as "internal balances." Advances between funds, as reported in the fund financial statements, are offset by a fund balance reserve account in applicable governmental funds to indicate that they are not available for appropriation and are not expendable available financial resources.

All trade and property tax receivables are shown net of an allowance for uncollectible accounts of \$66,983,000.

3. Disaggregation of Receivables and Payables Balances

Receivables

Receivables in the General Fund are 83 percent liens receivables and 17 percent are vendor receivables. The majority of the liens receivables in the General Fund are not expected to be collected within one year. Receivables in the Special Revenue Funds are 54 percent tourist development tax receivables from hotels and motels, 24 percent loan receivables from the Museum of Art, 100 percent of which are not scheduled to be collected in the subsequent year, 21 percent local housing assistance receivables consisting principally of long term notes receivable, 100 percent of which

are not scheduled to be collected in the subsequent year, and 1 percent Sheriff Operations receivables. Receivables in the Enterprise Funds are 71 percent due from customers and 29 percent due from haulers which deliver to the resource recovery plants.

Payables

Accounts payables balances in each fund are 100 percent payable to vendors.

4. Property Tax Calendar

Property taxes attach as an enforceable lien on property as of January 1. Taxes are levied and are due and payable on November 1 of each year and may be paid upon receipt of the notice at declining discounts through the month of February. All unpaid taxes on real and personal property become delinquent on April 1 of the year following the year in which the taxes were levied. Delinquent real property taxes bear interest at the rate of one and one-half percent per month, and interest continues to accrue until a certificate is sold at auction, from which time the interest rate shall be as bid by the buyer of the certificate. Personal property taxes bear interest at one and one-half percent per month from April 1 until paid. After May 1 of each year and following proper procedures, a court order may be issued to seize and sell the property.

5. Inventories and Prepaid Items

Inventories consist principally of materials and supplies held for consumption and are recorded at cost for Governmental Funds and at the lower of average cost or market for Proprietary Funds. In the Governmental Funds the cost of inventories are recorded as expenditures at the time of purchase, while in the other funds, the cost of inventories are recorded as expenditures when consumed. In the Governmental Funds, reported inventories are offset by a fund balance reserve which indicates that they do not constitute available spendable resources. Payments for prepaid items are reported as expenditures in the Governmental Funds and are capitalized and reflected as prepaid expenses in the government-wide financial statements.

6. Restricted Assets

Restricted assets and reserves of the Enterprise Funds at September 30, 2009 represent amounts restricted for construction, debt service, maintenance and improvements under the terms of outstanding bond agreements or some other legal outside party requirements. These requirements establish a restriction on net assets in an amount equal to the restricted assets less any related liabilities.

Assets were restricted for the following purposes (in thousands):

Bond sinking and reserve accounts	\$198,848
Construction accounts	438,046
Landfill closure escrow accounts	27,611
Other restricted accounts	27,528
	<hr/>
	\$692,033

Amounts payable from restricted assets at September 30, 2009 consist of the following (in thousands):

Accounts payable	\$ 32,166
Revenue bonds and interest payable	88,918
Customers' deposits	8,416
Deferred revenue	14,726
Accrued closure costs	311
	<hr/>
	\$144,537

Reclassified on government-wide statements (in thousands)

Current liabilities payable from restricted assets	\$68,776
Noncurrent liabilities due within 1 year	\$80,816

7. Capital Assets

Capital assets, which include property, plant, equipment, and infrastructure assets (e.g. roads, bridges, sidewalks and similar items), including those assets acquired prior to fiscal year ended September 30, 1980, are reported at cost or estimated historical cost. Donated capital assets are recorded at their estimated fair value at the date of donation. The capitalization levels are \$1,000 for equipment and \$5,000 for land, buildings and infrastructure. The cost of normal maintenance and repairs that do not add to the value of the asset or materially extend asset lives are not capitalized.

Major outlays for capital assets and improvements are capitalized as projects are constructed. Interest incurred during the construction phase of capital assets of business-type activities is included as part of the capitalized value of the assets constructed. The total interest expense incurred by the business-type activities during fiscal 2009 was \$70,838,000. Of this amount, \$3,539,000 was included as part of the cost of capital assets under construction in connection with various construction projects.

Capital assets are depreciated using the straight-line method over the following estimated useful lives:

Buildings, structures, and improvements	20-65 years
Runways, aprons, taxiways, and navigation easements	5-40 years
Furniture, fixtures, and equipment	3-15 years
Roads and streets	40 years
Bridges	50 years
Sidewalks and traffic signals	30 years
Lakes, waterways, and water control structures	50-75 years

8. Compensated Absences

It is the County's policy to permit employees to accumulate earned but unused vacation and sick leave and related fringe benefits. The cost of earned but unused vacation pay is accrued when earned in the government-wide and proprietary financial statements. A liability for earned but unused sick leave is accrued only to the extent that the leave will result in cash payments at termination. A liability for these amounts is reported in governmental funds only if they have matured, due to employee retirement or resignation.

9. Long-term Obligations

In the government-wide and proprietary fund type financial statements, long-term debt and other long-term obligations are reported as liabilities in the applicable governmental activities, business-type activities, or proprietary fund type statement of net assets. Bond premiums and discounts, deferral amounts on refundings as well as issuance costs, are deferred and amortized over the life of the bonds. Bonds payable are reported net of the applicable bond premium or discount and deferral amounts on refundings. Bond issuance costs are reported as deferred charges.

In the fund financial statements, governmental fund types recognize bond premiums and discounts, deferral amounts on refundings, as well as bond issuance costs, during the current period. The face amount of the debt issues are reported as other financing sources. Premiums received on debt issuances are reported as other financing sources while discounts on debt issuances are reported as other financing uses. Issuance costs, whether or not withheld from the actual debt proceeds received, are reported as debt service expenditures.

10. Fund Equity

In the fund financial statements, governmental funds report reservations of fund balance for amounts that are not available for appropriation or are legally restricted by outside parties for use for a specific purpose.

11. Passenger Facility Charges

The Federal Aviation Administration (FAA) authorized the Aviation Department to impose a Passenger Facility Charge (PFC) of \$3 per departing passenger commencing January 1, 1995. This authorization was amended to increase the charge to \$4.50 per departing passenger effective October 1, 2005.

Through initial and subsequent FAA approvals, the Aviation Department is authorized to collect PFC's up to \$782,860,000 including interest, of which \$431,598,000 has been collected as of September 30, 2009. The net receipts from PFC's are non-refundable and restricted to be used on FAA "approved capital projects" and debt service on revenue bonds that fund approved PFC eligible projects. As of September 30, 2009, \$332,336,000 of the collected PFCs had been spent on approved projects or debt service, and the remaining \$99,262,000 was reflected as a restricted asset and a restriction of net assets.

12. Reclassifications

Certain amounts presented in the prior year data have been reclassified in order to be consistent with the current year's presentation.

13. Use of Estimates

The preparation of financial statements in accordance with United States generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts and assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenditures/expenses during the reporting period. Actual results could differ from those estimates.

E. Excess of Expenditures Over Appropriations

For the year ended September 30, 2009, General Fund expenditures exceeded appropriations in the following departments (in thousands):

General Government - County Administration - Boards and Other Agencies	\$	110
General Government - County Administration - Environmental Protection and Growth Management		1,920
Public Safety - Public Works - Detention and Correction Facilities		35
Transportation - Public Works - Road and Street Facilities		2,661
Transportation - Aviation		55
Economic Environment - Human Services - Community Development		1,258

For the year ended September 30, 2009, expenditures exceeded appropriations in the 2006 Professional Sports Facilities and Civic Arena Debt Fund by \$44,000 in interest and fiscal charges and by \$763,000 in capital outlay in the Supervisor of Elections Operations fund. The Certificates of Participation Debt Service Fund exceeded appropriations by \$2,000.

F. Deficits

At September 30, 2009, the Mass Transit Capital Grants Fund had an undesignated fund deficit of \$21,858,000 and a total fund deficit of \$2,902,000. The County believes this deficit will be eliminated in the ensuing fiscal year.

NOTE 2 -DEPOSITS AND INVESTMENTS

A. Summary of Deposit and Investment Balances

The following is a summary of the County's deposit and investment balances as of September 30, 2009 (in thousands):

	<i>Government-wide Statement of Net Assets</i>	<i>Component Units Statement of Net Assets</i>	<i>Fiduciary Funds Statement of Net Assets</i>	<i>Total</i>
Cash and cash equivalents	\$ 303,050	\$ 5,787	\$ 3,809	\$ 312,646
Investments	1,384,427	9,518	26,559	1,420,504
Restricted assets	692,033	3,719		695,752
Total	\$ 2,379,510	\$ 19,024	\$ 30,368	\$ 2,428,902

B. Deposits

The County maintains a pool for substantially all cash and cash equivalents and investments. These balances are reflected in the financial statements as "cash and cash equivalents", "investments", or "restricted assets" as appropriate. Earnings are allocated monthly to each fund based on average daily balances of cash and investments.

All cash deposits are held in qualified public depositories pursuant to State Statutes. Under the Statutes, all qualified public depositories are required to pledge eligible collateral having a market value equal to or greater than the average daily or monthly balance of all public deposits times the depositories' collateral pledging level. The pledging level may range from 50% to 125% depending upon the depositories' financial condition and establishment period. All collateral must be deposited with an approved financial institution. Any potential losses to public depositors are covered by applicable deposit insurance, sale of securities pledged as collateral, and, if necessary, assessments against other qualified public depositories of the same type as the depository in default.

C. Investments

The County has a formal investment policy that, in the opinion of management, is designed to insure conformity with State Statutes and seeks to limit exposure to investment risks. The investment policy specifies the types, issuer, maturity and performance measurement of investment securities that are permissible. Qualified institutions utilized for investment transactions are also addressed within the policy, as well as diversification requirements for the investment portfolio. Since 2007, the County's investment portfolio has received the highest possible rating from Standard & Poor's (AAA/1+), based on credit quality, risk and stability. The County was the first county portfolio in the state to receive this highest level of rating.

Under State Statutes and County Ordinances, the County is authorized to invest in obligations of the U.S. Treasury, its agencies and instrumentalities, commercial paper, repurchase agreements, certificates of deposit, certain Money Market Funds and the Florida Local Government Investment Trust. County policy requires that securities underlying repurchase agreements must have a market value of at least 101 percent of the cost of the repurchase agreements. There were no losses during the period due to default by counterparties to investment transactions and, in the opinion of County management, no types of investments during the period other than those permitted as enumerated above. The County does not have any direct exposure to subprime backed securities.

As of September 30, 2009, the County's investments consisted of the following (in thousands):

<i>Investment Type</i>	<i>Fair Value</i>	<i>Weighted Average Maturity (Days)</i>
U.S. Treasury	\$ 181,986	211
U.S. Agencies	1,666,900	570
TLGP-FDIC Backed bonds	86,156	810
Commercial Paper	113,048	50
Money Market Mutual Funds	41,862	1
Total Fair Value	\$ 2,089,952	
Portfolio Weighted Average Maturity		508

Interest Rate Risk - In accordance with its investment policy, the County manages its exposure to declines in fair values by limiting the weighted average maturity of its investment portfolio within the following maturity categories: overnight 35%; 1-30 days 80%; 31-90 days 80%; 91 days to 1 year 70%; 1-2 years 40%; 2-3 years 20%; 3-4 years 15%; 4-5 years 10%. As of September 30, 2009 the portfolio weighted average maturity was 508 days, and was in accordance with the County's investment policy.

Credit Risk -The County's investment policy contains specific rating criteria for certain investments. The policy states that commercial paper, bonds, notes, or obligations of the State of Florida, any municipality or political subdivision or any agency or authority of the state, if such obligations are rated, must be rated in one of the two highest rating categories by at least two nationally recognized rating agencies. Commercial paper not rated must be backed by a letter of credit or line of credit rated in one of the two highest rating categories. Any investments in World Bank Notes, Bonds and Discount Notes must be rated AAA or equivalent by Moody's Investor Service and/or Standard and Poor's Corporation.

The County's investments in U.S. Treasuries and U.S. Agencies are rated AAA by Standard & Poor's and Fitch Ratings, and Aaa by Moody's Investor Services. The County's investment in TLGP-FDIC backed bonds is backed by the full faith and credit of the U S Government and is AAA rated. The County's investments in commercial paper are rated P-1 by Moody's Investor Services and A-1 by Standard & Poor's or higher. The County's investments in Money Market Mutual Funds are rated AAA m by Standard & Poor's.

Concentration of Credit Risk - The County places no limit on the amount that may be invested in securities of the U. S. Government and Agency thereof, or government sponsored corporation securities. The County requires that all other investments be diversified with no more than 5% of the value of the portfolio invested in the securities of any single issuer. GASB 40 requires disclosure when the percent is 5% or more in any one issuer. The investment in the Federal Home Loan Bank is 26%, the Federal Home Loan Mortgage Corporation is 26%, the Federal National Mortgage Association is 16% and Federal Farm Credit Bank is 7%.

NOTE 3 - CAPITAL ASSETS

Capital asset activity for the year ended September 30, 2009 is as follows (in thousands):

<i>Governmental Activities:</i>	<i>Beginning Balances, as restated (1)</i>	<i>Increases</i>	<i>Decreases</i>	<i>Ending Balances</i>
Capital assets not being depreciated:				
Land	\$ 398,298	\$ 1,179		\$ 399,477
Construction in progress	216,808	43,661	\$ 40,420	220,049
Total capital assets not being depreciated	615,106	44,840	40,420	619,526
Capital assets being depreciated:				
Buildings	909,250	36,644		945,894
Improvements	919,869	76,960		996,829
Equipment	653,540	34,820	27,557	660,803
Total capital assets being depreciated	2,482,659	148,424	27,557	2,603,526
Less accumulated depreciation for:				
Buildings	240,371	22,452		262,823
Improvements	251,401	36,167		287,568
Equipment	436,568	51,247	26,246	461,569
Total accumulated depreciation	928,340	109,866	26,246	1,011,960
Total capital assets being depreciated, net	1,554,319	38,558	1,311	1,591,566
Governmental activities capital assets, net	\$ 2,169,425	\$ 83,398	\$ 41,731	\$ 2,211,092

See Note 13 for additional information on the prior period adjustment.

<i>Business-type Activities:</i>	<i>Beginning Balances</i>	<i>Increases</i>	<i>Decreases</i>	<i>Ending Balances</i>
Capital assets not being depreciated:				
Land	\$ 345,943	\$ 86		\$ 346,029
Construction in progress	371,652	188,452	\$ 66,086	494,018
Total capital assets not being depreciated	717,595	188,538	66,086	840,047
Capital assets being depreciated:				
Landfill	36,216	12,302		48,518
Property held for leasing	240,254	584		240,838
Buildings	1,059,788	7,683		1,067,471
Improvements	576,645	1,884		578,529
Equipment	765,179	55,406	16,869	803,716
Total capital assets being depreciated	2,678,082	77,859	16,869	2,739,072
Less accumulated depreciation for:				
Landfill	8,108	107		8,215
Property held for leasing	51,179	3,182		54,361
Buildings	340,609	35,099		375,708
Improvements	245,187	19,428		264,615
Equipment	270,321	32,331	13,864	288,788
Total accumulated depreciation	915,404	90,147	13,864	991,687
Total capital assets being depreciated, net	1,762,678	(12,288)	3,005	1,747,385
Business - type activities capital assets, net	\$ 2,480,273	\$ 176,250	\$ 69,091	\$ 2,587,432

Depreciation expense was charged to function/programs of the primary government as follows (in thousands):

General Government	\$ 16,931
Public Safety	3,339
Transportation	29,232
Human Services	761
Culture and Recreation	17,784
Physical Environment	12,730
Economic Environment	252
Sheriff	28,025
Property Appraiser	232
Supervisor of Elections	580
Total depreciation expense - governmental activities	\$ 109,866

Business - type Activities:		
Aviation	\$	35,343
Port Everglades		20,250
Water and Wastewater		33,120
Resource Recovery		1,357
Other		77
Total depreciation expense - business - type activities		\$ 90,147

Construction Commitments

At September 30, 2009, the County had in process various uncompleted construction projects with remaining balances totaling approximately \$265,958,000. The retainage payable on these contracts totaled \$23,679,000. Funding for these projects is to be made primarily through the proceeds of related bond issues, loans and future taxes.

Property Held for Leasing

Property held for leasing consists of land and buildings leased under operating leases to commercial enterprises by the Aviation and Port Everglades Funds. Lease terms vary from one to ninety-nine years and require, in some cases, the construction of leasehold improvements that will be contributed to the County at lease termination.

The following is a schedule of minimum future rentals on non-cancelable operating leases as of September 30, 2009 (in thousands):

Years ending September 30:	
2010	\$ 68,320
2011	66,609
2012	49,766
2013	47,882
2014	34,303
2015-2019	109,472
2020-2024	20,350
2025-2029	15,583
2030-2034	12,815
2035-2039	11,271
2040-2044	3,840
2045-2049	4,672
2050-2054	5,685
2055-2059	6,916
2060-2064	8,414
2065-2069	10,237
2070-2074	12,456
2075-2079	15,154
2080-2084	18,437
2085-2089	22,432
2090-2094	16,187
Total	\$ 560,801

Total minimum future rentals do not include contingent rentals that may be received under certain concession leases on the basis of a percentage of the tenant's gross revenue in excess of stipulated minimums. Contingent rentals for the fiscal year ended September 30, 2009 amounted to \$42,561,000.

The County has 25-year lease and use agreements with its major airline tenants (the signatory airline agreements). The agreements require that landing fees and terminal rentals be reviewed annually and adjusted as necessary so that the total revenue is sufficient to meet the Aviation Fund's requirements as determined by the rate and charges model of the signatory airline agreements. At the end of the fiscal year, after all required deposits have been made, any remaining excess funds are used to meet the requirements in the following fiscal year. These excess funds have been recorded as deferred revenue by the Aviation Fund at September 30, 2009 and have been included in current liabilities payable from restricted assets. For the year ended September 30, 2009, these funds amounted to \$14,687,000.

Capital asset activity for the year ended September 30, 2009 is as follows (in thousands):

<i>Governmental Activities:</i>	<i>Beginning Balances</i>	<i>Increases</i>	<i>Decreases</i>	<i>Ending Balances</i>
Capital assets not being depreciated:				
Land	\$ 652	\$ 1		\$ 653
Total capital assets not being depreciated	652	1		653
Capital assets being depreciated:				
Buildings	1,115			1,115
Equipment	15,273	2,688	\$ 1,393	16,568
Total capital assets being depreciated	16,388	2,688	1,393	17,683
Less accumulated depreciation for:				
Buildings	387	28		415
Equipment	10,710	1,653	1,390	10,973
Total accumulated depreciation	11,097	1,681	1,390	11,388
Total capital assets being depreciated, net	5,291	1,007	3	6,295
Governmental activities capital assets, net	\$ 5,943	\$ 1,008	\$ 3	\$ 6,948

NOTE 4 - LONG-TERM OBLIGATIONS

Changes in long-term obligations for the year ended September 30, 2009 are as follows (in thousands):

	<i>Beginning Balance</i>	<i>Additions</i>	<i>Reductions</i>	<i>Ending Balance</i>	<i>Due Within One Year</i>
Governmental Activities:					
General Obligation Bonds	\$ 493,615		\$ (47,285)	\$ 446,330	\$ 52,665
Special Obligation Bonds	193,890		(12,450)	181,440	13,050
Loans Payable and Other Obligations	71,054	\$ 4,664	(14,019)	61,699	10,823
Unamortized Bond Premiums, Discount and Deferred Amount on Refunding	18,094		(1,514)	16,580	
Claims and Judgments	89,057	29,482	(25,770)	92,769	24,795
Compensated Absences	102,499	82,940	(79,114)	106,325	26,296
Postemployment Benefits Other Than Pensions	19,175	26,771	(7,287)	38,659	
Total	\$ 987,384	\$ 143,857	\$ (187,439)	\$ 943,802	\$ 127,629
Business - type Activities:					
Revenue Bonds Payable	\$ 1,340,405	\$ 359,755	\$ (166,000)	\$ 1,534,160	\$ 68,465
Loan Payable and Other Obligations	80,744		(68,378)	12,366	4,799
Unamortized Bond Premiums, Discount and Deferred Amount on Refunding	(6,678)	(1,823)	(309)	(8,810)	
Capital Lease	8,796		(2,671)	6,125	2,670
Compensated Absences	10,436	5,015	(4,051)	11,400	4,571
Postemployment Benefits Other Than Pensions	402	656	(220)	838	
Other	21,841	6,418	(1,546)	26,713	311
Total	\$ 1,455,946	\$ 370,021	\$ (243,175)	\$ 1,582,792	\$ 80,816

For the governmental activities, claims and judgments, compensated absences, and post employment benefits other than pensions are generally liquidated by the general fund. Claims and judgments includes an estimated liability for insurance claims of \$89,435,000 and an estimated arbitrage rebate liability of \$3,334,000 for governmental activities at September 30, 2009. For the business-type activities, other long-term liabilities at September 30, 2009 included: landfill closure and post closure costs of \$26,620,000 and arbitrage liabilities of \$93,000.

The total obligations for Postemployment Benefits Other Than Pensions reflected above of \$39,497,000 is less than the total reflected in Note 11 by \$830,000 that applies to the Clerk of the Courts employees, a Component Unit.

Business-type loans payable and other obligations above includes an interest-free State Infrastructure Bank Loan amounting to \$12,366,000 with repayment terms of \$4.8 million in fiscal years 2010 thru 2011 and \$2.8 million in fiscal year 2012.

The debt service requirements for all bonds and loans outstanding as of September 30, 2009 are as follows (in thousands):

Year Ending September 30	GOVERNMENTAL ACTIVITIES								BUSINESS-TYPE ACTIVITIES	
	General Obligation Bonds		Special Obligation Bonds		Loan Payable and Other Obligations		Total		Revenue Bonds Payable	
	Principal	Interest	Principal	Interest	Principal	Interest	Principal	Interest	Principal	Interest
2010	\$ 52,665	\$ 20,651	\$ 13,050	\$ 8,966	\$ 10,823	\$ 2,676	\$ 76,538	\$ 32,293	\$ 68,465	\$ 52,650
2011	37,450	18,496	8,100	8,373	11,208	2,243	56,758	29,112	75,645	74,670
2012	27,715	16,959	8,415	8,036	8,762	1,770	44,892	26,765	72,840	70,724
2013	21,055	15,814	8,785	7,678	7,198	1,417	37,038	24,909	64,070	67,137
2014	22,100	14,769	9,150	7,306	2,933	1,115	34,183	23,190	67,795	63,699
2015-2019	126,165	56,011	38,740	31,107	13,265	3,698	178,170	90,816	317,980	268,768
2020-2024	149,180	21,362	49,490	20,159	4,560	1,410	203,230	42,931	370,600	182,026
2025-2029	10,000	250	45,710	6,019	2,950	352	58,660	6,621	328,170	84,690
2030-2034									140,095	21,918
2035-2039									28,500	
Total	\$ 446,330	\$ 164,312	\$ 181,440	\$ 97,644	\$ 61,699	\$ 14,681	\$ 689,469	\$ 276,637	\$1,534,160	\$886,282

Governmental loans payable and other obligations above include: First Florida loans amounting to \$38,415,000 of principal and \$12,554,000 of interest; Certificates of Participation amounting to \$19,320,000 of principal and \$1,793,000 of interest, and a promissory note amounting to \$3,964,000 of principal and \$334,000 of interest.

Certain bond indentures contain provisions as to annual debt service, sinking fund, and minimum net revenue requirements. In addition, certain indentures require maintenance of various accounts and specify the deposits to be made to such accounts. At September 30, 2009, the County was in compliance with significant debt covenants.

The following is a summary of the major provisions and significant debt service requirements for the outstanding bonds at September 30, 2009 (dollars in thousands):

	Primary Purpose	Type	Interest Payment	
			Rate %	Date
Governmental Activities				
General Obligation Bonds (GOB):				
2001 GOB A	Library Project	serial	4.0-5.25	1-1 7-1
2001 GOB B	Refunding Issue	serial	4.0-5.0	1-1 7-1
2003 GOB Refunding	Refunding Issue	serial	2.0-5.0	1-1 7-1
2004 GOB	Parks and Land Preservation Project	serial	2.0-5.0	1-1 7-1
2005 GOB	Parks and Land Preservation Project	serial	3.0-5.0	1-1 7-1
2007 GOB A Refunding	Library Partial Advance Refunding Issue	serial	4.0-5.0	1-1 7-1
2007 GOB B Refunding	Parks Partial Advance Refunding Issue	serial	5.0	1-1 7-1
Total General Obligation Bonds				
Special Obligation Bonds:				
1998 Gas Tax Refunding	Refunding Issue	serial	4.0-5.25	3-1 9-1
2004 Tourist Development Tax	Refunding Issue	serial	3.0-3.375	4-1 10-1
2006 Professional Sports Facilities	Civic Arena - Refunding Issue - A	serial/term	4.0-5.0	3-1 9-1
2006 Professional Sports Facilities	Civic Arena - Refunding Issue - B	serial/term	5.7-6.0	3-1 9-1
Total Special Obligation Bonds				
Business-type Activities Revenue Bonds:				
Aviation Fund				
1998 E Airport System Revenue	Refunding Issue	serial	4.8-5.1	4-1 10-1
1998 F Airport System Revenue	Construction and Improvement	serial	4.0-4.74	4-1 10-1
1998 G Airport System Revenue	Improvements	serial	3.70-5.125	4-1 10-1
1998 G Airport System Revenue	Improvements	term	5.0	4-1 10-1
1998 H-1 Passenger Facility Charge	Improvements	serial	3.10-5.25	4-1 10-1
1998 H-2 Passenger Facility Charge	Improvements	serial	4.70-5.125	4-1 10-1
1998 H-2 Passenger Facility Charge	Improvements	term	4.75	4-1 10-1
2001 I Passenger Facility Charge	Improvements	term	4.0-5.75	4-1 10-1
2001 J-1 Airport System Revenue	Improvements	term	5.25-5.75	4-1 10-1
2001 J-2 Airport System Revenue	Improvements	term	5.8-6.9	4-1 10-1
2003 K Airport System Revenue	Refunding Issue	serial	2.0-6.0	4-1 10-1
2004 L Airport System Revenue	Improvements	serial	2.0-4.6	4-1 10-1
2008 N Airport System Revenue	Refunding Issue	serial	Variable	monthly
2009 O Airport System Revenue	Refunding Issue	serial	2.00-5.375	4-1 10-1
Total Aviation Bonds				
Port Everglades Fund				
Port Facilities Refunding	Refunding Issue	Term	5.0-7.5	3-1 9-1
1998 A Port Facilities Revenue	Refunding issue	serial	4.4-4.8	3-1 9-1
1998 B Port Facilities Revenue	Refunding Issue	term	5.0	3-1 9-1
1998 C Port Facilities Revenue	Capital Improvements	serial	5.0	3-1 9-1
1998 C Port Facilities Revenue	Capital Improvements	term	5.0	3-1 9-1
2008 Subordinate Port Facilities	Refunding Issue	serial	4.0	Monthly
2009A Port Facilities	Capital Improvements	serial	4.0	Monthly
Total Port Everglades Bonds				
Waste and Wastewater Fund				
1988 Water and Sewer Utility	Construction and Refunding Issue	appreciation	7.0-7.5	N/A
2003 A Water and Sewer Utility	Construction and Refunding Issue	serial	2.0-5.0	2014
2003 A Water and Sewer Utility	Construction and Refunding Issue	term	5.0	2014
2003 B Water and Sewer Utility	Refunding Issue	serial	2.5-5.0	2014
2005 Water and Sewer Utility	Construction and Refunding Issue	serial	5.0	2015
2005 Water and Sewer Utility	Construction and Refunding Issue	term	5.0	N/A
2009A Water and Sewer Utility	Construction and Refunding Issue	serial	2.1-5.3	2014
Total Water and Wastewater Bonds				
Resource Recovery Fund				
2003 A Solid Waste System	Refunding Issue	serial	2.913-3.476	1-1 7-1
Total Resource Recovery Bonds				
Total Revenue Bonds				

Optional Redemption		Final	Original			Outstanding
Year	Premium	Maturity Date	Amount Issued	Retired/Refunded	Accretion	September 30
2007	1%	1/1/2012	\$ 135,135	\$ (113,415)		\$ 21,720
N/A	N/A	1/1/2012	146,620	(103,420)		43,200
N/A	N/A	1/1/2010	46,640	(41,265)		5,375
2007	N/A	1/1/2024	187,770	(109,660)		78,110
2015	N/A	1/1/2025	154,135	(20,730)		133,405
N/A	N/A	1/1/2021	86,690			86,690
2022	N/A	1/1/2024	77,830			77,830
						\$ 446,330
N/A	N/A	9/1/2010	\$ 51,760	\$ (46,425)		\$ 5,335
2011	N/A	10/1/2013	19,280	(7,925)		11,355
2016	N/A	9/1/2028	124,290	(8,385)		115,905
2016	N/A	9/1/2028	52,475	(3,630)		48,845
						\$ 181,440
2008	1%	10/1/2013	\$ 75,560			\$ 75,560
2008	1%	10/1/2009	10,530	\$ (8,165)		2,365
2008	1%	10/1/2018	44,635	(12,970)		31,665
2019	N/A	10/1/2023	18,880			18,880
2008	1%	10/1/2015	66,620	(34,880)		31,740
2008	1%	10/1/2018	20,270			20,270
2019	N/A	10/1/2023	39,780			39,780
2011	1%	10/1/2026	41,855	(6,170)		35,685
2011	1%	10/1/2026	135,970			135,970
2016	N/A	10/1/2021	149,185	(17,890)		131,295
N/A	N/A	10/1/2009	87,360	(73,490)		13,870
2014	1%	10/1/2027	142,015	(16,670)		125,345
N/A	N/A	10/1/2029	103,975	(103,975)		
2019	N/A	10/1/2029	101,140			101,140
						\$ 763,565
N/A	N/A	9/1/2016	\$ 79,580	\$ (26,395)		\$ 53,185
2009	N/A	9/1/2012	13,195	(5,010)		8,185
2009	N/A	9/1/2027	79,825			79,825
2009	N/A	9/1/2012	43,795	(14,670)		29,125
2009	N/A	9/1/2027	28,645			28,645
2009	N/A	9/1/2027	46,145	(3,095)		43,050
2019	N/A	9/1/2029	83,235			83,235
						\$ 325,250
N/A	N/A	10/1/2008	\$ 8,466	(20,675)	12,209	\$ -
2014	N/A	10/1/2025	84,415	(255)		84,160
2014	N/A	10/1/2027	20,215			20,215
2014	N/A	10/1/2027	99,370	(23,355)		76,015
2015	N/A	10/1/2026	23,065			23,065
N/A	N/A	10/1/2030	53,675			53,675
2014	N/A	10/1/2034	175,380			175,380
						\$ 432,510
N/A	N/A	7/1/2011	\$ 34,800	\$ (21,965)		\$ 12,835
						12,835
						\$ 1,534,160

Revenue Bonds

The Broward County Airport System Revenue Refunding Bonds Series 2009O were issued in the amount of \$101,140,000 to provide funds for the refunding of the Series 2008N Airport System Revenue Refunding Bond. The Series 2008N Bonds were issued as variable rate bonds supported by a letter of credit. The letter of credit was scheduled to expire in September 2009. The County elected to refund the Series 2008N Bonds with fixed rate Series 2009O Bonds to provide more budgetary certainty and in response to the lack of capacity and the cost of bank facilities that would have been needed to support the Series 2008N Bonds in the variable rate mode. The County was also able to issue non-AMT private activity Series 2009O bonds under the provisions of the American Recovery and Reinvestment Act of 2009 to refund the AMT private activity Series 2008N Bonds. As a result of the refunding, the County increased its debt service requirements by \$4,843,000 or \$2,842,000 on a present value basis, both assuming that the Series 2008N bonds would have had an all-in annual cost of 5.0% through their maturity on October 1, 2029.

The Broward County Port Everglades \$83,235,000 Revenue Series 2009A Bonds were issued for the purpose of providing funds to pay all or part of the Terminal 18 improvement costs and other capital improvements.

The Broward County Water and Sewer Utility \$175,380,000 Revenue Bond Series 2009A were issued to provide funds to repay certain commercial paper notes issued by the County to finance a portion of the capital improvement of the Utility and to fund various capital improvements to the Utility.

First Florida Governmental Financing Commission Loans Payable

The First Florida Governmental Financing Commission (the "Commission") was created pursuant to the Florida Interlocal Cooperation Act of 1969, Section 163.01, Florida Statutes, as amended. The current members of the Commission are: Broward County, Florida; City of Hollywood, Florida; City of Boca Raton, Florida; City of Gainesville, Florida; City of Clearwater, Florida; City of Sarasota, Florida and the City of St. Petersburg, Florida.

The Commission is a separate legal entity and public body permitted to authorize, issue and sell bonds for the purpose of financing or refinancing any capital projects for its members. The Commission's stated purpose is to enable its participating members to benefit from the economies of scale associated with large financings.

The proceeds of the Commission's bonds are used to fund loans to the participating members. The repayment terms of the loan agreements are designed to provide for the payment of principal and interest on the bonds when due.

It is the Bond Counsel's opinion that each member of the Commission is liable only to the extent of the payments on its loan agreement. At September 30, 2009, the County had loans payable to the Commission totaling \$38,415,000.

The loans are included in Loans Payable and Other Obligations of Governmental Activities in the Long-Term Obligations and are due in annual installments through 2028. Interest on these loans is at fixed rates ranging from 3.6% to 8.0% payable semi-annually.

Obligation under Lease Purchase Agreements - Certificates of Participation

The County has entered into Master Lease-Purchase Agreements (the "Lease Agreements") with the Broward County Commission Governmental Leasing Corporation (the "Corporation"), a single purpose not-for-profit Florida Corporation, to finance the acquisition, construction and or equipping of certain facilities. The Corporation was formed by the County solely for the purpose of acting as lessor of the facilities, with the County as lessee. The County Commissioners serve as the Board of Directors of the Corporation. The Corporation has title to the facilities subject to the rights of the County under the terms of the Lease Agreements. A Trustee has been appointed to collect and disburse all amounts due under the Lease Agreements.

Simultaneously with the Lease Agreements, the Corporation issued Certificates of Participation Series 1998 and Series 2004 (the "Certificates"), to third parties, evidencing undivided proportionate interest in basic lease payments to be made by the County, as lessee. The Lease Agreements further provide for successive one year renewal lease terms unless earlier termination following an event of default or a non-appropriation of funds to make the lease payments. Failure to appropriate funds to pay the lease payments will result in termination of the Lease Agreements and the return of certain of the leased property to the Trustee.

The basic rent payments and, consequently, the principal and interest components payable to the owners of Certificates are payable solely from revenue appropriated by the County for that purpose. The County is not legally required to appropriate sums for the purpose of making the lease payments and the Certificates are not general obligations or a pledge of the faith and credit of the County. Payments of principal and interest on the Series 1998 and Series 2004 Certificates are insured by AMBAC Indemnity Corporation and Municipal Bond Investor Assurance Corporation (MBIA), respectively, under municipal bond insurance policies.

The basic rent payments and, consequently, the principal and interest components payable to the owners of Certificates are payable solely from revenue appropriated by the County for that purpose. The County is not legally required to appropriate sums for the purpose of making the lease payments and the Certificates are not general obligations or a pledge of the faith and credit of the County. Payments of principal and interest on the Series 1998 and Series 2004 Certificates are insured by AMBAC Indemnity Corporation and Municipal Bond Investor Assurance Corporation (MBIA), respectively, under municipal bond insurance policies.

Basic lease payments represented by the Certificates are payable to the owners of the Certificates on each December 1 and June 1, and will be reflected as debt service expenditures when remitted to the Trustee.

The obligation through maturity to the holders of the Certificates, which will be serviced by the annual lease payments, is as follows (in thousands):

<u>Year ended September 30</u>	<u>Total Payments</u>
2010	\$ 6,729
2011	6,725
2012	3,828
2013	3,831
Total	\$ 21,113
Less Interest	(1,793)
Principal Outstanding	\$ 19,320

Interest on the Certificates ranges from 2.00% to 5.00%. The principal amount of the Certificates has been included in Loans Payable and Other Obligations of Governmental Activities in the Long-Term Obligations at September 30, 2009.

Promissory Note

Effective February 25, 2009, the County did not renew its line of credit agreement with Dexia Bank for its Commercial Paper Program. As a result, the County converted the outstanding Commercial Paper balance of \$4,664,000, which was loaned to the Bank Atlantic Center (BAC) for Arena Improvements, to a Term Loan (Promissory Note). The Note is secured by a pledge of the County's share of the Local Government Half Cent Sales Tax, however the operating company of the BAC has agreed to repay this loan under the same terms and conditions secured by the County.

The provisions of the term loan agreement calls for 20 quarterly payments of principal and interest, which will provide for a five year payoff. The specified interest rate is variable and is calculated at prime plus 50 basis points.

The first principal and interest payment commenced on April 1, 2009 and the County's obligation through maturity as of September 30, 2009 is as follows (in thousands):

<u>Year ended September 30</u>	<u>Total Payments</u>
2,010	\$ 1,068
2,011	1,034
2,012	998
2,013	963
2,014	235
Total	\$ 4,298
Less Interest*	(334)
Principal Outstanding	\$ 3,964

* An interest rate of 3.75% was used for the purposes of this schedule. The actual rate may change with adjustments to prime.

The Promissory Note is included in Loans Payable and Other Obligations of Governmental Activities in the Long-Term Obligations at September 30, 2009.

Derivative Disclosure - Interest Rate Swap

Objective of the interest rate swap -The County entered into an interest rate swap agreement for \$46,145,000 of its 2008 Series Subordinate Port Facilities Refunding Revenue Bonds for the outstanding period of the bonds as a means to lower its true borrowing costs when compared against fixed-rate bonds at the time of issuance. The intention of the swap was to effectively change the County's variable interest rate. Based on the swap agreement, the County pays a synthetic fixed rate of 3.642%.

Terms - The bonds and the related swap agreement mature on September 1, 2027, and the swap's notional amount of \$46,145,000 matches the principal amount of the bonds issued. The swap was entered into at the same time that the bonds were issued (July 2008). The notional value of the swap and the principal amount of the associated debt declined beginning in fiscal 2008. The bonds are also subject to optional redemption beginning in 2008. Under the swap, the County pays the counterparty a fixed payment of 3.642% and receives a variable payment computed by the remarketing agent that would cause the bonds to have a market value equal to the principal thereof, plus accrued interest, under prevailing market conditions as of the date of the determination.

Fair value -As of September 30, 2009, the swap had a negative fair value of \$2,851,000, and the swap's notional amount of \$46,145,000 matches the principal amount of the bonds issued.

Credit risk - As of September 30, 2009, the County was not exposed to credit risk because the swap had a negative fair value. However, should interest rates change and the fair value become positive, the County could be exposed to credit risk in the amount of the swap's fair value. The swap agreement is subject to termination prior to September 1, 2027, upon the concurrence of certain termination events. An irrevocable transferable direct-pay Letter of Credit ("2008 Letter of Credit") was issued by The Bank of Nova Scotia ("BONS") pursuant to the "Reimbursement Agreement" dated as of July 1, 2008 between the County and BONS. The 2008 Letter of Credit is an irrevocable obligation of BONS. The 2008 Letter of Credit was issued in an amount equal to the aggregate principal amount of the outstanding Series 2008 bonds, plus 56 days' interest thereon at the rate of 15% per annum. The Trustee, upon compliance with the terms of the 2008 Letter of Credit, is authorized and directed to draw amounts sufficient to pay principal and interest of the Series 2008 Bonds when due because of maturity, redemption or acceleration, delivered for purchase pursuant to a demand for purchase by the owner thereof or a mandatory tender for the purchase and not remarketed among other provisions.

Basis risk - Municipal interest rate swaps are normally based on a fixed payment and an indexed variable receipt instead of the actual variable debt payment. Any difference between the indexed variable receipt and the actual market-determined variable rate paid on the bonds is called "basis risk." Under the swap, the County will be paid the actual market-determined variable borrowing rate on the swap, as determined by the remarketing agent, which eliminates the basis risk.

Termination risk - Under certain conditions, the County or the counterparty may terminate the swap. If the swap is terminated, the variable-rate bonds would no longer carry a synthetic interest rate but would become fixed-rate bonds. While this could increase the County's total debt service if at the time of termination the swap has a negative fair value by approximately the amount of such negative fair value, the counterparty would have no claim against the County for any other compensation.

Swap payments and associated debt - As interest rates vary, the variable-rate interest payments and swap payments will vary. Using rates as of September 30, 2009, debt service requirements of the variable-rate bonds and the swap payments, assuming current interest rates remain the same for their term, were as follows (in thousands):

Year Ending September 30	Variable Rate Bonds		
	Principal	Interest	Total
2010	\$ 1,730	\$ 1,554	\$ 3,284
2011	1,795	1,491	3,286
2012	1,860	1,430	3,290
2013	1,930	1,358	3,288
2014	2,000	1,288	3,288
2015-2019	11,155	5,300	16,455
2020-2024	13,350	3,120	16,470
2025-2027	9,230	648	9,878
Total	\$43,050	\$16,189	\$59,239

The interest rate swap agreement does not affect the obligation of the County under the Indenture to repay the principal and variable interest on the Series 1998 bonds. However, during the term of the swap agreement, the County effectively pays a fixed rate on the debt. The debt service requirements to maturity for these bonds [presented in this note] are based on that fixed rate. The County will be exposed to variable rates if the counter party to the swap defaults or if the swap agreement is terminated. A termination or default of the swap agreement may also result in the County making or receiving a termination or default payment.

Defeased Bonds

The County has entered into refunding transactions whereby refunding bonds have been issued to facilitate the retirement of the County's obligation with respect to certain bond issues already outstanding. The proceeds of the refunding issues have been placed in irrevocable escrow accounts and invested in U.S. Treasury obligations that, together with interest earned thereon, will provide amounts sufficient for future payments of interest and principal on the bond issues being refunded. Refunded bonds are not included in the County's outstanding long-term debt since the County has legally satisfied its obligations through the refunding transactions.

The following is a summary of the County's defeasance transactions (in thousands):

Year of Defeasance	Bond Issue(s) Defeased	Principal Outstanding September 30, 2009
1989	Port Facilities Revenue Bonds Series 1986	\$50,490
2007	General Obligation Bonds Library Project Series 2001A (Partially Refunded)	88,515
2007	General Obligation Bonds Parks & Land Series 2004 (Partially Refunded)	80,175

Conduit Debt

The two component units of the County, Broward County Health Facilities Authority (HeFA) and Broward County Housing Finance Authority (HFA) are authorized to issue bonds to fulfill their corporate purposes. Bonds issued by HeFA and HFA shall not be deemed to constitute a debt of the HeFA, HFA, the County, or any political sub-division thereof. As of September 30, 2009 the total revenue bonds outstanding of HeFA are \$50,535,000 and HFA are \$616,500,000.

The County authorized the issuance of the Resource Recovery Refunding Revenue Bonds, Series 2001A (Wheelabrator North Broward Inc. Project and the Wheelabrator South Broward Inc. Project) in the aggregate principal amount of \$150,700,000 and \$175,665,000, respectively. The proceeds of the Series 2001 Bonds (North and South Sites) were used to refund all of the County's Resource Recovery Revenue Bonds, Series 1984 (Broward Waste Energy Company, L.P. North Project and SES Broward Company, L.P. South Project) which were outstanding and pay certain costs of issuance of the Series 2001 Bonds (North and South Sites).

There are also other industrial development bonds issued by the County which are not deemed to constitute a debt to the County or any political sub-division thereof. The County does not maintain the total outstanding balance of these bonds.

Capital Lease

The Aviation Fund entered into a lease agreement as lessee for financing the acquisition of shuttle buses. The lease agreement qualifies as a capital lease for accounting purposes and, therefore, has been recorded at the present value of its future minimum lease payments as of the inception date.

The assets acquired through the capital lease are as follows (in thousands):

Asset:	
Equipment	\$9,656
Less: Accumulated depreciation	(1,993)
Total	\$7,663

The future minimum lease obligation and the net present value of the minimum lease payments as of September 30, 2009 are as follows (in thousands):

Year Ending September 30	
2010	\$2,944
2011	2,944
2012	492
Total minimum lease payments	6,380
Less: amount representing interest	(255)
Present value of minimum lease payments	\$6,125

Pledged Revenues

The County issues bonds that are secured by a pledge of specific revenues. Total pledged revenues to repay the principal and interest of revenue bonds as of September 30, 2009 are as follows (in thousands):

Governmental Activities:

Source of Revenue Pledged	Professional Sports Franchise Facilities Tax, Professional Sports Franchise Sales Tax Rebate, and the County Preferred Revenue Allocation	Tourist Development Tax Revenue and Net Revenues of the Convention Center	Local Option Gas Tax
Current revenue pledged	\$20,130	\$29,193	\$29,671
Current year debt service	\$13,927	\$2,474	\$5,616
Total future revenues pledged*	\$261,127	\$12,341	\$5,615
Description of debt	Professional Sports Facilities Tax and Revenue Refunding Bonds, Series 2006 A & B	Tourist Development Tax Special Revenue Refunding Bonds (Convention Center), Series 2004	Gas Tax Revenue Refunding Bonds, Series 1998
Purpose of debt	To refund Civic Arena Bonds Series 1996	To refund Tourist Development Tax Bonds Series 1994	To refund Gas Tax Revenue Bonds Series 1991
Term of commitment	2007-2028	2005-2013	1998-2010
Percentage of debt service to pledged revenues (current year)	69.2%	8.5%	18.9%

Business Type Activities:

Source of Revenue Pledged	Airport Net Revenues	Port Everglades Net Revenues	Water and Sewer Net Revenues	Solid Waste System Net Revenues
Current revenue pledged	\$ 85,880	\$44,326	\$46,825	\$10,186
Current year debt service	\$ 54,079	\$ 25,156	\$ 24,930	\$6,771
Total future revenues pledged*	\$1,162,837	\$486,304	\$757,753	\$13,548
Description of debt	Airport System Revenue Bonds, issued 1998 -2009	Port Facility Revenue Bonds, issued 1998 -2009	Water and Sewer Utility Revenue Bonds, issued 1988 -2009	Solid Waste System Revenue Bonds issued 2003
Purpose of debt	Construction, Improvement, and Refunding	Capital Improvement and Refunding	Construction and Refunding	Refunding
Term of commitment	2013-2029	2012-2029	2008-2030	2,011
Percentage of debt service to pledged revenues (current year)	62.97%	56.75%	53.24%	66.47%

*Total future principal and interest payments

NOTE 5 - SELF-INSURANCE

The County is exposed to various risks and losses related to torts; theft of, damage to, and destruction of assets; errors and omissions; injuries to employees; and natural disasters. Under the County's Self-Insurance Program, the Risk Management Fund provides coverage for up to a maximum of \$2,000,000 (Self-Insured Retention Limit) for each worker's compensation occurrence. In addition, the County has purchased excess coverage for losses above the self-insured retention limit. Office of Transportation, Auto liability, Medical malpractice, and General liability are entirely self-insured, with the County providing coverage up to the statutory limits of \$100,000 per person and \$200,000 per occurrence. The County (through the Risk Management Fund) purchases commercial insurance for life, disability, airport liability, property damage, and numerous smaller policies that are required by lease agreements, union contracts, state statutes, etc. Settled claims have not exceeded this commercial coverage in the past three years.

The Sheriff's Office operates a Self-Insurance Program for general, professional and auto liability risks. The Sheriff provides coverage up to the statutory limits of \$100,000 per person and \$200,000 per occurrence. Excess coverage for losses up to \$5,000,000 per occurrence is provided through commercial coverage. Settled claims have not exceeded this commercial coverage in the past three years.

Funds participating in the Self-Insurance Program make payments to the Risk Management Fund based on actuarial estimates of the amounts needed to pay prior and current year claims and to establish reserves for all losses. The actuarial estimates include the effects of specific, incremental claim adjustment expenses, salvage, subrogation and other allocated claim adjustments.

The reserves for the Self-Insurance Program totaled \$89,435,000 at September 30, 2009 and are reported as a liability of the Risk Management Fund. Participating funds are indemnified against any losses in a given year in excess of the fees charged. Fees charged are expensed as incurred in all funds. The total claims liability at September 30, 2009 reflects management's loss estimates of \$51,165,000 for all reported claims and \$46,855,000 for claims incurred but not reported, net of a discount of \$8,585,000 computed based on a projected interest rate of 4.00%. The net assets accumulated in the County's Self-Insurance Program are designated for future catastrophic losses or for the purchase of additional commercial insurance against such losses when available at advantageous rates. Changes in the Program's claims liability amount in fiscal 2008 and 2009 were (in thousands):

<i>Fiscal Year</i>	<i>Liability October 1</i>	<i>Current Year Claims and Changes in Estimates</i>	<i>Liability Claim Payments</i>	<i>September 30</i>
2008	\$75,794	\$34,627	\$25,917	\$84,504
2009	\$84,504	\$28,888	\$23,957	\$89,435

NOTE 6 – INTERFUND BALANCES AND INTERFUND TRANSFERS

Interfund Balances

Interfund balances at September 30, 2009 are as follows (in thousands):

<i>Due to</i>	<i>Due From</i>				<i>Total</i>
	<i>General Fund</i>	<i>Sheriff Operations</i>	<i>Nonmajor Governmental</i>	<i>Nonmajor Enterprise</i>	
General Fund		\$38,403	\$3,020		\$41,423
Sheriff Operations	\$200		2,901		3,101
County Transportation Trust	40				40
Nonmajor					
Governmental			6,698		6,698
Enterprise				\$4	4
Internal Service		4	5		9
Total	\$240	\$38,407	\$12,624	\$4	\$51,275

The \$38,403,000 due from the Sheriff Operations to the General Fund represents \$38,379,000 for unexpended County appropriations, and \$24,000 for services provided to the Sheriff that includes warehouse use, and communications. The \$3,020,000 due from Nonmajor Governmental to the General Fund represents \$2,241,000 unexpended County appropriations by the Property Appraiser, \$706,000 unexpended County appropriations by the Supervisor of Elections, \$7,000 owed by the Sheriff Grants and Special Projects Funds, and \$66,000 owed by the Sheriff Victim Witness Fund.

All remaining balances resulted from the time lag between the dates that (1) interfund goods and services are provided or reimbursable expenditures occur, (2) transactions are recorded in the accounting system and (3) payments between funds are made.

Interfund Transfers

Interfund transfers for the year ended September 30, 2009 are as follows (in thousands):

<i>Transfer To</i>	<i>Transfer From</i>								<i>Total</i>
	<i>General Fund</i>	<i>Sheriff Operations</i>	<i>County Transportation Trust</i>	<i>Capital Outlay Reserve</i>	<i>Nonmajor Governmental</i>	<i>Aviation</i>	<i>Resource Recovery</i>	<i>Nonmajor Enterprise</i>	
General Fund		\$39,039	\$44,382	\$10,433	\$ 1,100	\$156			\$ 95,110
Sheriff Operations	\$725,046								725,046
Capital Outlay Reserve	1,192				1,721				2,913
Resource Recovery								\$169	169
Nonmajor									
Governmental	82,872		21,864	891	48,232				153,859
Enterprise	88						1,395		1,483
Total	\$809,198	\$39,039	\$66,246	\$11,324	\$51,053	\$156	\$1,395	\$169	\$978,580

Transfers are used to (1) move revenues from the fund that statute or budget requires to collect them to the fund that statute or budget requires to expend them, (2) move receipts restricted to debt service from the funds collecting the receipts to the debt service fund as debt service payments become due, (3) use unrestricted revenues collected in the general fund to finance various programs accounted for in other funds in accordance with budgetary authorizations and (4) fund the following Constitutional Officers: Sheriff, Property Appraiser, and Supervisor of Elections.

The transfer of \$39,039,000 from the Sheriff Operations to the General Fund is for the Broward Sheriff's Office budget surplus for the fiscal year ended September 30, 2009.

NOTE 7 -LANDFILL CLOSURE AND POSTCLOSURE CARE COSTS

State laws and regulations require the County to place a final cover on its landfills when it stops accepting waste and to perform certain maintenance and monitoring functions at the site for up to thirty years after closure. Although closure and postclosure care costs will be paid only near or after the landfill stops accepting waste, the County recognizes a portion of these costs as an operating expense in each period based on landfill capacity utilized.

At September 30, 2009, the County estimates that the cost of permanently capping and maintaining its landfills in accordance with existing regulations will be \$46,481,000. Of this amount, the County has accrued a liability of \$26,620,000 based on amortizing the total estimated cost over the operational life of the landfills. Of the total liability, \$311,000 is included in current liabilities payable from restricted assets and \$26,309,000 is included in other long-term liabilities on the Proprietary Funds -Statement of Net Assets.

The County's three landfills are the Davie landfill, which has been closed, the interim contingency landfill and the resource recovery landfill. A summary of the landfill accounts is as follows (in thousands):

	Davie Landfill	Interim Contingency Landfill	Resource Recovery Landfill
Liability 9/30/09	\$1,868	\$10,853	\$13,899
Estimated total closure and postclosure care costs		10,251	9,610
Estimated remaining life of landfill (in years)	N/A-closed	15	12
Capacity used to date	100%	56%	68%

The \$46,481,000 cost estimate is considered sufficient by County management and the County's consulting engineer. However, existing regulations may change which may require the County to incur additional closure and postclosure costs. With the completion of the Ash Monofill cell expansion project, the estimated capacity of the landfill was recalculated and the remaining life of the landfill was increased by 10 years.

The County is required by state laws and regulations to make annual deposits to finance closure and postclosure care. At September 30, 2009, cash and investments of \$27,611,000 are held for these purposes. These are reported as restricted assets on the Proprietary Funds -Statement of Net Assets. The County expects that future inflation costs will be paid from interest earnings on these annual deposits. However, if interest earnings are inadequate or additional closure or postclosure care requirements are determined, these costs may need to be covered by charges to future landfill users.

NOTE 8 -LARGE USER AGREEMENTS

The County has entered into agreements with large (wholesale) users of the North Regional Wastewater System (the System). These agreements provide that the cost of operating the System be charged to each large user on the basis of each user's proportionate share of total gallons processed. In addition, each large user is charged a debt service fee for the principal, interest and debt coverage requirements on debt issued to finance the construction of the North Regional Wastewater Treatment Facility. The debt service charge is based on the relative percentage of reserve capacity designated for each user to total reserved capacity.

NOTE 9 -RELATED PARTY TRANSACTIONS

The County allocates certain support department costs which include legal, fiscal, purchasing, personnel, internal audit and communication costs to other County departments. Certain funds are also charged for the cost of services provided by the Self-Insurance, Fleet Services and Print Shop Funds. Costs of approximately \$132,514,000 for the above-mentioned services were allocated between funds during the year ended September 30, 2009.

NOTE 10 -PENSION COSTS

The County participates in the Florida Retirement System (FRS), a defined benefit, cost-sharing, multiple-employer Public Employment Retirement System (PERS), which covers substantially all permanent full and part-time County employees. The FRS is noncontributory and is totally administered by the State of Florida.

Benefits are computed on the basis of age, average final compensation and service credit. Average final compensation is the average of the five highest fiscal years of earnings. The Florida Retirement System provides vesting of benefits after six years of creditable service. Early retirement may be taken any time after vesting; however, there is a 5% benefit reduction for each year prior to normal retirement age or date. The FRS also provides death and disability benefits. A State statute establishes benefits.

FRS issues an annual financial report. A copy can be obtained by sending a written request to the Division of Retirement, P.O. Box 9000, Tallahassee, FL 32315-9000 or by visiting their website at <http://dms.myflorida.com>.

The County's required contribution rate is established by State statute, and ranges from 9.85% to 20.92% of covered payroll, based on employee risk groups. A summary of the covered payroll, contributions and percentage of covered payroll are as follows (in thousands):

	2009	2008	2007
Covered Payroll	\$694,408	\$688,717	\$674,136
Contributions	\$96,058	\$94,646	\$93,121
% of Covered Payroll	13.8%	13.7%	13.82%

The County has met all contribution requirements for the current year and the two preceding years.

NOTE 11 -OTHER POSTEMPLOYMENT BENEFITS OTHER THAN PENSIONS

Plan Description

The County has two single employer defined benefit healthcare plans, the County plan and the Broward Sheriff's Office plan. The County plan allows its employees and their beneficiaries to continue obtaining health, dental and other insurance benefits upon retirement. The Broward Sheriff's Office plan provides postemployment health insurance benefits for employees and sworn officers upon retirement and subsidizes a portion of the premiums. The benefits of the County's plan conform with Florida statutes, which are the legal authority for the plan. The provisions of the plan for the Broward Sheriff's Office may be amended through negotiations between the Broward Sheriff's Office and its employee bargaining units. The plans have no assets and do not issue separate financial reports.

Funding Policy and Annual OPEB Cost

The County makes no direct contribution to the County plan. Retirees and their beneficiaries pay the same group rates as are charged to the County for active employees. However, the County's actuaries, in their actuarial valuation, calculate an offset to the cost of these benefits in the same manner as the Broward Sheriff's Office actuaries which is described below that is called the Employer Contribution.

Retirees and their beneficiaries of the Broward Sheriff's Office plan pay the same blended rates as active employees. However, the Broward Sheriff's Office provides a discount of 2% for each year of service with the Broward Sheriff's Office up to 50% of the blended rates to retirees and their beneficiaries who meet certain qualifications and were hired prior to October 1, 2007. The Broward Sheriff's Office also pays 100% of the premiums for line-of-duty disabled retirees.

The Broward Sheriff's Office makes no advance funding contributions to the plan; rather, it pays the discounts for retirees and their beneficiaries when due. In addition, the Broward Sheriff's Office actuaries, in their actuarial valuation, calculate an offset to the cost of these benefits that it includes in the Employer Contributions. This offset equals the total age-adjusted costs paid by the Broward Sheriff's Office or its active employees for coverage of the retirees and their dependents for the year net of the retiree's own payments for the year. During fiscal 2009, the County set aside a reserve for future plan costs of \$9.2 million and intends to set aside additional funds for this purpose when available in the future. However, the County did not establish an irrevocable trust fund, so these amounts are not considered as plan "funding" under the definitions of GASB Statement No. 45.

The County and Broward Sheriff's Office annual other postemployment benefit (OPEB) cost for each plan is calculated based on the annual required contribution of the employer, an amount actuarially determined in accordance with the parameters of GASB Statement No. 45. The annual required contribution represents a level of funding that, if paid on an ongoing basis, is projected to cover normal cost each year and to amortize any unfunded actuarial liabilities over a period not to exceed thirty years. The annual OPEB cost for the County and the Broward Sheriff's Office for the current year and the related information for each plan are as follows:

	Broward County <u>Employees</u>	Broward Sheriff's <u>Office</u>
Required contribution rates:		
Employer	Pay-as-you-go	Pay-as-you-go
Active Plan members	N/A	N/A
Annual required contribution	\$5,081	\$22,849
Interest on net OPEB obligation	128	671
<u>Adjustment to annual required contribution</u>	<u>(109)</u>	<u>(571)</u>
Annual OPEB cost	5,100	22,949
<u>Contributions made</u>	<u>(1,636)</u>	<u>(6,061)</u>
Increase in net OPEB obligation	3,464	16,888
<u>Net OPEB obligation – beginning of year</u>	<u>3,193</u>	<u>16,782</u>
<u>Net OPEB obligation – end of year</u>	<u>\$6,657</u>	<u>\$33,670</u>

The annual OPEB cost, the percentage of annual OPEB cost contributed to the plan and the net OPEB obligation for 2009 and 2008 for each of the plans were as follows (in thousands)::

	<u>Broward County Employees</u>		<u>Broward Sheriff's Office</u>	
Fiscal year ended	9/30/2009	9/30/2008	9/30/2009	9/30/2008
Annual OPEB cost	\$5,100	\$4,599	\$22,949	\$22,111
Percentage of OPEB cost contributed	32.07%	30.57%	26.41%	24.10%
Net OPEB obligation	\$6,657	\$3,193	\$33,670	\$16,782

Funded Status and Funding Progress

The funded status of the plans as of October 1, 2007, the date of the latest actuarial valuation, was as follows (in thousands)::

Actuarial accrued liability	\$48,755	\$275,019
Actuarial value of plan assets	-	-
Unfunded actuarial accrued liability	48,755	275,019
Funded Ratio	0.00%	0.00%
Covered payroll	\$272,383	\$300,367
Unfunded actuarial accrued liability as a percentage of covered payroll	17.90%	91.56%

Actuarial valuations involve estimates of the value of reported amounts and assumptions about the probability of events in the future. Amounts determined regarding the funded status of the plan and the annual required contributions of the employer are subject to continual revision as actual results are compared to past expectations and new estimates are made about the future. The required schedule of funding progress presented as required supplementary information is designed to provide multi-year trend information to show whether the actuarial value of plan assets is increasing or decreasing over time relative to the actuarial accrued liability for benefits. However, the County has not contributed assets to the plans at this time.

Actuarial Methods and Assumptions:

Projections of benefits are based on the substantive plan (the plan as understood by the employer and plan members) and include the types of benefits in force at the valuation date and the pattern of sharing benefit costs between the County and plan members to that point. Actuarial calculations reflect a long-term perspective and employ methods and assumptions that are designed to reduce short-term volatility in actuarial accrued liabilities and the actuarial value of assets. Significant methods and assumptions were as follows.

	Broward County <u>Employees</u>	Broward Sheriff's <u>Office</u>
Actuarial valuation date	10/1/2007	10/1/2007
Actuarial cost method	Entry age	Entry age
Amortization method	Level percent, closed	Level percent, closed
Remaining amortization period	30 years	30 years
Asset valuation method	Unfunded	Unfunded
Actuarial assumptions:		
Investment rate of return	4.00%	4.00%
Projected salary increases	4.00%	4.50-10.50%
Healthcare inflation rate	10% initial 5% ultimate	10% initial 5% ultimate

NOTE 12 -COMMITMENTS AND CONTINGENT LIABILITIES

The County is currently actively engaged in various lawsuits including cases where the redress sought is for other than monetary damages, i.e., mandamus, injunction, declaratory relief and cases for which the County has insurance or is named as a nominal defendant. The County Attorney is of the opinion that the possible exposure resulting from any ultimate resolution of litigation in which the County is a defendant would not have a material effect upon the financial statements of the County.

Federal and State of Florida grants are subject to audit by the granting agencies to determine if activities comply with conditions of the grant. Management believes that no material liability will arise from any such audits.

The County leases office facilities and equipment under various leases, most of which have been executed on a year-to-year basis. Rental expenses for equipment leases and office facilities for the year ended September 30, 2009 amounted to \$7,837,000. Future commitments under operating leases at September 30, 2009, are not material.

In connection with the financing and construction of two recovery plants, the County and twenty-six municipalities have entered into agreements requiring, among other things, the delivery of a minimum number of tons of processable waste to the plants during each of the next five years. To the extent that the minimum annual tonnage is not delivered, the County and the contract municipalities are required to make payments sufficient to compensate the operators of the plants for the undelivered tonnage at the then current tipping fees. In addition, the agreement with the operators of the plants provides for an annual adjustment to the base tipping fee.

The County and the contract municipalities have agreed to assess, through the Broward County Solid Waste Disposal District, uniform service fees on all improved real property sufficient to pay any system cost not covered by tipping fees, including the cost of any undelivered tonnage. During fiscal year 2009, the County was obligated to deliver 1,095,000 tons of processable waste to the Wheelabrator waste-to-energy plants. Actual actual tonnages delivered to the plants totaled 1,019,000 tons. As a result of a slowdown in the economy, the County did not meet the minimum put-or-pay tonnage commitment.

In connection with the Resource Recovery Refunding Revenue Bonds Series 2001A (Wheelabrator North Broward Inc. Project and the Wheelabrator South Broward Inc. Project) (see Note 4); the refunding of the outstanding Resource Recovery Bonds will generate a net present value savings of approximately \$43.8 million. These savings will be realized over a period of eight years, commencing March 1, 2001. Based on a bond refund savings sharing agreement, Waste Management, Inc. will receive approximately \$13.1 million with the balance of \$30.7 million going to the Solid Waste System, the County and twenty-six municipalities.

Note 13 –PRIOR PERIOD ADJUSTMENTS

Proprietary Funds - Port Everglades

Due to significant changes to an agreement between Broward County and Royal Caribbean Cruises, Ltd. (RCL), the cost share of a cruise terminal expansion project to be reimbursed by RCL has changed. In fiscal 2008, the Port reflected a receivable for construction costs incurred. It is now expected that the reimbursement will be paid through guaranteed periodic minimum payments. Revenue will be recognized when payment is received. As a result, the net assets of the Port Everglades Fund were restated as of October 1, 2008 in the amount of \$5,389,000.

Governmental Activities

The net assets of the governmental activities as of October 1, 2008 were restated to adjust capital assets and accumulated depreciation for differences between detailed asset records and the financial statements arising from the implementation of GASB-34, conversion to a new capital asset system, change of the capital asset threshold and the movement of Mass Transit from an Enterprise fund to the General Fund. The restatement was as follows:

	Balances before restatement	Balances as restated	Restatement
Total Capital Assets, historical cost	\$ 3,133,482	\$ 3,097,765	\$ 35,717
Accumulated Depreciation	(947,278)	(928,340)	(18,938)
	<u>\$ 2,186,204</u>	<u>\$ 2,169,425</u>	<u>\$ 16,779</u>

Statement of Activities

	<i>Governmental Activities</i>	<i>Business-type Activities</i>	<i>Total</i>
Net Assets – Beginning before restatement	\$2,555,522	\$1,878,846	\$4,434,368
Net Assets – Beginning, as restated	\$2,538,743	\$1,873,457	\$4,412,200

Required Supplementary Information



REHABILITATE AIRPORT INFRASTRUCTURE

Last year, over 21 million passengers arrived or departed from the Fort Lauderdale-Hollywood International Airport (FLL), nearly matching a record of 22 million passengers set in 2007. The increasing volume of passengers, corresponding aviation traffic, and South Florida sun all contribute to the inevitable wear and tear of airport infrastructure.

FLL received the first Broward County grant from the American Recovery and Reinvestment Act of 2009 for \$5.7 million for airport improvements. The stimulus grant dollars are being used to rehabilitate the concrete ramp that serves as the parking area for airplanes at the gates. Maintaining the concourse slabs in good condition allows for the continuity of safe and efficient airport operations. Since the project uses only American products and companies, the money is injected back into the economy. Locally, Broward County benefits from the creation of 15 full time positions.



Recovery
& Reinvestment

GENERAL FUND AND MAJOR SPECIAL REVENUE FUNDS

GENERAL FUND

To account for all financial resources except those required to be accounted for in other funds.

SPECIAL REVENUE FUNDS

Sheriff Operations Fund - To account for the general operations of the Sheriff.

County Transportation Trust Fund - To account for funds received for construction and maintenance of roads, bridges, and traffic engineering.

NOTE TO REQUIRED SUPPLEMENTARY INFORMATION

Budgetary Information

State Statutes require that all county governments establish budgetary systems and approve balanced annual budgets for such funds as may be required by law or by sound financial practices and accounting principles generally accepted in the United States. The BOCC, after review of the tentative budgets, holds public hearings and then adopts the annual budget for the General, certain Special Revenue and Debt Service Funds. The Constitutional Officers, except for the Clerk of the Courts, prepare annual operating budgets for their general funds which are reflected as Special Revenue Funds in the fund financial statements. No annual budgets are established for the Sheriff's Special Revenue Fund, the Park Open Space and Recreational Trust Fund, the Other Trust Funds and the Capital Projects Funds. The Sheriff's Special Revenue Fund has no budget since all costs incurred are budgeted in the Sheriff's General Fund and are reimbursed by the Sheriff's Special Revenue Fund. The Park Open Space and Recreational Trust Fund and the Other Trust Funds do not require budgets since expenditures are controlled by the fund balance. The Capital Projects Funds are budgeted on a multi-year basis. All governmental fund appropriations lapse at year end except capital outlay items.

The appropriated budget is prepared by fund, department and division on the same basis of accounting as required for governmental fund types and conforms with GAAP. By local budget policy, transfers of appropriations between departments and overexpenditure of appropriations at the department level require the approval of the Board. The County legal level of budgetary control, the level at which expenditures may not legally exceed appropriations, is at the department level.

GENERAL FUND
Schedule of Revenues, Expenditures, and Changes in Fund Balance
Budget and Actual
for the fiscal year ended September 30, 2009
(In Thousands)

	<i>Original Budgeted Amounts</i>	<i>Final Budgeted Amounts</i>	<i>Actual Amounts</i>	<i>Variance with Final Budget Positive (Negative)</i>
Revenues:				
Taxes (Net of Discounts)	\$ 805,426	\$ 805,426	\$ 777,991	\$(27,435)
Special Assessment/Impact Fees	1,145	1,145	1,106	(39)
Licenses and Permits	22,077	18,294	16,805	(1,489)
Federal Grants	114,623	114,873	53,912	(60,961)
State Revenues:				
Revenue Sharing	31,512	35,128	35,203	75
Grants	21,317	21,421	23,402	1,981
Licenses	650	650	607	(43)
One-Half Cent Sales Tax	50,327	47,801	45,705	(2,096)
Charges for Services	365,393	352,734	335,052	(17,682)
Fines and Forfeitures	4,495	4,299	4,036	(263)
Interest Income	13,191	10,978	15,623	4,645
Miscellaneous Revenues	24,871	26,546	25,923	(623)
Subtotal	1,455,027	1,439,295	1,335,365	(103,930)
Less 5% of Anticipated Revenue	(52,972)	(52,296)		52,296
Total Revenues	1,402,055	1,386,999	1,335,365	(51,634)
Expenditures:				
Current:				
General Government				
County Commission	13,189	13,353	12,722	631
Supervisor of Elections	40	40	39	1
County Administrator	4,873	5,185	4,727	458
Office of Management and Budget	60,828	50,363	45,715	4,648
Governmental Relations	3,986	4,201	3,812	389
Finance and Administrative Services	66,222	73,824	51,826	21,998
Boards and Other Agencies	3,310	3,392	3,502	(110)
Judicial	12,356	13,054	7,995	5,059
Environmental Protection and Growth Management	19,271	18,719	20,639	(1,920)
Public Works - Administration	38,322	45,170	37,238	7,932
Total General Government	222,397	227,301	188,215	39,086
Public Safety				
Sheriff	431	431	418	13
County Administration - Emergency Management Operations	5,073	5,178	584	4,594
Human Services - Medical Examiner and Trauma Services	5,649	5,860	5,666	194
Environmental Protection and Growth Management - Housing Finance and Community Development	22,104	22,104	5,370	16,734
Public Works - Detention and Correction Facilities		153	188	(35)
Public Works - Facilities Improvements	25,207	25,572	420	25,152
Public Works - School Guard	59	59	23	36
Total Public Safety	58,523	59,357	12,669	46,688
Transportation				
Public Works - Road and Street Facilities	972	972	3,633	(2,661)
Aviation			55	(55)
Transit	133,196	133,825	127,883	5,942
Total Transportation	\$ 134,168	\$ 134,797	\$ 131,571	\$ 3,226

(continued)

GENERAL FUND
Schedule of Revenues, Expenditures, and Changes in Fund Balance
Budget and Actual, Continued
for the fiscal year ended September 30, 2009
(In Thousands)

	<i>Original Budgeted Amounts</i>	<i>Final Budgeted Amounts</i>	<i>Actual Amounts</i>	<i>Variance with Final Budget Positive (Negative)</i>
Human Services				
Human Services - Children, Homeless and Health Care Services, Elderly and Veteran Services, Family Success	\$ 132,042	\$ 134,857	\$ 134,759	\$ 98
Community Services - Animal Care and Regulation	4,745	5,193	4,910	283
County Health Unit	1,973	1,973	1,973	
Judicial - Legal Aid	1,014	1,014	1,014	
Public Works - Mosquito Control	1,235	1,319	1,270	49
Total Human Services	141,009	144,356	143,926	430
Culture and Recreation				
Community Services - Libraries, Parks and Recreation, Cultural Boards and Other Agencies - Historical Commission	115,478	121,393	115,743	5,650
Public Works - Libraries, Parks and Recreation	377	383	336	47
	910	941	880	61
Total Culture and Recreation	116,765	122,717	116,959	5,758
Physical Environment				
Environmental Protection and Growth Management	15,465	18,717	16,013	2,704
Water and Wastewater	1,915	1,832	1,606	226
Total Physical Environment	17,380	20,549	17,619	2,930
Economic Environment				
Environmental Protection and Growth Management - Housing Finance and Community Development	29,307	29,377	10,133	19,244
Office of Economic Development	2,335	4,298	2,356	1,942
Office of Equal Opportunity	3,319	4,241	3,427	814
Human Services - Community Development	240	240	1,498	(1,258)
Human Services - Veteran's Services	533	544	528	16
Total Economic Environment	35,734	38,700	17,942	20,758
Debt Service				
Principal Retirement	619	1,589	1,588	1
Interest and Fiscal Charges	225	89	38	51
Total Debt Service	844	1,678	1,626	52
Total Expenditures	726,820	749,455	630,527	118,928
Excess of Revenues Over (Under) Expenditures	675,235	637,544	704,838	67,294
Other Financing Sources (Uses):				
Transfers In:				
From Other Funds	139,176	56,071	56,071	
From Constitutional Offices			39,039	39,039
Total Transfers In:	139,176	56,071	95,110	39,039
Transfers Out:				
To Debt Service Funds	(34,079)	(34,148)	(34,148)	
To Constitutional Offices	(726,900)	(759,887)	(756,942)	2,945
To Other Funds	(97,793)	(39,556)	(18,108)	21,448
Total Transfers Out:	(858,772)	(833,591)	(809,198)	24,393
Total Other Financing Sources (Uses)	(719,596)	(777,520)	(714,088)	63,432
Net Change in Fund Balance	(44,361)	(139,976)	(9,250)	130,726
Fund Balance, October 1	185,905	294,651	291,117	(3,534)
Changes in Reserves for Inventory			414	414
Fund Balance, September 30	\$ 141,544	\$ 154,675	\$ 282,281	\$ 127,606

SHERIFF OPERATIONS FUND

Schedule of Revenues, Expenditures, and Changes in Fund Balance Budget and Actual

for the fiscal year ended September 30, 2009
(In Thousands)

	<i>Original Budgeted Amounts</i>	<i>Final Budgeted Amounts</i>	<i>Actual Amounts</i>	<i>Variance with Final Budget Positive (Negative)</i>
Revenues				
Expenditures:				
Current:				
Public Safety				
Sheriff	\$ 685,535	\$ 690,614	\$ 670,084	\$ 20,530
Capital Outlay	11,991	34,433	15,923	18,510
Reserves	18,230	30,893		30,893
Total Expenditures	715,756	755,940	686,007	69,933
Excess of Revenues Over (Under) Expenditures	(715,756)	(755,940)	(686,007)	69,933
Other Financing Sources (Uses):				
Transfers In	715,756	755,940	725,046	(30,894)
Transfers Out			(39,039)	(39,039)
Total Other Financing Sources (Uses)	715,756	755,940	686,007	(69,933)
Net Change in Fund Balance				
Fund Balance, October 1			2,978	2,978
Changes in Reserves for Inventory			(106)	(106)
Fund Balance, September 30	\$ -	\$ -	\$ 2,872	\$ 2,872

COUNTY TRANSPORTATION TRUST FUND
Schedule of Revenues, Expenditures, and Changes in Fund Balance
Budget and Actual

for the fiscal year ended September 30, 2009
(In Thousands)

	<i>Original Budgeted Amounts</i>	<i>Final Budgeted Amounts</i>	<i>Actual Amounts</i>	<i>Variance with Final Budget Positive (Negative)</i>
Revenues:				
Taxes (Net of Discounts)	\$ 60,640	\$ 58,817	\$ 61,605	\$ 2,788
Special Assessment/Impact Fees			2,440	2,440
Licenses and Permits	710	710	396	(314)
State Revenues:				
Licenses	400	400	507	107
Gasoline Taxes	23,070	21,948	22,714	766
One-Half Cent Sales Tax	15,147	14,390	13,754	(636)
Charges for Services	1,707	1,707	2,312	605
Interest Income	301	301	1,314	1,013
Miscellaneous	434	434	1,409	975
Subtotal	102,409	98,707	106,451	7,744
Less 5% of Anticipated Revenue	(5,116)	(5,116)		5,116
Total Revenues	97,293	93,591	106,451	12,860
Expenditures:				
Current:				
Transportation				
Public Works - Road and Street Facilities	25,545	25,651	25,487	164
Capital Outlay	23	62	49	13
Total Expenditures	25,568	25,713	25,536	177
Excess of Revenues Over (Under) Expenditures	71,725	67,878	80,915	13,037
Other Financing Sources (Uses):				
Transfers Out	(72,125)	(71,523)	(66,246)	5,277
Total Other Financing Sources (Uses)	(72,125)	(71,523)	(66,246)	5,277
Net Change in Fund Balance	(400)	(3,645)	14,669	18,314
Fund Balance, October 1	2,400	18,897	20,524	1,627
Changes in Reserves for Inventory			(178)	(178)
Fund Balance, September 30	\$ 2,000	\$ 15,252	\$ 35,015	\$19,763

OTHER POSTEMPLOYMENT BENEFITS

Schedule of Funding Progress

for the fiscal year ended September 30, 2009

(In Thousands)

	Actuarial Valuation Date	Actuarial Value of Assets (a)	Actuarial Accrued Liability(AAL) Entry Age (b)	Unfunded AAL (UAAL) (b-a)	Funded Ratio (a/b)	Covered Payroll (c)	UAAL as a Percentage of Covered Payroll ((b-a)/c)
County Employees Plan	10/1/2007	\$0	\$48,755	\$48,755	0.00%	\$272,383	17.90%
Broward Sheriff's Office Plan	10/1/2007	\$0	\$256,540	\$256,540	0.00%	\$295,950	86.68%

The above amounts reflect data based on the latest actuarial valuation. Fiscal 2008 was the first year of implementation of GASB 45.

Supplemental Combining and Individual Fund Statements and Schedules

PREVENT HOMELESSNESS AND PROVIDE RAPID- REHOUSING

For many Americans, the economic recession created challenges of first-time unemployment, housing foreclosures and homelessness. In an effort to help local communities stabilize the potentially growing tide of homelessness, the Federal Government through the stimulus bill created the Homelessness Prevention and Rapid Re-housing Program (HPRP). To take advantage of that opportunity, stimulus funding was secured by Broward County and the cities of Fort Lauderdale, Hollywood and Pompano Beach, which led to the formation of a collaborative partnership to assist the community. HPRP provides financial assistance and services to prevent individuals and families from becoming homeless and help the homeless to be quickly re-housed and stabilized.



Services include: short-term or medium-term rental assistance and housing relocation and stabilization services, including such activities as mediation, credit counseling, security or utility deposits, utility payments, moving cost assistance and case management. The funds also allow the local community to add jobs by hiring case workers and other staff to support families and individuals on the road to self-sufficiency.

GOVERNMENTAL FUNDS

NONMAJOR SPECIAL REVENUE FUNDS

Tourist Development Tax Fund - To account for the County's Tourist Development Tax receipts.

Local Housing Assistance Trust Fund - To account for funds received for the State Housing Initiatives Partnership Program.

Water Control Districts Fund - To account for funds received for the maintenance of water resource and drainage programs in special districts of the County.

Other Special Revenue Fund - To account for other special revenue activities.

Sheriff Special Revenue Fund - To account for funds received from the County Law Enforcement Trust Fund and grants for public safety and capital expenditures.

Property Appraiser Operations Fund - To account for the general operations of the Property Appraiser.

Supervisor of Elections Operations Fund - To account for the general operations of the Supervisor of Elections.

Park, Open Space and Recreational Trust Fund - To receive gifts and fees and to disburse these monies for parks and recreational needs.

Other Trust Fund - To receive and account for donations to be used for a specific purpose and to collect civil penalties imposed for polluting and expend funds to restore polluted areas.

NONMAJOR DEBT SERVICE FUNDS

2001A/2007A General Obligation Bonds Debt Service Fund - To account for the payment of the current year's principal and interest requirements on the 2001A/2007A General Obligation Bonds.

2004/2005/2007B General Obligation Bonds Debt Service Fund - To account for the payment of the current year's principal and interest requirements on the 2004/2005/2007B General Obligation Bonds.

General Obligation Refunding Bonds Debt Service Fund - To account for the payment of the current year's principal and interest requirements on the General Obligation Refunding Bonds.

Tourist Tax Revenue Bonds Debt Service Fund - To account for the payment of the current year's principal and interest requirements on the Tourist Development Tax Revenue Bonds.

2006 Professional Sports Facilities and Civic Arena Bonds Debt Service Fund - To account for the payment of the current year's principal and interest requirements on the Professional Sports Facilities and Civic Arena Bonds.

1998 Gas Tax Revenue Refunding Bonds Debt Service Fund - To account for the payment of the current year's principal and interest requirements on the Gas Tax Revenue Refunding Bonds.

Florida Financing Loan Pool Debt Service Fund - To account for the payment of the current year's principal and interest requirements on the Florida Financing Loan Pool debt.

Cetificates of Participation Fund - to account for the payment of the current year's principal and interest requirements on the Certificates of Participation.

NONMAJOR CAPITAL PROJECTS FUNDS

Engineering Road Projects Fund - To account for the expenditure of local option and state gasoline taxes.

Convention Center Capital Projects Fund - To account for the construction and improvements of the Convention Center.

Professional Sports Facilities and Civic Arena Capital Projects - To account for the improvements to the civic arena facility.

Beach Renourishment Fund - To account for the restoration of eroded beaches.

Unincorporated Area Capital Projects Fund - To account for the capital improvements program in the County unincorporated areas.

2001 General Obligation Bonds Fund - To account for the construction, expansion, and renovation of the County libraries.

2004/2005 General Obligation Bonds Fund - To account for the acquisition and preservation of land and the renovation and expansion of parks.

Mass Transit Capital Grants Fund - To account for mass transit capital outlay.

COMBINING BALANCE SHEET

Nonmajor Governmental Funds

September 30, 2009

(In Thousands)

	<i>Special Revenue</i>	<i>Debt Service</i>	<i>Capital Projects</i>	<i>Total Nonmajor Governmental Funds</i>
ASSETS				
Cash and Cash Equivalents	\$ 32,118	\$ 8,403	\$ 53,288	\$93,809
Investments	51,197	52,463	298,537	402,197
Receivables (Net):				
Accounts	1,488		320	1,808
Other	1,219		4,003	5,222
Delinquent Taxes Receivable (Net)	7	411		418
Due from Other County Funds	17	676	6,005	6,698
Due from Other Governments	2,501		9,643	12,144
Inventory	162			162
Other Assets	31			31
Total Assets	\$ 88,740	\$ 61,953	\$ 371,796	\$ 522,489
LIABILITIES AND FUND BALANCES				
Liabilities:				
Accounts Payable	1,063		4,286	5,349
Accrued Liabilities	1,526		6,138	7,664
Due to Other County Funds	6,619		6,005	12,624
Due to Other Governments	455		295	750
Escrow Deposits	191		1,919	2,110
Deferred Revenue	13,991	426	205	14,622
Total Liabilities	23,845	426	18,848	43,119
Fund Balances:				
Reserved for Encumbrances	152		90,951	91,103
Reserved for Debt Service		61,527		61,527
Reserved for Loans Receivable	639		3,031	3,670
Reserved for Inmate Welfare	4,357			4,357
Unreserved/Designated for:				
Other Post Employment Benefits	9,200			9,200
Unreserved/Undesignated Related to:				
Special Revenue Funds	50,547			50,547
Capital Projects Funds			258,966	258,966
Total Fund Balances	64,895	61,527	352,948	479,370
Total Liabilities and Fund Balances	\$ 88,740	\$ 61,953	\$ 371,796	\$ 522,489

COMBINING STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES

Nonmajor Governmental Funds
For the fiscal year ended September 30, 2009
(In Thousands)

	<i>Special Revenue</i>	<i>Debt Service</i>	<i>Capital Projects</i>	<i>Total Nonmajor Governmental Funds</i>
Revenues:				
Taxes (Net of Discounts)	\$ 1,495	\$ 68,435		\$ 69,930
Special Assessments/Impact Fees	242			242
Licenses and Permits	727			727
Federal Grants	19,604		\$ 10,735	30,339
State Revenues:				
Grants	766		4,965	5,731
Tourist Tax	35,507			35,507
Other	8,867			8,867
Charges for Services	12,501		1,470	13,971
Fines and Forfeitures	7,342			7,342
Interest Income	2,110	2,405	12,951	17,466
Miscellaneous	7,000	4,719	1,818	13,537
Total Revenues	96,161	75,559	31,939	203,659
Expenditures:				
Current:				
General Government	33,392			33,392
Public Safety	32,528			32,528
Human Services	475			475
Culture and Recreation	27,922			27,922
Physical Environment	2,949			2,949
Economic Environment	6,545			6,545
Capital Outlay	8,757		109,623	118,380
Debt Service:				
Principal Retirement	1,036	70,430	700	72,166
Interest and Fiscal Charges		35,624	154	35,778
Total Expenditures	113,604	106,054	110,477	330,135
Excess of Revenues Over/(Under) Expenditures	(17,443)	(30,495)	(78,538)	(126,476)
Other Financing Sources (Uses):				
Loans Issued			4,664	4,664
Transfers In	53,310	64,884	35,665	153,859
Transfers Out	(37,989)	(12,757)	(307)	(51,053)
Total Other Financing Sources (Used)	15,321	52,127	40,022	107,470
Net Change in Fund Balances	(2,122)	21,632	(38,516)	(19,006)
Fund Balances, October 1	67,017	39,895	391,464	498,376
Fund Balances, September 30	\$ 64,895	\$ 61,527	\$ 352,948	\$ 479,370

NONMAJOR SPECIAL REVENUE FUNDS

Combining Balance Sheet

September 30, 2009

(In Thousands)

	<i>Tourist Development Tax</i>	<i>Local Housing Assistance Trust</i>	<i>Water Control Districts</i>	<i>Other Special Revenue</i>	<i>Sheriff Special Revenue</i>
ASSETS					
Cash and Cash Equivalents		\$ 574	\$2,708	\$1,625	\$11,245
Investments	\$13,216	11,118			13,319
Receivables (Net):					
Accounts	1,485				
Other	639	580			
Delinquent Taxes Receivable (Net)			7		
Due from Other County Funds					17
Due from Other Governments				101	2,231
Inventory					162
Other Assets					31
Total Assets	\$15,340	\$12,272	\$2,715	\$1,726	\$27,005
LIABILITIES AND FUND BALANCES					
Liabilities:					
Accounts Payable	\$ 266	\$ 130	\$ 66	\$ 47	\$ 120
Accrued Liabilities	112	6		32	811
Due to Other County Funds	676				2,990
Due to Other Governments					61
Escrow Deposits	170	5	6		
Deferred Revenue		12,131	7		1,496
Total Liabilities	1,224	12,272	79	79	5,478
Fund Balances:					
Reserved for Encumbrances			95	12	
Reserved for Loans Receivable	639				
Reserved for Inmate Welfare					4,357
Unreserved/Designated for:					
Other Post Employment Benefits					
Unreserved/Undesignated	13,477		2,541	1,635	17,170
Total Fund Balances	14,116		2,636	1,647	21,527
Total Liabilities and Fund Balances	\$15,340	\$12,272	\$2,715	\$1,726	\$27,005

<i>Property Appraiser Operations</i>	<i>Supervisor of Elections Operations</i>	<i>Park, Open Space and Recreational Trust</i>	<i>Other Trust</i>	<i>Total</i>
\$3,035	\$1,429	\$1,075	\$10,427	\$32,118
			13,544	51,197
3				1,488
				1,219
				7
				17
			169	2,501
				162
				31
\$3,038	\$1,429	\$1,075	\$24,140	\$88,740
\$ 77	\$ 262		\$ 95	\$ 1,063
390	100		75	1,526
2,243	710			6,619
328			66	455
			10	191
	357			13,991
3,038	1,429		246	23,845
			45	152
				639
				4,357
			9,200	9,200
		\$1,075	14,649	50,547
		1,075	23,894	64,895
\$3,038	\$1,429	\$1,075	\$24,140	\$88,740

NONMAJOR SPECIAL REVENUE FUNDS
Combining Statement of Revenues, Expenditures and Changes in Fund Balances
for the fiscal year ended September 30, 2009
(In Thousands)

	<i>Tourist Development Tax</i>	<i>Local Housing Assistance Trust</i>	<i>Water Control Districts</i>	<i>Other Special Revenue</i>	<i>Sheriff Special Revenue</i>
Revenues:					
Taxes (Net of Discounts)			\$1,495		
Special Assessment/Impact Fees					
Licenses and Permits				\$ 727	
Federal Grants					\$19,461
State Revenues:					
Grants					766
Tourist Tax	\$ 35,507				
Other	2,000	\$5,668		1,199	
Charges for Services	5,163	856			3,288
Fines and Forfeitures	120				5,513
Interest Income	875	21	73	34	374
Miscellaneous	61		7		6,238
Total Revenues	43,726	6,545	1,575	1,960	35,640
Expenditures:					
Current:					
General Government					
Public Safety					31,701
Human Services					
Culture and Recreation	27,142				
Physical Environment			965	1,810	
Economic Environment		6,545			
Capital Outlay	375		633	29	5,079
Debt Service:					
Principal Retirement	1,036				
Total Expenditures	28,553	6,545	1,598	1,839	36,780
Excess of Revenues Over (Under) Expenditures	15,173		(23)	121	(1,140)
Other Financing Sources (Uses):					
Transfers In	11,646				
Transfers Out	(36,268)				
Total Other Financing Sources (Uses)	(24,622)				
Net Change in Fund Balances	(9,449)		(23)	121	(1,140)
Fund Balances, October 1	23,565		2,659	1,526	22,667
Fund Balances, September 30	\$ 14,116	\$ -	\$2,636	\$1,647	\$21,527

<i>Property Appraiser Operations</i>	<i>Supervisor of Elections Operations</i>	<i>Park, Open Space and Recreational Trust</i>	<i>Other Trust</i>	<i>Total</i>
		\$ 242		\$ 1,495
				242
	\$ 143			727
				19,604
				766
				35,507
				8,867
\$ 2,943			\$ 251	12,501
			1,709	7,342
		53	680	2,110
85	10		599	7,000
3,028	153	295	3,239	96,161
18,695	14,697			33,392
			827	32,528
			475	475
		11	769	27,922
			174	2,949
				6,545
129	1,556		956	8,757
				1,036
18,824	16,253	11	3,201	113,604
(15,796)	(16,100)	284	38	(17,443)
15,796	16,100		9,768	53,310
		(1,721)		(37,989)
15,796	16,100	(1,721)	9,768	15,321
		(1,437)	9,806	(2,122)
		2,512	14,088	67,017
\$ -	\$ -	\$ 1,075	\$23,894	\$ 64,895

TOURIST DEVELOPMENT TAX FUND
Schedule of Revenues, Expenditures, and Changes in Fund Balance
Budget and Actual

for the fiscal year ended September 30, 2009
(In Thousands)

	<i>Final Budgeted Amounts</i>	<i>Actual Amounts</i>	<i>Variance with Final Budget Positive (Negative)</i>
Revenues:			
State Revenues:			
Tourist Tax	\$ 40,009	\$ 35,507	\$(4,502)
Other	2,000	2,000	
Charges for Services	6,000	5,163	(837)
Fines and Forfeitures		120	120
Interest Income	475	875	400
Miscellaneous	15	61	46
Subtotal	48,499	43,726	(4,773)
Less 5% of Anticipated Revenue	(2,494)		2,494
Total Revenues	46,005	43,726	(2,279)
Expenditures:			
Current:			
Culture and Recreation			
Greater Fort Lauderdale Convention and Visitors Bureau	32,916	27,142	5,774
Capital Outlay	376	375	1
Debt Service:			
Principal Retirement	2,071	1,036	1,035
Total Expenditures	35,363	28,553	6,810
Excess of Revenues Over (Under) Expenditures	10,642	15,173	4,531
Other Financing Sources (Uses):			
Transfers In	12,843	11,646	(1,197)
Transfers Out	(38,299)	(36,268)	2,031
Total Other Financing Sources (Uses)	(25,456)	(24,622)	834
Net Change in Fund Balance	(14,814)	(9,449)	5,365
Fund Balance, October 1	22,927	23,565	638
Fund Balance, September 30	\$ 8,113	\$ 14,116	\$ 6,003

LOCAL HOUSING ASSISTANCE TRUST FUND
Schedule of Revenues, Expenditures, and Changes in Fund Balance
Budget and Actual

for the fiscal year ended September 30, 2009
(In Thousands)

	<i>Final Budgeted Amounts</i>	<i>Actual Amounts</i>	<i>Variance with Final Budget Positive (Negative)</i>
Revenues:			
State Revenues:			
Other	\$13,251	\$5,668	\$(7,583)
Charges for Services	1,873	856	(1,017)
Interest Income	1,135	21	(1,114)
Total Revenues	16,259	6,545	(9,714)
Expenditures:			
Current:			
Economic Environment			
Urban Planning & Redevelopment	16,259	6,545	9,714
Total Expenditures	16,259	6,545	9,714
Excess of Revenues Over (Under) Expenditures			
Fund Balance, October 1			
Fund Balance, September 30	\$ -	\$ -	\$ -

WATER CONTROL DISTRICTS FUND
Schedule of Revenues, Expenditures, and Changes in Fund Balance
Budget and Actual
for the fiscal year ended September 30, 2009
(In Thousands)

	<i>Final Budgeted Amounts</i>	<i>Actual Amounts</i>	<i>Variance with Final Budget Positive (Negative)</i>
Revenues:			
Taxes (Net of Discounts)	\$ 1,582	\$1,495	\$ (87)
Interest Income	44	73	29
Miscellaneous		7	7
Subtotal	1,626	1,575	(51)
Less 5% of Anticipated Revenue	(81)		81
Total Revenues	1,545	1,575	30
Expenditures:			
Current:			
Physical Environment			
Public Works	1,784	965	819
Capital Outlay	901	633	268
Total Expenditures	2,685	1,598	1,087
Excess of Revenues Over (Under) Expenditures	(1,140)	(23)	1,117
Fund Balance, October 1	2,659	2,659	
Fund Balance, September 30	\$ 1,519	\$2,636	\$1,117

OTHER SPECIAL REVENUE FUND

Schedule of Revenues, Expenditures, and Changes in Fund Balance

Budget and Actual

for the fiscal year ended September 30, 2009

(In Thousands)

	<i>Final Budgeted Amounts</i>	<i>Actual Amounts</i>	<i>Variance with Final Budget Positive (Negative)</i>
Revenues:			
Licenses and Permits	\$ 495	\$ 727	\$ 232
State Revenues:			
Other	748	1,199	451
Interest Income	50	34	(16)
Subtotal	1,293	1,960	667
Less 5% of Anticipated Revenue	(90)		90
Total Revenues	1,203	1,960	757
Expenditures:			
Current:			
Physical Environment			
Environmental Protection and Growth Management	1,494	1,169	325
Community Services	865	641	224
Capital Outlay	43	29	14
Total Expenditures	2,402	1,839	563
Excess of Revenues Over (Under) Expenditures	(1,199)	121	1,320
Fund Balance, October 1	1,526	1,526	
Fund Balance, September 30	\$ 327	\$1,647	\$1,320

PROPERTY APPRAISER OPERATIONS FUND
Schedule of Revenues, Expenditures, and Changes in Fund Balance
Budget and Actual
for the fiscal year ended September 30, 2009
(In Thousands)

	<i>Final Budgeted Amounts</i>	<i>Actual Amounts</i>	<i>Variance with Final Budget Positive (Negative)</i>
Revenues:			
Charges for Services	\$ 3,272	\$ 2,943	\$ (329)
Miscellaneous		85	85
Total Revenues	3,272	3,028	(244)
Expenditures:			
Current:			
General Government			
Property Appraiser	21,105	18,695	2,410
Capital Outlay	203	129	74
Total Expenditures	21,308	18,824	2,484
Excess of Revenues Over (Under) Expenditures	(18,036)	(15,796)	2,240
Other Financing Sources (Uses):			
Transfers In	18,036	15,796	(2,240)
Total Other Financing Sources (Uses)	18,036	15,796	(2,240)
Net Change in Fund Balance			
Fund Balance, October 1			
Fund Balance, September 30	\$ -	\$ -	\$ -

SUPERVISOR OF ELECTIONS OPERATIONS FUND

Schedule of Revenues, Expenditures, and Changes in Fund Balance

Budget and Actual

for the fiscal year ended September 30, 2009

(In Thousands)

	<i>Final Budgeted Amounts</i>	<i>Actual Amounts</i>	<i>Variance with Final Budget Positive (Negative)</i>
Revenues:			
Federal Grants		\$ 143	\$ 143
Miscellaneous		10	10
Total Revenues		153	153
Expenditures:			
Current:			
General Government			
Supervisor of Elections	\$ 16,012	14,697	1,315
Capital Outlay	793	1,556	(763)
Total Expenditures	16,805	16,253	552
Excess of Revenues Over (Under) Expenditures	(16,805)	(16,100)	705
Other Financing Sources (Uses):			
Transfers In	16,805	16,100	(705)
Total Other Financing Sources (Uses)	16,805	16,100	(705)
Net Change in Fund Balance			
Fund Balance, October 1			
Fund Balance, September 30	\$ -	\$ -	\$ -

NONMAJOR DEBT SERVICE FUNDS

Combining Balance Sheet

September 30, 2009

(In Thousands)

	<i>2001A / 2007 A General Obligation Bonds</i>	<i>2004 / 2005 / 2007B General Obligation Bonds</i>	<i>General Obligation Refunding Bonds</i>	<i>Tourist Tax Revenue Bonds</i>	<i>2006 Professional Sports Facilities & Civic Arena Bonds</i>
ASSETS					
Cash and Cash Equivalents	\$346	\$673	\$1,314	\$2,321	\$ 23
Investments					
Delinquent Taxes Receivable (Net)	75	158	178		
Due from Other County Funds					676
Total Assets	\$421	\$831	\$1,492	\$2,321	\$699
LIABILITIES AND FUND BALANCES					
Liabilities:					
Deferred Revenue	\$ 75	\$158	\$ 178		
Total Liabilities	75	158	178		
Fund Balances:					
Reserved for Debt Service	346	673	1,314	\$2,321	\$699
Total Fund Balances	346	673	1,314	2,321	699
Total Liabilities and Fund Balances	\$421	\$831	\$1,492	\$2,321	\$699

<i>1998 Gas Tax Revenue Refunding Bonds</i>	<i>Florida Financing Loan Pool</i>	<i>Certificates of Participation</i>	<i>Total</i>
\$ 197	\$ 1,950	\$ 1,579	\$ 8,403
6,143	25,966	20,354	52,463
			411
			676
\$6,340	\$27,916	\$21,933	\$61,953
	\$ 15		\$ 426
	15		426
\$6,340	27,901	\$21,933	61,527
6,340	27,901	21,933	61,527
\$6,340	\$27,916	\$21,933	\$61,953

NONMAJOR DEBT SERVICE FUNDS
Combining Statement of Revenues, Expenditures and Changes in Fund Balances
for the fiscal year ended September 30, 2009
(In Thousands)

	<i>2001A / 2007 A General Obligation Bonds</i>	<i>2004 / 2005 / 2007B General Obligation Bonds</i>	<i>General Obligation Refunding Bonds</i>	<i>Tourist Tax Revenue Bonds</i>	<i>2006 Professional Sports Facilities & Civic Arena Bonds</i>
Revenues:					
Taxes (Net of Discounts)	\$11,543	\$30,944	\$25,948		
Interest Income	33	124	62	\$ 37	\$ 13
Miscellaneous					3,974
Total Revenues	11,576	31,068	26,010	37	3,987
Expenditures:					
Debt Service:					
Principal Retirement	6,680	17,140	23,465	2,070	5,310
Interest and Fiscal Charges	5,282	14,690	3,019	404	8,666
Total Expenditures	11,962	31,830	26,484	2,474	13,976
Excess of Revenues Over (Under) Expenditures	(386)	(762)	(474)	(2,437)	(9,989)
Other Financing Sources (Uses):					
Transfers In				8,920	16,082
Transfers Out				(6,344)	(6,413)
Total Other Financing Sources (Uses)				2,576	9,669
Net Change in Fund Balances	(386)	(762)	(474)	139	(320)
Fund Balances, October 1	732	1,435	1,788	2,182	1,019
Fund Balances, September 30	\$ 346	\$ 673	\$ 1,314	\$ 2,321	\$ 699

<i>1998 Gas Tax Revenue Refunding Bonds</i>	<i>Florida Financing Loan Pool</i>	<i>Certificates of Participation</i>	<i>Total</i>
			\$ 68,435
\$ 221	\$ 996	\$ 919	2,405
	745		4,719
221	1,741	919	75,559
5,070	4,985	5,710	70,430
546	2,001	1,016	35,624
5,616	6,986	6,726	106,054
(5,395)	(5,245)	(5,807)	(30,495)
5,730	25,407	8,745	64,884
			(12,757)
5,730	25,407	8,745	52,127
335	20,162	2,938	21,632
6,005	7,739	18,995	39,895
\$ 6,340	\$27,901	\$21,933	\$ 61,527

2001A / 2007 A GENERAL OBLIGATION BONDS DEBT SERVICE FUND

Schedule of Revenues, Expenditures, and Changes in Fund Balance

Budget and Actual

for the fiscal year ended September 30, 2009

(In Thousands)

	<i>Final Budgeted Amounts</i>	<i>Actual Amounts</i>	<i>Variance with Final Budget Positive (Negative)</i>
Revenues:			
Taxes (Net of Discounts)	\$12,023	\$11,543	\$(480)
Interest Income	50	33	(17)
Subtotal	12,073	11,576	(497)
Less 5% of Anticipated Revenue	(604)		604
Total Revenues	11,469	11,576	107
Expenditures:			
Debt Service:			
Principal Retirement	6,680	6,680	
Interest and Fiscal Charges	5,284	5,282	2
Total Expenditures	11,964	11,962	2
Excess of Revenues Over (Under) Expenditures	(495)	(386)	109
Fund Balance, October 1	732	732	
Fund Balance, September 30	\$ 237	\$ 346	\$ 109

2004 / 2005 / 2007B GENERAL OBLIGATION BONDS DEBT SERVICE FUND**Schedule of Revenues, Expenditures, and Changes in Fund Balance****Budget and Actual**

for the fiscal year ended September 30, 2009

(In Thousands)

	<i>Final Budgeted Amounts</i>	<i>Actual Amounts</i>	<i>Variance with Final Budget Positive (Negative)</i>
Revenues:			
Taxes (Net of Discounts)	\$32,291	\$30,944	\$(1,347)
Interest Income	250	124	(126)
Subtotal	32,541	31,068	(1,473)
Less 5% of Anticipated Revenue	(1,627)		1,627
Total Revenues	30,914	31,068	154
Expenditures:			
Debt Service:			
Principal Retirement	17,140	17,140	
Interest and Fiscal Charges	14,690	14,690	
Total Expenditures	31,830	31,830	
Excess of Revenues Over (Under) Expenditures	(916)	(762)	154
Fund Balance, October 1	1,435	1,435	
Fund Balance, September 30	\$ 519	\$ 673	\$ 154

GENERAL OBLIGATION REFUNDING BONDS DEBT SERVICE FUND

Schedule of Revenues, Expenditures, and Changes in Fund Balance

Budget and Actual

for the fiscal year ended September 30, 2009

(In Thousands)

	<i>Final Budgeted Amounts</i>	<i>Actual Amounts</i>	<i>Variance with Final Budget Positive (Negative)</i>
Revenues:			
Taxes (Net of Discounts)	\$26,983	\$25,948	\$(1,035)
Interest Income	135	62	(73)
Subtotal	27,118	26,010	(1,108)
Less 5% of Anticipated Revenue	(1,355)		1,355
Total Revenues	25,763	26,010	247
Expenditures:			
Debt Service:			
Principal Retirement	23,465	23,465	
Interest and Fiscal Charges	3,049	3,019	30
Total Expenditures	26,514	26,484	30
Excess of Revenues Over (Under) Expenditures	(751)	(474)	277
Fund Balance, October 1	1,788	1,788	
Fund Balance, September 30	\$ 1,037	\$ 1,314	\$ 277

TOURIST TAX REVENUE BONDS DEBT SERVICE FUND

Schedule of Revenues, Expenditures, and Changes in Fund Balance

Budget and Actual

for the fiscal year ended September 30, 2009

(In Thousands)

	<i>Final Budgeted Amounts</i>	<i>Actual Amounts</i>	<i>Variance with Final Budget Positive (Negative)</i>
Revenues:			
Interest Income	\$ 25	\$ 37	\$ 12
Total Revenues	25	37	12
Expenditures:			
Debt Service:			
Principal Retirement	2,103	2,070	33
Interest and Fiscal Charges	407	404	3
Total Expenditures	2,510	2,474	36
Excess of Revenues Over (Under) Expenditures	(2,485)	(2,437)	48
Other Financing Sources (Uses):			
Transfers In	10,388	8,920	(1,468)
Transfers Out	(7,576)	(6,344)	1,232
Total Other Financing Sources (Uses)	2,812	2,576	(236)
Net Change in Fund Balance	327	139	(188)
Fund Balance, October 1	2,182	2,182	
Fund Balance, September 30	\$ 2,509	\$ 2,321	\$ (188)

2006 PROFESSIONAL SPORTS FACILITIES AND CIVIC ARENA DEBT SERVICE FUND

Schedule of Revenues, Expenditures, and Changes in Fund Balance Budget and Actual

for the fiscal year ended September 30, 2009
(In Thousands)

	<i>Final Budgeted Amounts</i>	<i>Actual Amounts</i>	<i>Variance with Final Budget Positive (Negative)</i>
Revenues:			
Interest Income	\$ 150	\$ 13	\$(137)
Miscellaneous	3,932	3,974	42
Subtotal	4,082	3,987	(95)
Less 5% of Anticipated Revenue	(204)		204
Total Revenues	3,878	3,987	109
Expenditures:			
Debt Service:			
Principal Retirement	5,310	5,310	
Interest and Fiscal Charges	8,622	8,666	(44)
Total Expenditures	13,932	13,976	(44)
Excess of Revenues Over (Under) Expenditures	(10,054)	(9,989)	65
Other Financing Sources (Uses):			
Transfers In	16,916	16,082	(834)
Transfers Out	(7,881)	(6,413)	1,468
Total Other Financing Sources (Uses)	9,035	9,669	634
Net Change in Fund Balance	(1,019)	(320)	699
Fund Balance, October 1	1,019	1,019	
Fund Balance, September 30	\$ -	\$ 699	\$ 699

1998 GAS TAX REVENUE REFUNDING BONDS DEBT SERVICE FUND

Schedule of Revenues, Expenditures, and Changes in Fund Balance

Budget and Actual

for the fiscal year ended September 30, 2009

(In Thousands)

	<i>Final Budgeted Amounts</i>	<i>Actual Amounts</i>	<i>Variance with Final Budget Positive (Negative)</i>
Revenues:			
Interest Income	\$ 175	\$ 221	\$ 46
Subtotal	175	221	46
Less 5% of Anticipated Revenue	(9)		9
Total Revenues	166	221	55
Expenditures:			
Debt Service:			
Principal Retirement	5,070	5,070	
Interest and Fiscal Charges	547	546	1
Total Expenditures	5,617	5,616	1
Excess of Revenues Over (Under) Expenditures	(5,451)	(5,395)	56
Other Financing Sources (Uses):			
Transfers In	5,730	5,730	
Total Other Financing Sources (Uses)	5,730	5,730	
Net Change in Fund Balance	279	335	56
Fund Balance, October 1	5,611	6,005	394
Fund Balance, September 30	\$ 5,890	\$ 6,340	\$450

FLORIDA FINANCING LOAN POOL DEBT SERVICE FUND

Schedule of Revenues, Expenditures, and Changes in Fund Balance

Budget and Actual

for the fiscal year ended September 30, 2009
(In Thousands)

	<i>Final Budgeted Amounts</i>	<i>Actual Amounts</i>	<i>Variance with Final Budget Positive (Negative)</i>
Revenues:			
Interest Income	\$ 62	\$ 996	\$934
Miscellaneous	751	745	(6)
Subtotal	813	1,741	928
Less 5% of Anticipated Revenue	(3)		3
Total Revenues	810	1,741	931
Expenditures:			
Debt Service:			
Principal Retirement	4,985	4,985	
Interest and Fiscal Charges	2,007	2,001	6
Total Expenditures	6,992	6,986	6
Excess of Revenues Over (Under) Expenditures	(6,182)	(5,245)	937
Other Financing Sources (Uses):			
Transfers In	25,407	25,407	
Total Other Financing Sources (Uses)	25,407	25,407	
Net Change in Fund Balance	19,225	20,162	937
Fund Balance, October 1	7,739	7,739	
Fund Balance, September 30	\$26,964	\$27,901	\$935

CERTIFICATES OF PARTICIPATION DEBT SERVICE FUND

Schedule of Revenues, Expenditures, and Changes in Fund Balance

Budget and Actual

for the fiscal year ended September 30, 2009

(In Thousands)

	<i>Final Budgeted Amounts</i>	<i>Actual Amounts</i>	<i>Variance with Final Budget Positive (Negative)</i>
Revenues:			
Interest Income	\$ 2	\$ 919	\$917
Less 5% of Anticipated Revenue			
Total Revenues	2	919	917
Expenditures:			
Debt Service:			
Principal Retirement	5,710	5,710	
Interest and Fiscal Charges	1,014	1,016	(2)
Total Expenditures	6,724	6,726	(2)
Excess of Revenues Over (Under) Expenditures	(6,722)	(5,807)	915
Other Financing Sources (Uses):			
Transfers In	8,745	8,745	
Total Other Financing Sources (Uses)	8,745	8,745	
Net Change in Fund Balance	2,023	2,938	915
Fund Balance, October 1	18,994	18,995	1
Fund Balance, September 30	\$21,017	\$21,933	\$916

NONMAJOR CAPITAL PROJECTS FUNDS

Combining Balance Sheet

September 30, 2009

(In Thousands)

	<i>Engineering Road Projects</i>	<i>Convention Center Capital Projects</i>	<i>Professional Sports Facilities and Civic Arena Capital Projects</i>	<i>Beach Renourishment</i>	<i>Unincorporated Area Capital Projects</i>
ASSETS					
Cash and Cash Equivalents	\$ 7,845	\$9,730	\$ 64	\$ 6,658	\$ 10,021
Investments	120,378			15,398	96,723
Receivables (Net):					
Accounts	320				
Other	39		3,964		
Due from Other County Funds	6,005				
Due from Other Governments	3,349			821	
Total Assets	\$137,936	\$9,730	\$4,028	\$22,877	\$106,744
LIABILITIES AND FUND BALANCES (DEFICIT)					
Liabilities:					
Accounts Payable	\$ 2,243	\$ 28		\$ 185	\$ 33
Accrued Liabilities	1,926	50		271	1,437
Due to Other County Funds					
Due to Other Governments	270				
Escrow Deposits		1,919			
Deferred Revenue	39			166	
Total Liabilities	4,478	1,997		622	1,470
Fund Balances (Deficit):					
Reserved for Encumbrances	40,128	25		1,280	21,672
Reserved for Loans Receivable			\$3,031		
Unreserved/Undesignated (Deficit)	93,330	7,708	997	20,975	83,602
Total Fund Balances (Deficit)	133,458	7,733	4,028	22,255	105,274
Total Liabilities and Fund Balances (Deficit)	\$137,936	\$9,730	\$4,028	\$22,877	\$106,744

<i>2001 General Obligation Bonds</i>	<i>2004 / 2005 General Obligation Bonds</i>	<i>Mass Transit Capital Grants</i>	<i>Total</i>
\$15,613	\$ 3,357 66,038		\$ 53,288 298,537
			320
			4,003
			6,005
200		\$ 5,273	9,643
\$15,813	\$69,395	\$ 5,273	\$371,796
	\$ 47	\$ 1,750	\$ 4,286
\$ 148	1,886	420	6,138
		6,005	6,005
25			295
			1,919
			205
173	1,933	8,175	18,848
4,304	4,586	18,956	90,951
			3,031
11,336	62,876	(21,858)	258,966
15,640	67,462	(2,902)	352,948
\$15,813	\$69,395	\$ 5,273	\$371,796

NONMAJOR CAPITAL PROJECTS FUNDS
Combining Statement of Revenues, Expenditures and Changes in Fund Balances (Deficit)
for the fiscal year ended September 30, 2009
(In Thousands)

	<i>Engineering Road Projects</i>	<i>Convention Center Capital Projects</i>	<i>Professional Sports Facilities and Civic Arena Capital Projects</i>	<i>Beach Renourishment</i>	<i>Unincorporated Area Capital Projects</i>
Revenues:					
Federal Grants				\$ 400	
State Grants	\$ 3,278			786	
Charges for Services	1,353		\$ 78		
Interest Income	6,452	\$ 131		794	\$ 4,342
Miscellaneous	587		104	184	
Total Revenues	11,670	131	182	2,164	4,342
Expenditures:					
Capital Outlay:					
Parks					1,011
Beach Renourishment				3,012	
Libraries					
Stormwater Drainage					16,152
Transportation	46,003				
Convention Center		2,153			
Buildings and Improvements			43		
Other Projects					158
Debt Service:					
Principal Retirement			700		
Interest and Fiscal Charges			154		
Total Expenditures	46,003	2,153	897	3,012	17,321
Excess of Revenues Over (Under) Expenditures	(34,333)	(2,022)	(715)	(848)	(12,979)
Other Financing Sources (Uses):					
Loans Issued			4,664		
Transfers In	13,645	5,770		5,504	9,907
Transfers Out	(70)			(70)	(167)
Total Other Financing Sources (Uses)	13,575	5,770	4,664	5,434	9,740
Net Change in Fund Balances	(20,758)	3,748	3,949	4,586	(3,239)
Fund Balances , October 1	154,216	3,985	79	17,669	108,513
Fund Balances (Deficit), September 30	\$133,458	\$ 7,733	\$4,028	\$22,255	\$105,274

<i>2001 General Obligation Bonds</i>	<i>2004 / 2005 General Obligation Bonds</i>	<i>Mass Transit Capital Grants</i>	<i>Total</i>
		\$10,335	\$ 10,735
\$ 700		201	4,965
	\$ 39		1,470
98	1,134		12,951
40	501	402	1,818
838	1,674	10,938	31,939
	19,143		20,154
			3,012
4,493			4,493
			16,152
		17,455	63,458
			2,153
			43
			158
			700
			154
4,493	19,143	17,455	110,477
(3,655)	(17,469)	(6,517)	(78,538)
			4,664
		839	35,665
			(307)
		839	40,022
(3,655)	(17,469)	(5,678)	(38,516)
19,295	84,931	2,776	391,464
\$15,640	\$ 67,462	\$(2,902)	\$352,948

PROPRIETARY FUNDS

NONMAJOR ENTERPRISE FUNDS

Solid Waste Fund - To account for the closure of the County landfill, County recycling programs and other solid waste activities.

Unincorporated Area Waste Collection Fund - To account for solid waste services provided to the unincorporated areas of the County.

INTERNAL SERVICE FUNDS

Self-Insurance Fund - To provide coverage against workers' compensation claims, public liability, medical malpractice and accidents involving County-owned motor vehicles.

Fleet Services Fund - To account for and consolidate vehicle management services to Governmental Fund Types and all Enterprise Funds.

Print Shop Fund - To account for printing services provided to other County offices.

NONMAJOR ENTERPRISE FUNDS

Combining Statement of Net Assets

September 30, 2009

(In Thousands)

	<i>Solid Waste</i>	<i>Unincorporated Area Waste Collection</i>	<i>Total</i>
ASSETS			
Current Assets:			
Cash and Cash Equivalents	\$5,644	\$5,974	\$11,618
Investments	99		99
Receivables (Net):			
Accounts	3	14	17
Due from Other Governments	29		29
Total Current Assets	5,775	5,988	11,763
Noncurrent Assets:			
Restricted Assets:			
Investments	1,910		1,910
Capital Assets:			
Land	1,620		1,620
Buildings (Net)	18		18
Improvements (Net)	391		391
Equipment (Net)	63	17	80
Total Noncurrent Assets	4,002	17	4,019
Total Assets	9,777	6,005	15,782
LIABILITIES			
Current Liabilities:			
Accounts Payable	568	35	603
Accrued Liabilities	64	25	89
Due to Other County Funds	4		4
Total Current Liabilities	636	60	696
Noncurrent Liabilities:			
Liabilities Payable from Restricted Assets	311		311
Other Long-Term Liabilities	1,656	13	1,669
Total Noncurrent Liabilities	1,967	13	1,980
Total Liabilities	2,603	73	2,676
NET ASSETS			
Invested in Capital Assets, Net of Related Debt	2,092	17	2,109
Restricted:			
Landfill Closure	1,910		1,910
Unrestricted	3,172	5,915	9,087
Total Net Assets	\$7,174	\$5,932	\$13,106

NONMAJOR ENTERPRISE FUNDS
Combining Statement of Revenues, Expenses and Changes in Fund Net Assets
for the fiscal year ended September 30, 2009
(In Thousands)

	<i>Solid Waste</i>	<i>Unincorporated Area Waste Collection</i>	<i>Total</i>
Operating Revenues:			
Recycling	\$ 38	\$ 19	\$ 57
Assessments		1,105	1,105
Miscellaneous	1,719	261	1,980
Total Operating Revenues	1,757	1,385	3,142
Operating Expenses:			
Personal Services	913	383	1,296
General Operating	1,792	1,618	3,410
Depreciation	68	9	77
Total Operating Expenses	2,773	2,010	4,783
Operating Income (Loss)	(1,016)	(625)	(1,641)
Non-Operating Revenues (Expenses):			
Interest Income	263	288	551
Other	37		37
Total Non-Operating Revenues (Expenses)	300	288	588
Income (Loss) Before Transfers	(716)	(337)	(1,053)
Transfers In	1,483		1,483
Transfers Out	(169)		(169)
Change in Net Assets	598	(337)	261
Total Net Assets, October 1	6,576	6,269	12,845
Total Net Assets, September 30	\$ 7,174	\$5,932	\$13,106

NONMAJOR ENTERPRISE FUNDS

Combining Statement of Cash Flows

for the fiscal year ended September 30, 2009

(In Thousands)

	<i>Solid Waste</i>	<i>Unincorporated Area Waste Collection</i>	<i>Total</i>
Cash Flows from Operating Activities:			
Cash Received from Customers	\$ 1,831	\$ 1,401	\$ 3,232
Cash Payments to Suppliers for Goods and Services	(\$1,926)	(1,648)	(3,574)
Cash Payments to Employees for Services	(\$829)	(401)	(1,230)
Other Cash Received	\$37		37
Net Cash Used for Operating Activities	(\$887)	(648)	(1,535)
Cash Flows from Noncapital Financing Activities:			
Transfers In	\$1,483		1,483
Transfers Out	(\$169)		(169)
Net Cash Provided by Noncapital Financing Activities	\$1,314		1,314
Cash Flows from Capital and Related Financing Activities:			
Acquisition and Construction of Capital Assets	(\$49)	(7)	(56)
Net Cash Used for Capital and Related Financing Activities	(\$49)	(7)	(56)
Cash Flows from Investing Activities:			
Purchase of Investment Securities	(\$6,741)		(6,741)
Proceeds from Sales and Maturities of Investment Securities	\$7,070		7,070
Interest and Dividends on Investments	\$263	288	551
Net Cash Provided by (Used for) Investing Activities	\$592	288	880
Net Increase (Decrease) in Cash and Cash Equivalents	\$970	(367)	603
Cash and Cash Equivalents, October 1	\$4,674	6,341	11,015
Cash and Cash Equivalents, September 30	\$ 5,644	\$ 5,974	\$ 11,618
Reconciliation of Operating Loss to Net Cash Used for Operating Activities:			
Operating Loss	(\$1,016)	(625)	(1,641)
Adjustments to Reconcile Operating Loss to Net Cash Used for Operating Activities:			
Depreciation Expense	\$68	9	77
Miscellaneous Non-Operating Revenue	\$37		37
Decrease (Increase) in Assets:			
Accounts Receivable (Net)	\$73	16	89
Due from Other Governments	(\$29)		(29)
Increase (Decrease) in Liabilities:			
Accounts Payable	\$160	(30)	130
Accrued Liabilities	\$85	(18)	67
Due to Other County Funds	\$4		4
Provision for Landfill Closure	(\$269)		(269)
Total Adjustments	\$129	(23)	106
Net Cash Used For Operating Activities	\$ (\$887)	\$ (648)	\$ (1,535)
Noncash Investing, Capital and Financing Activities:			
Change in Fair Value of Investments	\$ 101	\$ 124	\$ 225

INTERNAL SERVICE FUNDS

Combining Statement of Net Assets

September 30, 2009

(In Thousands)

	<i>Self- Insurance</i>	<i>Fleet Services</i>	<i>Print Shop</i>	<i>Total</i>
ASSETS				
Current Assets:				
Cash and Cash Equivalents	\$ 10,576	\$ 979	\$1,141	\$ 12,696
Investments	93,432			93,432
Receivables (Net):				
Accounts	37		3	40
Due from Other County Funds		9		9
Due from Other Governments		30	35	65
Inventory		572	30	602
Other Current Assets	10,469			10,469
Total Current Assets	114,514	1,590	1,209	117,313
Noncurrent Assets:				
Capital Assets:				
Equipment (Net)	80	1,526	249	1,855
Total Noncurrent Assets	80	1,526	249	1,855
Total Assets	114,594	3,116	1,458	119,168
LIABILITIES				
Current Liabilities:				
Accounts Payable	1,027	324	13	1,364
Accrued Liabilities	423	374	22	819
Other Current Liabilities	24,795			24,795
Total Current Liabilities	26,245	698	35	26,978
Noncurrent Liabilities:				
Other Long-Term Liabilities	64,911	387	29	65,327
Total Noncurrent Liabilities	64,911	387	29	65,327
Total Liabilities	91,156	1,085	64	92,305
NET ASSETS				
Invested in Capital Assets, Net of Related Debt	80	1,526	249	1,855
Unrestricted	23,358	505	1,145	25,008
Total Net Assets	\$ 23,438	\$2,031	\$1,394	\$ 26,863

INTERNAL SERVICE FUNDS

Combining Statement of Revenues, Expenses and Changes in Fund Net Assets

for the fiscal year ended September 30, 2009

(In Thousands)

	<i>Self- Insurance</i>	<i>Fleet Services</i>	<i>Print Shop</i>	<i>Total</i>
Operating Revenues:				
Charges for Services	\$109,483	\$ 9,977	\$ 775	\$120,235
Operating Expenses:				
Personal Services	4,256	3,931	340	8,527
General Operating	102,724	5,534	305	108,563
Depreciation	37	1,385	42	1,464
Total Operating Expenses	107,017	10,850	687	118,554
Operating Income (Loss)	2,466	(873)	88	1,681
Non-Operating Revenues (Expenses):				
Interest Income	3,074		27	3,101
Gain (Loss) on Sale of Assets		31		31
Other	430	38	2	470
Total Non-Operating Revenues (Expenses)	3,504	69	29	3,602
Change in Net Assets	5,970	(804)	117	5,283
Total Net Assets, October 1	17,468	2,835	1,277	21,580
Total Net Assets, September 30	\$ 23,438	\$ 2,031	\$1,394	\$ 26,863

INTERNAL SERVICE FUNDS

Combining Statement of Cash Flows

for the fiscal year ended September 30, 2009

(In Thousands)

	<i>Self-Insurance</i>	<i>Fleet Services</i>	<i>Print Shop</i>	<i>Total</i>
Cash Flows From Operating Activities:				
Cash Received from Customers		\$10,238	\$754	\$10,992
Cash Received for Premiums	\$112,690			112,690
Cash Payments to Suppliers for Goods and Services	(75,243)	(5,650)	(304)	(81,197)
Cash Payments to Employees for Services	(4,170)	(4,005)	(342)	(8,517)
Cash Payments for Claims	(23,957)			(23,957)
Other Cash Received	430	38	2	470
Net Cash Provided by Operating Activities	9,750	621	110	10,481
Cash Flows from Capital and Related Financing Activities:				
Acquisition and Construction of Capital Assets	(17)	(112)	(34)	(163)
Proceeds from Sale of Capital Assets		35		35
Net Cash Used for Capital and Related Financing Activities	(17)	(77)	(34)	(128)
Cash Flows from Investing Activities:				
Purchase of Investment Securities	(126,285)			(126,285)
Proceeds from Sale and Maturities of Investment Securities	114,045			114,045
Interest and Dividends on Investments	3,074		27	3,101
Net Cash Provided by (Used for) Investing Activities	(9,166)		27	(9,139)
Net Increase in Cash and Cash Equivalents	567	544	103	1,214
Cash and Cash Equivalents, October 1	10,009	435	1,038	11,482
Cash and Cash Equivalents, September 30	\$10,576	\$979	\$1,141	\$12,696
Reconciliation of Operating Income (Loss) to Net Cash Provided by (Used for) Operating Activities:				
Operating Income (Loss)	\$2,466	\$(873)	\$88	\$1,681
Adjustments to Reconcile Operating Income (Loss) to Net Cash Provided by Operating Activities:				
Depreciation Expense	37	1,385	42	1,464
Miscellaneous Non-Operating Revenue	430	38	2	470
Decrease (Increase) in Assets:				
Accounts Receivable (Net)	(26)		(3)	(29)
Due from Other County Funds	2,809	98	5	2,912
Due from Other Governments	53	164	(23)	194
Inventory		91	(2)	89
Other Currents Assets	(1,335)			(1,335)
Increase (Decrease) in Liabilities:				
Accounts Payable	246	(208)	3	41
Accrued Liabilities	139	(74)	(2)	63
Estimate Liability for Insurance Claims	4,931			4,931
Total Adjustments	7,284	1,494	22	8,800
Net Cash Provided by Operating Activities	\$9,750	\$621	\$110	\$10,481
Noncash Investing, Capital, and Financing Activities:				
Change in Fair Value of Investments	\$104			\$104

FIDUCIARY FUNDS

Agency Funds

Revenue Collection Fund - To account for the collection and distribution of taxes and licenses for the County and other taxing bodies.

Other Agency Fund - To account for funds received and disbursed by Court Trustees, Hunting and Fishing Licenses, School Impact, Recording, Tax Certificates, Tags and Other Licenses and Building Permit Surcharges.

Sheriff Agency Fund - To account for funds received and disbursed by the Sheriff's Office in a fiduciary capacity.

FIDUCIARY FUNDS

Combining Statement of Fiduciary Assets and Liabilities - Agency Funds

September 30, 2009

(In Thousands)

	<i>Revenue Collection</i>	<i>Other Agency</i>	<i>Sheriff Agency</i>	<i>Total</i>
ASSETS				
Cash and Cash Equivalents	\$ 3,809			\$ 3,809
Investments	16,581	\$ 9,978		26,559
Accounts Receivable (Net)	144		\$1,162	1,306
Delinquent Taxes Receivable (Net)	110,541			110,541
Due from Other Governments		39	5,165	5,204
Total Assets	\$131,075	\$10,017	\$6,327	\$147,419
LIABILITIES				
Accounts Payable	\$ 17	\$ 6		\$ 23
Due to Other Governments	2,341	2,324	\$ 286	4,951
Due to Individuals			5,614	5,614
Escrow Deposits	128,717	7,687	83	136,487
Evidence Seizures			344	344
Total Liabilities	\$131,075	\$10,017	\$6,327	\$147,419

FIDUCIARY FUNDS

Combining Statement of Changes in Assets and Liabilities - Agency Funds

September 30, 2009

(In Thousands)

	<i>Balance October 1, 2008</i>		<i>Additions</i>		<i>Deductions</i>		<i>Balance September 30, 2009</i>
<u>REVENUE COLLECTION</u>							
ASSETS							
Cash and Cash Equivalents	\$ 4,949	\$	10,304,286	\$	10,305,426	\$	3,809
Investments	22,691		16,581		22,691		16,581
Accounts Receivable (Net)	10		49,531		49,397		144
Delinquent Taxes Receivable (Net)	104,984		5,557				110,541
Total Assets	\$ 132,634	\$	10,375,955	\$	10,377,514	\$	131,075
LIABILITIES							
Accounts Payable	\$ 89	\$	57,014	\$	57,086	\$	17
Due to Other Governments	7,255		2,662,990		2,667,904		2,341
Escrow Deposits	125,290		5,112,327		5,108,900		128,717
Total Liabilities	\$ 132,634	\$	7,832,331	\$	7,833,890	\$	131,075
<u>OTHER AGENCY</u>							
ASSETS							
Cash and Cash Equivalents	\$ 8,985	\$	783,855	\$	792,840		
Investments			9,978			\$	9,978
Accounts Receivable (Net)			1,681		1,681		
Due from Other Governments	38		120		119		39
Total Assets	\$ 9,023	\$	795,634	\$	794,640	\$	10,017
LIABILITIES							
Accounts Payable	\$ 1	\$	607	\$	602	\$	6
Due to Other Governments	1,720		136,508		135,904		2,324
Escrow Deposits	7,302		358,622		358,237		7,687
Total Liabilities	\$ 9,023	\$	495,737	\$	494,743	\$	10,017
<u>SHERIFF AGENCY</u>							
ASSETS							
Cash and Cash Equivalents	\$ 275	\$	259,907	\$	260,182		
Accounts Receivable (Net)	1,526		202,059		202,423	\$	1,162
Due from Other Governments	5,410		91,739		91,984		5,165
Total Assets	\$ 7,211	\$	553,705	\$	554,589	\$	6,327
LIABILITIES							
Due to Other Governments	\$ 758	\$	20,542	\$	21,014	\$	286
Due to Individuals	6,346		4,635		5,367		5,614
Escrow Deposits	107				24		83
Evidence Seizures			344				344
Total Liabilities	\$ 7,211	\$	25,521	\$	26,405	\$	6,327

continued

FIDUCIARY FUNDS

Combining Statement of Changes in Assets and Liabilities - Agency Funds, continued

September 30, 2009

(In Thousands)

	<i>Balance October 1, 2008</i>		<i>Additions</i>		<i>Deductions</i>		<i>Balance September 30, 2009</i>
<u>TOTAL - ALL AGENCY FUNDS</u>							
ASSETS							
Cash and Cash Equivalents	\$ 14,209	\$	11,348,048	\$	11,358,448	\$	3,809
Investments	22,691		26,559		22,691		26,559
Accounts Receivable (Net)	1,536		253,271		253,501		1,306
Delinquent Taxes Receivable (Net)	104,984		5,557				110,541
Due from Other Governments	5,448		91,859		92,103		5,204
Total Assets	\$ 148,868	\$	11,725,294	\$	11,726,743	\$	147,419
LIABILITIES							
Accounts Payable	\$ 90	\$	57,621	\$	57,688	\$	23
Due to Other Governments	9,733		2,820,040		2,824,822		4,951
Due to Individuals	6,346		4,635		5,367		5,614
Escrow Deposits	132,699		5,470,949		5,467,161		136,487
Evidence Seizures			344				344
Total Liabilities	\$ 148,868	\$	8,353,589	\$	8,355,038	\$	147,419

SUPPLEMENTAL FINANCIAL SCHEDULES

WATER AND WASTEWATER

Schedule of Net Revenue and Debt Coverage Calculation

AVIATION

Schedule of Deposits to and Withdrawals from Special Funds and Accounts Created by Bond Resolutions

Schedule of Bonds Issued, Paid, Purchased, Redeemed, Cancelled and Defeased

Schedule of Revenues and Current Expenses and Calculation of Debt Coverage in Accordance with Bond Resolution Section 704 (a)

Schedule of Lien Bond Sufficiency Test

PORT EVERGLADES

Schedule of Revenues, Expenses and Debt Service Coverage

Professional Sports Facilities Bonds and First Florida Loan Agreements

Annual Disclosure Information and Debt Service Capacity Calculation

WATER AND WASTEWATER FUND

Schedule of Net Revenue and Debt Coverage Calculation

for the fiscal year ended September 30, 2009
(In Thousands)

	<i>Net Revenue Calculation</i>
Revenue:	
Water	\$42,305
Wastewater	61,639
Other (1)	4,452
Interest Income	3,218
Total Revenue	\$111,614
Current Expenses:	
Water Transmission and Distribution	\$8,838
Water Source of Supply, Treatment and Pumping	9,961
Wastewater Collection and Transmission	9,751
Wastewater Treatment	15,529
Customer Service	4,134
Administrative and General	16,576
Total Current Expenses (2)	\$64,789

	<i>Actual Coverage</i>	<i>Coverage Required</i>
Net Revenue Available for Principal and Interest Requirements	\$46,825	
Principal and Interest Requirements on Series 1988 Bonds	\$ 2,380	
Principal and Interest Requirements on Series 2003 A Bonds	\$ 5,061	
Principal and Interest Requirements on Series 2003 B Bonds	\$ 8,291	
Principal and Interest Requirements on Series 2005 Bonds	\$ 3,837	
Principal and Interest Requirements on Series 2009A Bonds	\$ 5,361	
Coverage of Debt Service by Net Revenue	\$24,930	1.88
Balance Available for Renewal, Replacement and Capital Expenditures	\$21,895	1.20

(1) Includes gross amounts of non-operating revenues allowable

(2) Expenses which can be charged directly as part of the cost of the product or service

AVIATION FUND
Schedule of Deposits to and Withdrawals from
Special Funds and Accounts Created by Bond Resolutions
for the fiscal year ended September 30, 2009
(In Thousands)

	<i>Balances October 1, 2008</i>	<i>Deposits</i>	<i>Withdrawals</i>	<i>Balances September 30, 2009</i>
Revenue-Operating	\$ 39,210	\$197,791	\$183,267	\$ 53,734
Renewal and Replacement	30,119	17,584	20,519	27,184
Improvements	2,959	817	213	3,563
Facilities Improvements	16,089	11,605	9,228	18,466
Discretionary	10,960	1,200	-	12,160
Airline Fees and Charges	22,140	-	7,453	14,687
Restricted Sub-Account	1,400	-	-	1,400
Passenger Facilities Charges	129,269	45,411	75,418	99,262
Bond Reserves	48,412	1,281	1,337	52,949
Series E & F Principal and Interest	3,064	6,903	5,110	4,857
Series G & H Principal and Interest	9,869	15,474	13,337	12,006
Series I & J Principal and Interest	15,905	27,095	24,862	18,138
Series K Principal and Interest	17,789	14,310	17,952	14,147
Series L Principal and Interest	7,531	10,497	10,465	7,563
Series M1/M2 Principal and Interest	1,929	1,210	3,139	-
Construction Funds	157,946	16,722	10,009	164,659

Note: All ending balances include accrued interest.

AVIATION FUND
Schedule of Bonds Issued, Paid, Purchased,
Redeemed, Cancelled and Defeased
for the fiscal year ended September 30, 2009
(In Thousands)

	<i>Total</i>
Balance Outstanding at September 30, 2008	\$801,800
Bonds Issued	101,140
Bond Defeased	-
Bonds Paid	139,375
Balance Outstanding at September 30, 2009	\$763,565

AVIATION FUND

Schedule of Revenues and Current Expenses and Calculation of Debt Coverage in Accordance with Bond Resolution Section 704 (a) for the fiscal year ended September 30, 2009 (In Thousands)

Revenues	\$ 182,697
Current Expenses	118,957
Net Revenues	63,740
Carryover Amount Available from Airline Fees and Charges Sub-Account	22,140
Amount Available for Debt Services	\$85,880
Debt Service:	
Deposit to Principal Account	\$35,065
Deposit to Interest Account	30,443
Transfer from Passenger Facility Charge Capital Improvement Fund	(11,429)
Total Debt Service	\$54,079
Debt Service Coverage by Account Available for Debt Service	159%
Required Debt Service Coverage	125%

AVIATION FUND

Schedule of Lien Bond Sufficiency Test for the fiscal year ended September 30, 2009 (In Thousands)

Existing Passenger Facility Charge Authority	\$782,860
Amount Spent on Pay-As-You-Go Projects	17,310
Series 1998H Convertible Lien Bond Debt Service	9,123
Series 2001I Convertible Lien Bond Debt Service	2,968
Series 2004L Airport System Revenue Bonds	45,059
Series 2004N Airport System Revenue Bonds	958
Total for the Current Year	75,418
Total for Previous Years	256,918
Total Spent and Committed to Date	332,336
Total Available	\$450,524
Projected Aggregate Principal and Interest Requirement	\$217,380
Sufficiency Test	207%
Sufficiency Covenant Requirement	105%

PORT EVERGLADES FUND

Schedule of Revenues, Expenses and Debt Service Coverage

for the fiscal year ended September 30, 2009

(In Thousands)

Operating Revenues:	
Petroleum	\$23,538
Container	28,711
Cruise	32,656
Bulk	1,090
Breakbulk/Neobulk	886
Real Estate	10,383
Other	12,405
Subtotal	109,669
Cost share reimbursements	4,723
Non-Operating-Investment	3,608
Total Revenues	\$118,000
Operating Expenses	
	\$ 73,236
Non-Operating Expenses	438
Total Expenses	\$ 73,674
Net Income Available for Debt Service-	
Senior Lien Bonds and Subordinate Bonds	\$ 44,326

		<i>Actual Coverage</i>	<i>Required Coverage</i>
Debt Service Requirements - Senior Lien Bonds	\$21,847	2.03	1.25
Debt Service Requirements - Senior Lien Bonds	\$21,847		
Principal and interest on Subordinate Bonds	3,309		
Debt Service Requirements - Senior Lien Bonds	\$25,156	1.76	1.10

PROFESSIONAL SPORTS FACILITIES BONDS AND FIRST FLORIDA LOAN AGREEMENTS

**Annual Disclosure Information and Debt Service Capacity Calculation for Covenant to Budget
and Appropriate Debt Associated with the Broward County Professional Sports Facilities Tax
and Revenue Bonds, Series 2006 A& B Loan and Agreements between the County and the First**

Florida Governmental Financing Commission

for the fiscal year ended September 30, 2009

(Dollars In Thousands)

Revenues Pledged for Repayment of the 2006 Professional Sports Facilities Bonds:

Professional Sports Franchise Facilities Tax Revenue	\$	14,203
Professional Sports Franchise State Sales Tax Rebate Receipts		2,000
County Preferred Revenue Allocation Receipts		3,927
Total of Pledged Revenues	\$	20,130
Fiscal Year 2009 Debt Service		13,927
Debt Service Coverage		1.45

Net Available Non-Ad Valorem Revenues for the Fiscal Year Ending September 30, 2009:

License and Permit Fees	\$	16,805
State Revenue Sharing		35,203
Licenses (State Revenue)		607
Local Government Half Cent Sales Tax		45,705
Utility Services Taxes and Fire Rescue Tax		6,352
Fine and Forfeitures		4,036
Interest Earnings		15,623
Charges for Services		335,052
Miscellaneous Revenue		25,923
Non-Revenue Sources/Fund Balance		279,145
Federal/State Grants		77,314
Special Assessments		1,106
Total Gross Non-Ad Valorem Revenues		842,871
Less: Operations Costs to the extent not paid by Ad Valorem Taxes		(615,830)
Total Net Available Non-Ad Valorem Revenues	\$	227,041

**Total Outstanding Debt Secured by and Payable from Non-Ad Valorem Revenues
for the Fiscal Year Ending September 30, 2009:**

*2006 Professional Sports Facilities Bonds	\$	164,750
2007 First Florida		6,020
2006 First Florida		4,900
2005 First Florida		7,150
2002 First Florida		7,760
2000 First Florida, Series B		150
1999 First Florida		12,435
Promissory Note		3,964
Total Non-Ad Valorem General Revenue Debt Outstanding	\$	207,129

(continued)

PROFESSIONAL SPORTS FACILITIES BONDS AND FIRST FLORIDA LOAN AGREEMENTS, *Continued*

<i>Debt Service Capacity:</i>	<i>Maximum Annual Debt Service</i>	<i>Coverage Ratio</i>	<i>Coverage Required</i>
2007 First Florida	\$ 934	2	\$ 1,868
2006 First Florida	413	2	826
2005 First Florida	624	2	1,248
2002 First Florida	2,156	2	4,312
2000 First Florida, Series B	162	2	324
1999 First Florida	1,592	2	3,184
Promissory Note	1,068	1	1,068
Total Debt Service Capacity			\$ 12,830

Total Net Available Non-Ad Valorem Revenues	\$ 227,041
Less Current Coverage Requirements	(12,830)
Subtotal	214,211
Less Coverage Factor (2 x Debt Service)	107,106
Total Remaining Debt Service Capacity	\$ 107,105

* The 2006 Professional Sports Facilities Bonds are primarily secured by the three revenue sources listed at the beginning of this schedule. Because non-ad valorem revenues represent a secondary source of repayment for the 2006 Professional Sports Facilities Bonds, debt service for these bonds is not included in the debt service capacity calculations. Non-ad valorem revenues were not used as a source of repayment for those bonds in fiscal year 2009 and are not anticipated to be used as a source of repayment in fiscal year 2010.

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APPENDIX C

BOND RESOLUTION

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A RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF BROWARD COUNTY, FLORIDA, AUTHORIZING THE ISSUANCE OF BROWARD COUNTY, FLORIDA HALF-CENT SALES TAX REVENUE BONDS TO FUND CAPITAL IMPROVEMENTS IN THE COUNTY; PROVIDING FOR THE PAYMENT OF SUCH BONDS FROM THE LOCAL GOVERNMENT HALF-CENT SALES TAX ALLOCATED TO THE COUNTY; PROVIDING COVENANTS WITH RESPECT TO SUCH BONDS; INITIALLY AUTHORIZING THE ISSUANCE OF HALF-CENT SALES TAX REVENUE BONDS IN ONE OR MORE SERIES, IN AN AGGREGATE PRINCIPAL AMOUNT OF NOT EXCEEDING \$230,000,000 TO FINANCE THE COST OF THE ACQUISITION AND CONSTRUCTION OF A NEW MAIN COURTHOUSE AND RELATED IMPROVEMENTS; AND PROVIDING AN EFFECTIVE DATE.

BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF BROWARD COUNTY, FLORIDA:

ARTICLE I
STATUTORY AUTHORITY; FINDINGS AND DEFINITIONS

SECTION 1.01. AUTHORITY FOR THIS RESOLUTION. Broward County, Florida (the "County"), a political subdivision of the State of Florida (the "State"), under the authority granted by Chapters 212 and 218, Part VI, Florida Statutes, as amended and supplemented, and the Constitution and Laws of the State of Florida, including without limitation, Chapters 125 and 166, Florida Statutes, as amended and supplemented, and the County's home rule charter, is authorized to adopt this resolution.

SECTION 1.02. FINDINGS. The Board of County Commissioners of Broward County, Florida (the "Board") finds and determines that:

A. Pursuant to Chapters 212 and 218, Part VI, Florida Statutes, the County is authorized to issue bonds payable from the County's available share of the local government half-cent sales tax on deposit from time to time in the Local Government Half-Cent Sales Tax Clearing Trust Fund in the State Treasury of the State of Florida.

B. The Board finds it necessary and in the best interests of the County to authorize its Broward County, Florida Half-Cent Sales Tax Revenue Bonds for the purpose of financing the costs of acquisition and construction of certain capital improvements in the County, to include, particularly, a new Main Courthouse, and to pay the costs of issuance of such Bonds, and if deemed necessary, to fund a debt service reserve and pay the costs of a Credit Facility and a Reserve Account Credit Facility.

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Registrar by the Securities Depository or its Participants with respect to any Bond held by the Securities Depository in which a beneficial ownership interest is claimed. With respect to Replacement Bonds, the County, the Paying Agent and the Registrar shall consider the owner of any such Replacement Bond as registered on the registration books of the County maintained by the Registrar to be the Beneficial Owner thereof.

(g) "Bond Counsel" shall mean Edwards Angell Palmer & Dodge LLP and Rasco Klock Reiminger Perez Esquivel Vigli & Nieto, or any other nationally-recognized bond counsel selected by the County.

(h) "Bondholder" or "Owner" or "Holder" or any similar term shall mean any person who shall be the registered owner of any Bond or Bonds, as the case may be, Outstanding under this Resolution.

(i) "Bond Insurance Policy" shall mean an insurance policy, if any, issued for the benefit of the holders of any Bonds, pursuant to which the Bond Insurer shall be obligated to pay when due the principal of and interest on such Bonds to the extent of any deficiency in the amounts in the funds and accounts created under this Resolution, in the manner and in accordance with the terms provided in such Bond Insurance Policy.

(j) "Bond Insurer" shall mean the issuer of a Bond Insurance Policy, or any successor thereto.

(k) "Bonds" shall mean, collectively, the Series 2010 Bonds authorized by this Resolution and any Additional Bonds hereafter issued.

(l) "Book-Entry System" shall mean the system under which either (a) bond certificates are not issued and the ownership of bonds is reflected solely by the bond register, or (b) physical certificates in fully registered form are issued to a Securities Depository or to its nominee as registered owner, with the certificated bonds held by and "immobilized" in the custody of such Securities Depository, and under which records maintained by persons, other than the Registrar, constitute the written record that identifies the ownership and transfer of the beneficial interests in those bonds.

(m) "Build America Bonds" shall mean Build America Bonds (Direct Payment) authorized under Section 514AA of the Code, as further described in Internal Revenue Service Notice 2009-26 or any other bonds authorized under law where interest is not excludable from gross income for federal income tax purposes under the Code but entitled to a federal tax credit or refund in the form of a direct cash subsidy payment from the United States Treasury.

(n) "Code" shall mean the Internal Revenue Code of 1986, as amended, and all subsequent tax legislation duly enacted by the Congress of the United States to the extent applicable to any Series of Bonds issued pursuant to this Resolution. Each reference to a section of the Code herein shall be deemed to include, if applicable, final, temporary or proposed regulations, revenue rulings and procedures issued or amended with respect thereto, and any final, temporary or

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C. The Board shall determine by subsequent action the particular Projects or portions of such Projects to be financed with the proceeds of the Bonds, in one or more series.

D. The Board finds it desirable to authorize the issuance of the Broward County, Florida Half-Cent Sales Tax Revenue Bonds, Series 2010 (Main Courthouse Project) (the "Series 2010 Bonds") as provided in this Resolution and to make provisions for the issuance of Additional Bonds payable on a parity with the Series 2010 Bonds for additional projects, all in the manner provided herein.

SECTION 1.03. DEFINITIONS. All capitalized terms used herein, which are not otherwise defined, shall have the meanings specified below unless the context otherwise clearly requires:

(a) "2010 Project" shall mean the acquisition and construction of a new Main Courthouse located in the County, as more specifically described in the Series Resolution relating to the Series 2010 Bonds.

(b) "Act" shall mean the Constitution and Laws of the State of Florida, including without limitation, Chapters 125, 166, 212 and 218, Part VI, Florida Statutes, as amended and supplemented, and the County's home rule charter.

(c) "Additional Bonds" shall mean any additional obligations issued at any time under the provisions of Section 3.11.B of this Resolution and which shall rank equally as to lien and source of security from Pledged Revenues in all respects with the Bonds. Pursuant to the resolution authorizing a particular Series or issue of BABs, an issue or Series of Bonds may also be secured by Federal Direct Payments relating to such issue or Series, which Federal Direct Payments shall be applied solely to the payment of such issue or Series. Any pledge of Federal Direct Payments shall apply solely to the issue or Series in respect of which such Federal Direct Payments are received.

(d) "Amortization Requirements" shall mean such moneys required to be deposited in the Redemption Account for the purpose of paying when due or redeeming prior to maturity any Term Bonds issued pursuant to this Resolution, the specific amounts and dates of such deposits to be determined in accordance with or under the authority of the Series Resolution authorizing the issuance of such Term Bonds.

(e) "BABs" means Bonds issued as Build America Bonds, Recovery Zone Economic Development Bonds or such other bonds with respect to which Federal Direct Payments are payable.

(f) "Beneficial Owner" shall mean, during any period the Bonds are registered under the Book-Entry System, any purchaser of a Bond and others who acquire a beneficial ownership interest in a Bond held by the Securities Depository. In determining the Beneficial Owner of any Bond, the County, the Paying Agent, and the Registrar, may rely exclusively upon written representations made, and information given, to the County, the Paying Agent and the

PMB 136245.8

proposed regulations and revenue rulings and procedures, as promulgated under the Internal Revenue Code of 1954, as amended, by the Treasury Department or Internal Revenue Service of the United States.

(g) "Cost" or "Cost of the Project" with respect to any Project, shall mean the County's costs properly attributable to the acquisition, construction, renovation and equipping of the Project, including but not limited to, reimbursement to the County for prior expenditures made with respect to the Project, the cost of acquisition or improvement by or for the County of real or personal property or any interest therein, including but not limited to, easements and rights-of-way, costs of physical construction, the cost of any indemnity and surety bonds and premiums on insurance during construction for on-site and off-site improvements, interest on the Bonds prior to, during and for not exceeding one year after the completion of the Project, environmental mitigation costs, engineering, architectural and project management expenses, legal fees and expenses, costs of audits, fees and expenses of the fiduciaries and financial consultants and costs of financing, administrative and general overhead, including the costs of any Credit Facility for the Bonds, the costs of issuing the Bonds (including costs described in Section 3.09 hereof), the costs of keeping accounts and making reports required by this Resolution prior to completion of such Project, amounts, if any, required by this Resolution to be paid into any fund or account established under this Resolution upon the issuance of any Series of Bonds, payments when due (whether at maturity of principal or the due date of interest or upon redemption) on any indebtedness of the County (other than the Bonds) incurred for such Project, costs of machinery, equipment and supplies, and such other expenses as may be necessary for, or incidental to, the completion of the Project or incurred by the County in connection with the issuance of the Bonds.

(h) "Credit Facility" or "Credit Facilities" shall mean, either individually or collectively, as appropriate, any Bond Insurance Policy, surety bond, letter of credit, line of credit, guaranty, or such other instrument or instruments that are intended to enhance the credit quality of the Bonds. The term Credit Facility shall not mean a Reserve Account Credit Facility.

(i) "Credit Facility Issuer" shall mean the provider of a Credit Facility.

(j) "Debt Service Reserve Requirement" shall mean an amount required to be on deposit in a Debt Service Reserve Account, if any is created and established with respect to one or more Series of Bonds, which amount shall equal the lesser of (i) one hundred twenty-five percent (125%) of the average annual amount of debt service on all such Series of Bonds Outstanding for the then current Fiscal Year or any future Fiscal Year (calculated in accordance with Section 3.06(f) with respect to Designated Maturity Debt) (ii) ten percent (10%) of the respective proceeds (as such term is defined under the Code for such purpose) of each such Series of Bonds, or (iii) the Maximum Debt Service on all such Series of Bonds Outstanding for the then current Fiscal Year or any future Fiscal Year. All or a portion of such Debt Service Reserve Requirement may be satisfied by obtaining a Reserve Account Credit Facility with the requisite coverage; provided that, if a supplemental resolution authorizing the issuance of a Series of Bonds provides for or permits the establishment of a separate Debt Service Reserve sub-account to secure only such Series of Bonds (with such Series of Bonds having no claim on the other moneys, if any, deposited to the credit of the Debt Service Reserve Account, if established), the Debt Service Reserve Requirement for such

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Series of Bonds shall be calculated as set forth in or pursuant to the related supplemental resolution, and (x) in such event or (y) in the event that a supplemental resolution relating to a Series of Bonds provides or permits that such Series of Bonds shall not be secured by a Debt Service Reserve Account (or sub-account therein) each such Series of Bonds shall not be deemed Outstanding for purposes of calculating the Debt Service Reserve Requirement under this Resolution. For purposes of calculating the Debt Service Reserve Requirement, debt service on any Series of Bonds to which Federal Direct Payments are related shall be calculated by netting out expected receipts of such Federal Direct Payments. In the case of Variable Rate Bonds, interest on such Variable Rate Bonds shall be assumed to be the greater of (A) one hundred ten percent (110%) of the average interest rate on such Variable Rate Bonds during the twenty-four (24) months ending with the month preceding the date of calculation or such shorter period that such Variable Rate Bonds shall have been Outstanding, and (B) the actual rate of interest on such Variable Rate Bonds on the date of calculation; provided that if a series of Variable Rate Bonds had not been Outstanding prior to the date of calculation, the amount set forth in clause (A) above shall be calculated as though said Variable Rate Bonds had been Outstanding for the twenty-four month period by using (i) one hundred ten percent (110%) of the average of the Securities Industry and Financial Markets Association (SIFMA) Municipal Swap Index for the twenty-four (24) months ending with the month preceding the date of calculation, and (ii) if the Variable Rate Bonds are bonds the interest of which is includable in the gross income of the holders thereof for federal income tax purposes, the 1-month LIBOR interest rate.

(s) "Defeasance Obligations" shall mean, to the extent permitted by law and (other than with respect to the obligations described in clause (i) below) acceptable to the Credit Facility Issuer if the principal of and interest on the defeased Bonds is secured by a Credit Facility and such Credit Facility Issuer is not in default under such Credit Facility or, if not so secured by a Credit Facility, acceptable to the rating agency or agencies then rating the defeased Bonds:

(i) Government Obligations which are not callable prior to maturity except by the holder thereof;

(ii) any bonds or other obligations of any state of the United States of America or of any agency, instrumentality or local governmental unit of any such state (A) which are not callable prior to maturity or as to which irrevocable instructions have been given to the trustee of such bonds or other obligations by the obligor to give due notice of redemption and to call such bonds for redemption on the date or dates specified in such instructions, (B) which are secured as to principal and interest and redemption premium, if any, by a fund consisting only of cash or obligations of the character described in clause (i) hereof, which fund may be applied only to the payment of such principal of and interest and redemption premium, if any, on such bonds or other obligations on the maturity date or dates thereof or the redemption date or dates specified in the irrevocable instructions referred to in subclause (A) of this clause (ii), as appropriate, and (C) as to which the principal of and interest and redemption premium, if any, on the bonds and obligations of the character described in clause (i) hereof which have been deposited in such fund along with any cash on deposit in such fund are sufficient to pay

principal of and interest and redemption premium, if any, on the bonds or other obligations described in this clause (ii) on the maturity date or dates thereof or on the redemption date or dates specified in the irrevocable instructions referred to in subclause (A) of this clause (ii), as appropriate; and

(iii) evidences of ownership of proportionate interests in future interest and principal payments on obligations described in (i) held by a bank or trust company as custodian.

(t) "Designated Maturity Debt" means all Bonds of a Series, or a particular maturity thereof, with a stated maturity of fifteen (15) years or less, designated as such by the County pursuant to a Series Resolution adopted prior to the issuance thereof, for which either (i) no serial maturities or Amortization Requirements have been established or (ii) the aggregate of such serial maturities and Amortization Requirements that have been established is less than the principal amount of such Bonds.

(u) "Federal Direct Payments" shall mean the direct payments from the United States Treasury with respect to BABs, as well as any other grants, tax credits, refunds or other forms of subsidies received from the federal government relative to debt service on any Bonds or indebtedness.

(v) "Finance Director" or "County's Finance Director" shall mean the Chief Financial Officer and Director, Finance and Administrative Services, of the County.

(w) "Fiscal Year" shall mean the period commencing on October 1 of each year and ending on the succeeding September 30, or such other annual period as may be prescribed by law for the County.

(x) "Fitch" shall mean Fitch Ratings, New York, New York, its successors and assigns, and, if such entity shall be dissolved or liquidated or shall no longer perform the functions of a securities rating agency, "Fitch" shall be deemed to refer to any other nationally recognized securities rating agency designated by the County by notice to the Registrar and the Paying Agent.

(y) "Fixed Rate Bonds" shall mean Bonds, the interest rate on which (i) is not, under any circumstances, subject to change during their remaining term, or (ii) is subject to change at specified times and in specified amounts so that the yield and annual debt service for each period during their remaining term is fixed (such as a stepped coupon bond); any Bonds which were not Fixed Rate Bonds as of their date of issuance shall become Fixed Rate Bonds as of any date after their issuance on which the requirements of (i) or (ii) above are met.

(z) "Government Obligations" shall mean direct obligations of, or obligations on which the timely payment of principal and interest are unconditionally guaranteed by, the United States of America.

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(aa) "Half-Cent Sales Tax Revenues" shall mean moneys received by the County from the Local Government Half-Cent Sales Tax Clearing Trust Fund pursuant to the provisions of Chapter 218, Part VI, Florida Statutes.

(bb) "Hedge Agreement" shall mean and include an interest rate exchange agreement, an interest swap agreement, forward purchase agreement, put option contract, call option contract or other financial product which is used by the County as a hedging device with respect to its obligations to pay debt service on any Bonds; provided that such arrangement shall be specifically designated in the certificate of the County's Finance Director as a "Hedge Agreement" for purposes of this Resolution; and provided further that at the time of entering into such Hedge Agreement, the County shall have obtained written evidence that entering into such Hedge Agreement will not, in and of itself, result in a withdrawal or reduction of any rating then assigned to the Bonds by any rating agency or agencies.

(cc) "Hedge Obligations" shall mean net payments required to be made by the County to a counterparty under a Hedge Agreement.

(dd) "Hedge Receipts" shall mean any payments received by the County from a counterparty under a Hedge Agreement.

(ee) "Investment Obligations" shall mean any of the following obligations or securities, to the extent permitted by law:

(i) United States Treasury notes, bonds, bills, or certificates of indebtedness, the timely payment of principal of and interest on which is fully and unconditionally guaranteed by the full faith and credit of the United States of America;

(ii) Obligations issued by the Federal Home Loan Bank, direct obligations and fully guaranteed certificates of beneficial interest of the Export-Import Bank of the United States; debentures of the Federal Housing Administration; guaranteed mortgage-backed bonds and guaranteed pass-through obligations of the Government National Mortgage Corporation; guaranteed Title XI financing of the U. S. Maritime Administration; mortgage-backed securities and senior debt obligations of the Federal National Mortgage Association; and participation certificates and senior debt obligations of the Federal Home Loan Mortgage Corporation;

(iii) Any bonds, notes or other evidences of indebtedness issued by any state, city, county, public district or authority or any other entity, interest on which is exempt from federal income tax under Section 103(a) of the Code, provided that such bonds, notes or evidences of indebtedness shall be rated "Aa3" or better by Moody's, "AA-" or better by S&P and "AA-" or better by Fitch;

(iv) Any repurchase agreement that is with a bank or trust company or financial institution that has a short-term rating not lower than the second highest generic rating category and a long-term rating not lower than the second highest generic rating category by either Moody's, S&P or Fitch and combined capital, surplus and undivided profits not less than \$100,000,000 or with government dealers (any such government dealer must be a member of the Securities Investor Protection Corporation), for Government Obligations having on the date of the repurchase agreement and on the first day of every month thereafter a fair market value equal to at least 103% of the amount of the repurchase obligation of the bank or trust company or financial institution or governmental dealer; provided, however, that (A) the repurchase obligation of the bank or trust company or financial institution or government dealer is collateralized by such Government Obligations themselves, (B) such Government Obligations purchased must be transferred to the depository or a third party agent by physical delivery or by an entry made on the records of the issuer of such Government Obligations and such depository or third party agent and segregated from securities owned generally by the bank or trust company or financial institution or government dealer, (C) a perfected security interest under the Uniform Commercial Code of the state in which the securities are located or book entry procedures presented at 31 C.F.R. Section 306.1 et seq. or 31 C.F.R. Section 350.0 et seq. in such securities is created for the benefit of the owners of the Bonds, and (D) if the repurchase agreement is with the bank serving as Paying Agent or any related party, the third party holding such investments holds them as agent for the benefit of the owners of the Bonds rather than as agent for the bank serving as Paying Agent or any related party and the investments be evaluated no less frequently than weekly to determine if their fair market value equals or exceeds the required 103% level, and if upon such valuation the fair market value is found to be deficient, then the bank shall have no more than five (5) Business Days to pledge additional Government Obligations authorized hereunder for such repurchase agreement so as to satisfy such requirement or the third party holding the investments must be required to liquidate the collateral and disburse the proceeds to the County; provided further, that (A) any such repurchase agreement shall be held free and clear of any lien by the Paying Agent, (B) the repurchase agreement shall have a term of thirty days or less or the depository will value the collateral securities no less frequently than monthly and will liquidate the collateral securities if any deficiency in the required collateral percentage is not restored within two business days of such valuation, and (C) the repurchase agreement matures at least ten days (or other appropriate liquidation period) prior to a debt service payment date;

(v) Investment agreements with a banking institution or insurance company which has an unsecured, uninsured and unguaranteed obligation (or claims-paying ability) rated by at least two (2) nationally recognized rating services in any one (1) of the two (2) highest classifications approved by the Comptroller of the Currency for the investment of funds of national banks, provided that (A) interest is paid at least semiannually at a fixed rate during the entire term of the agreement, consistent with Bond principal and interest payment dates, (B) moneys

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invested thereunder may be withdrawn without any penalty, premium, or charge upon not more than two day's notice (provided such notice may be amended or canceled at any time prior to the withdrawal date), (C) the agreement is not subordinated to any other obligations of such insurance company or bank or bank holding company, (D) the same guaranteed interest rate will be paid on any future deposits made under the agreement, and (E) the County receives an opinion of counsel that such agreement is an enforceable obligation of such insurance company or bank or holding company;

(vi) Units of participation in the Local Government Surplus Funds Trust Fund established pursuant to Part IV, Chapter 218, Florida Statutes, with ratings not lower than the second highest generic rating category by Moody's, S&P and Fitch, and any similar common trust fund which is established pursuant to State law as legal depository of public moneys, with ratings not lower than described above; and

(vii) Any other investment authorized under the laws of the State and approved by the Credit Facility Issuer or Issuers.

(ff) "Maximum Debt Service" shall mean, at any time, the maximum amount required in the then current or any future Fiscal Year (calculated in accordance with Section 3.06(f) with respect to Designated Maturity Debt) to pay (i) the proposed indebtedness of the County (A) which will be payable from Pledged Revenues, or (B) for which any Pledged Revenues will be pledged; and (ii) all Bonds Outstanding. In calculating Maximum Debt Service for the issuance of Additional Bonds under Section 3.11.B. and the Debt Service Reserve Requirement, interest payments on any Bonds which are eligible to receive Federal Direct Payments shall be calculated net of expected receipt of such Federal Direct Payments. In the case of Variable Rate Bonds, interest on such Variable Rate Bonds shall be calculated on the same assumptions provided for interest on Variable Rate Bonds under the definition of Debt Service Reserve Requirement.

(gg) "Moody's" shall mean Moody's Investors Service, Inc., a corporation organized and existing under the laws of the State of Delaware, its successors and assigns, and, if such corporation shall be dissolved or liquidated or shall no longer perform the functions of a securities rating agency, "Moody's" shall be deemed to refer to any other nationally recognized securities rating agency designated by the County by notice to the Registrar and the Paying Agent.

(hh) "Outstanding" shall mean, when used with respect to the Bonds, all Bonds previously delivered except:

(i) Bonds paid or redeemed or delivered to or acquired by the County for cancellation; and

(ii) Bonds which under Article V of this Resolution or under the terms of the supplemental resolution relating to such Bonds are no longer deemed to be Outstanding (such as Bonds that have been defeased).

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(ss) "Reserve Account Credit Facility Issuer" shall mean the issuer of any Reserve Account Credit Facility deposited in the Debt Service Reserve Account in accordance with Section 3.08 hereof.

(tt) "Resolution" shall mean this Resolution as the same may from time to time be amended and supplemented in accordance with the terms hereof.

(uu) "S&P" shall mean Standard & Poor's, a division of The McGraw-Hill Companies, its successors and assigns, and, if such corporation shall be dissolved or liquidated or shall no longer perform the functions of a securities rating agency, "S&P" shall be deemed to refer to any other nationally recognized securities rating agency designated by the County by notice to the Registrar and the Paying Agent.

(vv) "Securities Depository" shall mean, with respect to any Series of Bonds to be issued in book-entry form, The Depository Trust Company, New York, New York, and its successors and assigns, or a successor clearing agency designated pursuant to the terms and provisions of this Resolution, and its successors and assigns.

(ww) "Serial Bonds" shall mean that portion of the Bonds of any Series which shall be stated to mature in annual installments.

(xx) "Series" shall mean all of the Bonds authenticated, issued and delivered at one time under and pursuant to the terms of this Resolution or any supplemental resolution authorizing such Bonds as a separate Series of Bonds, or any Bonds thereafter authenticated and delivered in lieu of or in substitution for such Bonds pursuant to the terms and provisions of this Resolution, regardless of variations in maturity, interest rate or other provisions.

(yy) "Series Resolution" shall mean, as to any one or more Series of Bonds, the resolution of the Board supplementing this Resolution and providing for the authorization, sale and issuance of a Series of Bonds and includes any certificate of award, trust indenture, bond purchase agreement or other document or instrument that is approved by or required to be executed by any such resolution.

(zz) "Term Bonds" shall mean that portion of the Bonds of any Series which are stated to mature on one date and which shall be subject to mandatory redemption by operation of Amortization Requirements.

(aaa) "Variable Rate Bonds" shall mean Bonds which bear interest at an interest rate which is subject to future change so that at the date any calculation of interest is required to be made under this Resolution or any Series Resolution, the interest payable thereon at any future time or for any future interest period (which is related to such calculation) is not known.

Words importing singular number shall include the plural number and vice versa, as the case may be, and words importing persons shall include firms and corporations.

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(ii) "Participants" shall mean brokers, dealers, banks and other financial institutions and other persons for whom, from time to time, the Securities Depository effects book-entry transfers and pledges of securities deposited with the Securities Depository.

(jj) "Paying Agent" shall mean the County's Finance Director or any bank or trust company and any successor bank or trust company appointed by the County to act as Paying Agent hereunder.

(kk) "Pledged Revenues" shall mean the Half-Cent Sales Tax Revenues, Hedge Receipts and the moneys on deposit in the various funds and accounts created and established hereunder or pursuant hereto, and the earnings and investment income arising from the investment and reinvestment thereof, and the Federal Direct Payments, if any, relating to a particular Series of Bonds, and pledged to the payment thereof.

(ll) "Project" shall mean the 2010 Project and any county capital project authorized under the Act, as more particularly described in plans and specifications now on file or to be filed with the County.

(mm) "Recovery Zone" shall mean a Recovery Zone designated as such under Section 1400U-1(b) of the Code by the County pursuant to County Ordinance No. 2010-08 enacted by the Board on January 26, 2010.

(nn) "Recovery Zone Economic Development Bonds" shall mean Recovery Zone Economic Development Bonds (Direct Payment) authorized under Section 1400U-2(b) of the Code, as further described in Internal Revenue Service Notice 2009-26.

(oo) "Refunding Bonds" shall mean any Additional Bonds issued for the sole purpose of refunding and defeasing all or a portion of any Outstanding Series of Bonds under the provisions of Section 3.11.B of this Resolution.

(pp) "Registrar" shall mean the County's Finance Director or any bank or trust company and any successor bank or trust company appointed by the County to act as Registrar hereunder.

(qq) "Replacement Bonds" shall mean certificated Bonds, authenticated and delivered pursuant to the terms and provisions of this Resolution, when the County or the Securities Depository discontinues the Book-Entry System.

(rr) "Reserve Account Credit Facility" shall mean the insurance policy, surety bond or other evidence of insurance acceptable to the County and the Credit Facility Issuer, if any, or letter of credit, acceptable to the County and the Credit Facility Issuer, if any, deposited in the Debt Service Reserve Account to satisfy the Debt Service Reserve Requirement (to the extent established in connection with a Series of Bonds) or in lieu of or in partial substitution for cash or securities on deposit or to be deposited therein as provided in Section 3.08 hereof.

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SECTION 1.04. RESOLUTION CONSTITUTES CONTRACT. In consideration of the acceptance of the Bonds authorized to be issued hereunder by those who shall own the same from time to time, this Resolution shall be deemed to be and shall constitute a contract between the County and the Holder and the covenants and agreements herein and therein set forth to be performed by the County shall be for the benefit, protection and security of the Holder.

ARTICLE II AUTHORIZATION, TERMS, EXECUTION AND REGISTRATION OF BONDS

SECTION 2.01. AUTHORIZATION OF BONDS. Subject and pursuant to the provisions of the Act and this Resolution, Bonds of the County to be known as "Broward County, Florida Half-Cent Sales Tax Revenue Bonds" or "Broward County, Florida Half-Cent Sales Tax Revenue Refunding Bonds," as the case may be, are hereby authorized to be issued as provided in this Resolution, which Bonds may be issued all at one time or from time to time in one or more Series for the purpose of paying all or a portion of the Costs of a Project or refunding all or a portion of any Outstanding Bonds.

The Series Resolution relating to any Series of Bonds shall provide for the terms and provisions of the Bonds of each such Series, including, but not limited to the denomination of each Bond, the numbering sequence of the Bonds, interest rates, maturities, payment dates and redemption and/or tender for purchase provisions. Each Series of Bonds shall be designated as, and shall be distinguishable from, the Bonds of all other Series by such means as the County deems appropriate.

The County may issue all manner and types of Bonds, including, but not limited to Fixed Rate Bonds, Variable Rate Bonds (including index, auction, inverse floater or other types of Variable Rate Bonds), Designated Maturity Debt, current interest bonds, capital appreciation bonds, capital appreciation and income bonds, convertible bonds, put bonds, Serial Bonds, Term Bonds, BABs, taxable or tax-exempt bonds and any combination of these.

The Series 2010 Bonds are hereby authorized to be issued in the aggregate principal amount of not exceeding \$230,000,000, in one or more Series or sub-Series, to finance all or a portion of the cost of the 2010 Project, as may be specified or provided for in the Series Resolution relating to the issuance of such Bonds (including, but not limited to, such Series or sub-Series designation to indicate whether such Series or sub-Series of Bonds are BABs).

SECTION 2.02. MANNER OF PAYMENT OF BONDS. (a) Principal of and redemption premium, if any, on the Bonds shall be payable to the owners of the Bonds upon presentation and surrender of the Bonds as they become due at the designated principal corporate trust office of the Paying Agent. Except as otherwise set forth below, interest on the Bonds shall be payable (i) by check drawn upon the Paying Agent and mailed on the interest payment date to the owners of the Bonds as of the close of business on the fifteenth business day ("Record Date") next preceding each interest payment date at the registered addresses of such owners as they shall appear

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on the registration books as of such Record Date, notwithstanding the cancellation of any Bond upon any exchange or transfer thereof subsequent to the Record Date and prior to such interest payment date, (ii) upon the written request of a registered Bondholder of at least \$1,000,000 in principal amount of Bonds, all payment of interest on its Bonds shall be paid by wire transfer in immediately available funds to an account designated by such registered Bondholder and on file with the Paying Agent as of the applicable Record Date, and (iii) in the case of interest payable upon redemption or at final maturity, upon presentation of the Bonds at the designated principal corporate trust office of the Paying Agent.

(b) If and to the extent that there shall be a default in the payment of the interest due on an interest payment date, such defaulted interest shall be paid to the Owners in whose name the Bonds (or any Bond or Bonds issued upon transfer or exchange thereof) are registered at the close of business on the fifteenth (15th) business day next preceding the date of payment of such defaulted interest established by notice mailed by the Registrar to the registered owners not less than the tenth (10th) day preceding such interest payment date. All payments of principal, redemption premium, if any, and interest shall be made in such coin or currency of the United States of America as, at the respective times of payment, shall be legal tender for the payment of public and private debts.

(c) The foregoing notwithstanding, any Series of Bonds may be registered under the Book-Entry System, as shall be determined by subsequent proceedings of the Board; and, in such case, the payment of principal of, redemption premium, if any, and interest on the Bonds shall be payable in the manner required by the Securities Depository and mutually agreeable to the County and Paying Agent.

SECTION 2.03. NOTICE OF REDEMPTION. (a) In the event any of the Bonds are called for redemption, the Paying Agent shall give notice, in the name of the County, of the redemption of such Bonds, which notice shall (i) specify the Bonds, including Series designation, to be redeemed, the CUSIP numbers, certificate numbers, the date of issue, interest rate, maturity date of the Bonds redeemed, the redemption date, the date of notice, the redemption price and the place or places where amounts due upon such redemption will be payable (which shall be the designated principal corporate trust office of the Paying Agent or of its agent, including the name and telephone number of a representative of such Paying Agent) and, if less than all of the Bonds are to be redeemed, the numbers of the Bonds, and the portions of Bonds, so to be redeemed, and (ii) state that on the redemption date, the Bonds to be redeemed shall cease to bear interest.

If less than all of the Bonds of any one maturity of a Series shall be called for redemption, the particular Bonds to be redeemed shall be selected by the Paying Agent in such manner as the Paying Agent in the Paying Agent's discretion deems fair and appropriate, except as otherwise provided by any Series Resolution.

Notice of redemption shall be given by the Paying Agent in the name of the County by mailing a copy of an official redemption notice to the owners of the Bonds not less than thirty (30) days nor more than sixty (60) days prior to the date fixed for redemption to (i) the respective owners of the Bonds designated for redemption by first class mail at their addresses appearing on

the bond registration books of the County maintained by the Registrar, (ii) the Securities Depository, (iii) at least two nationally recognized information services and (iv) to the registered Bondholders of \$1,000,000 or more in aggregate principal amount (accrued values at maturity for zero coupon bonds) of Bonds; provided, however, that such notice with respect to those Bondholders described in (ii), (iii) and (iv), shall be given by certified mail, return receipt requested.

A second notice of redemption shall be given within sixty (60) days after the redemption date in the manner required above to the registered Bondholders of redeemed Bonds which have not been presented for payment within thirty (30) days after the redemption date. However, failure to give such notice shall not affect the validity of the redemption of the Bonds.

In the case of an optional redemption, the notice of redemption may state that (1) it is conditioned upon the deposit of moneys with the Paying Agent or with an escrow agent under an escrow deposit agreement, in amounts necessary to effect the redemption, no later than the redemption date or (2) the County retains the right to rescind such notice on or prior to the scheduled redemption date (in either case, a "Conditional Redemption"), and such notice and optional redemption shall be of no effect if such moneys are not so deposited or if the notice is rescinded as described in this subsection. Any such notice of Conditional Redemption shall be captioned "Conditional Notice of Redemption." Any Conditional Redemption may be rescinded at any time prior to the redemption date if the County delivers a written direction to the Paying Agent directing the Paying Agent to rescind the redemption notice. The Paying Agent shall give prompt notice of such rescission to the affected Bondholders. Any Bonds subject to Conditional Redemption where redemption has been rescinded, or such moneys not so deposited, shall remain Outstanding, and neither the rescission nor the failure by the County to make such moneys available shall constitute an Event of Default. The County shall give immediate notice to the securities information repositories and the affected Bondholders that the redemption did not occur and that the Bonds called for redemption and not so paid remain Outstanding.

If any of the Bonds are to be redeemed pursuant to an advance refunding, notice of such advance refunding and redemption shall be given in the same manner as above provided.

Anything contained in this Resolution to the contrary notwithstanding, failure to mail any such notice (or any defect therein) to one or more Bondholders shall not affect the validity of any proceedings for such redemption with respect to Bondholders to which notice was duly mailed hereunder.

(b) Notice of redemption having been properly given as described above, any Bonds, which have been duly selected for redemption and for which adequate moneys have been set aside, shall cease to bear interest on the specified redemption date.

SECTION 2.04. BOOK-ENTRY SYSTEM. (a) As long as any Series of Bonds are registered under the Book-Entry System, the County and the Registrar shall comply with the terms of the agreement entered into with the Securities Depository (the "Book-Entry Agreement")

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with respect to such Series. However, the Book-Entry System through the Securities Depository may be terminated upon the happening of any of the following:

(i) The Securities Depository or the County, based upon advice from the Securities Depository, advises the Registrar that the Securities Depository is no longer willing or able to properly discharge its responsibilities under the Book-Entry Agreement and the Registrar and the County are unable to locate a qualified successor clearing agency satisfactory to the Registrar and the County; or

(ii) The County, in its sole discretion but with prior notice to the Registrar, elects to terminate the Book-Entry System by notice to the Securities Depository and the Registrar.

(b) Upon the occurrence of any event described above, the County shall, if necessary, adopt a resolution supplemental to this Resolution to add to the provisions of this Resolution any provisions deemed reasonably necessary or required with respect to Replacement Bonds (including, but not limited to, the provision for the cost and expenses for the printing thereof) and to account for the fact that, thereafter, the Bonds will no longer be registered under the Book-Entry System, and the Registrar shall notify the Securities Depository of the occurrence of such event and of the availability of definitive or temporary Replacement Bonds to Beneficial Owners requesting the same, in an aggregate outstanding amount representing the interest of each such Beneficial Owner, making such adjustments and allowances as it may find necessary or appropriate as to accrued interest and previous payments of principal. Definitive Replacement Bonds shall be issued only upon surrender to the Registrar of the Bond of each maturity by the Securities Depository, accompanied by registration instructions for the definitive Replacement Bonds for such maturity from the Securities Depository. Neither the County nor the Registrar shall be liable for any delay in delivery of such instructions and conclusively may rely on, and shall be protected in relying on, such instructions.

(c) Whenever the Bonds are registered under the Book-Entry System and notice or other communication to the Bondholders is required under this Resolution, unless and until Replacement Bonds shall have been issued with respect to the Bonds, the County or the Registrar, as the case may be, shall give to the Securities Depository one copy of each such notice and communication specified herein or required by this Resolution to be given to the Beneficial Owners of the Bonds.

SECTION 2.05. DESCRIPTION OF BONDS. The Bonds shall be payable, with respect to interest and principal and redemption premium, if any, in any coin or currency of the United States of America which at the time of payment is legal tender for the payment of public and private debts, shall be issued in the form of fully registered Bonds; shall mature at such times, be issued in such denominations, and bear interest at such rate or rates as shall be provided for in the Series Resolution under which such Bonds are issued.

SECTION 2.06. EXECUTION OF BONDS. The Bonds shall be signed in the name of the County by the Mayor of the County (the "Mayor") or in the absence of the Mayor, the

Vice Mayor, and the seal of the County shall be affixed thereto or imprinted or reproduced thereon and attested by the County Clerk of the County (the "County Clerk") or in the absence of the County Clerk, any Deputy County Clerk. The signatures of said Mayor and County Clerk on the Bonds may be manual or facsimile signatures. In case any one or more of the officers who shall have signed or sealed any of the Bonds shall cease to be such officer of the County before the Bonds so signed and sealed shall have been actually sold and delivered, such Bonds may nevertheless be sold and delivered as herein provided and may be issued as if the person who signed and sealed such Bonds had not ceased to hold such office. Any Bond may be signed and sealed on behalf of the County by such person as at the actual time of the execution of such Bond shall hold the proper office, although at the date of issue of such Bonds such person may not have held such office or may not have been so authorized.

The Bonds shall bear thereon a certificate of authentication executed manually by the Registrar. Only such Bonds as shall bear thereon such certificate of authentication shall be entitled to any right or benefit under this Resolution and no Bond shall be valid or obligatory for any purpose until such certificate of authentication shall have been duly executed by the Registrar. Such certificate of the Registrar upon any Bond executed on behalf of the County shall be conclusive evidence that the Bond so authenticated has been duly authenticated and delivered under this Resolution and that the Holder thereof is entitled to the benefits of this Resolution.

SECTION 2.07. NEGOTIABILITY, REGISTRATION AND CANCELLATION. At the option of the registered Holder thereof and upon surrender thereof at the designated principal corporate trust office of the Registrar with a written instrument of transfer satisfactory to the Registrar duly executed by the registered Holder or his duly authorized attorney, and upon payment by such Holder of any charges which the Registrar or the County may make as provided in this Section, the Bonds may be exchanged for Bonds of the same aggregate principal amount of the same Series and maturity, and bearing the same interest rate, of any other authorized denominations.

The Registrar shall keep books for the registration of Bonds and for the registration of transfers of Bonds. The Bonds shall be transferable by the Holder thereof in person or by his attorney duly authorized in writing only upon the books of the County kept by the Registrar and only upon surrender thereof together with a written instrument of transfer satisfactory to the Registrar duly executed by the Holder or his duly authorized attorney. Upon the transfer of any such Bond, the County shall cause to be issued in the name of the transferee a new Bond or Bonds of the same aggregate principal amount of the same Series and maturity, and bearing the same interest rate, and in authorized denominations.

The County, the Paying Agent and the Registrar may deem and treat the person in whose name any Bond shall be registered upon the books kept by the Registrar as the absolute Owner of such Bond, whether such Bond shall be overdue or not, for the purpose of receiving payment of, or on account of, the principal of, premium, if any, and interest on such Bond as the same become due and for all other purposes. All such payments so made to any such Holder or upon his order shall be valid and effectual to satisfy and discharge the liability upon such Bond to

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the extent of the sum or sums so paid, and neither the County, the Paying Agent nor the Registrar shall be affected by any notice to the contrary.

In all cases in which the privilege of exchanging Bonds or transferring Bonds is exercised, the County shall execute and the Registrar shall authenticate and deliver Bonds in accordance with the provisions of this Resolution. All Bonds surrendered in any such exchanges or transfers shall forthwith be delivered to the Registrar and canceled by the Registrar in the manner provided in this Section. There shall be no charge for any such exchange or transfer of Bonds, but the County or the Registrar may require the payment of a sum sufficient to pay any tax, fee or other governmental charge required to be paid with respect to such exchange or transfer. Neither the County nor the Registrar shall be required (a) to transfer or exchange Bonds of any Series for a period of fifteen (15) days next preceding an interest payment date on such Bonds of such Series or next preceding any selection of Bonds of such Series to be redeemed or thereafter until after the mailing of any notice of redemption; or (b) to transfer or exchange any Bonds of any Series called for redemption, in whole or in part.

All Bonds paid or redeemed, either at or before maturity, shall be delivered to the Paying Agent when such payment or redemption is made, and such Bonds, together with all Bonds purchased by the County, shall thereupon be promptly canceled. Bonds so canceled may at any time be destroyed by the Paying Agent, who shall execute a certificate of destruction in duplicate by the signature of one of its authorized officers describing the Bonds so destroyed, and one executed certificate shall be filed with the County and the other executed certificate shall be retained by the Paying Agent.

SECTION 2.08. BONDS MUTILATED, DESTROYED, STOLEN OR LOST.

In case any Bond shall become mutilated, destroyed, stolen or lost, the County may execute and the Registrar shall authenticate and deliver a new Bond of like Series, date, maturity, denomination and interest rate as the Bond so mutilated, destroyed, stolen or lost; provided that, in the case of any mutilated Bond, such mutilated Bond shall first be surrendered to the County and, in the case of any lost, stolen or destroyed Bond, there shall first be furnished to the County and the Registrar evidence of such loss, theft, or destruction satisfactory to the County and the Registrar, together with indemnity satisfactory to them. In the event any such Bond shall be about to mature or have matured or have been called for redemption, instead of issuing a duplicate Bond, the County may direct the Paying Agent to pay the same without surrender thereof. The County and the Registrar may charge the Holder of such Bond their reasonable fees and expenses in connection with this transaction. Any Bond surrendered for replacement shall be canceled in the same manner as provided in Section 2.07 hereof.

Any such duplicate Bonds issued pursuant to this Section shall constitute additional contractual obligations on the part of the County, whether or not the lost, stolen or destroyed Bonds be at any time found by anyone, and such duplicate Bonds shall be entitled to equal and proportionate benefits and rights as to lien on and source and security for payment from the Pledged Revenues (to the extent herein provided), with all other Bonds issued hereunder.

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accounts therein (the "Project Fund"). Within the Sinking Fund there are hereby created the following separate accounts: (a) a Principal and Interest Account (the "Principal and Interest Account"), and (b) a Bond Redemption Account (the "Redemption Account"). With respect to the proceeds of the Series 2010 Bonds there is hereby created and established a 2010 Project Account (the "2010 Project Account") within the Project Fund, with such subaccounts as shall be necessary or appropriate. The Revenue Fund, the Sinking Fund, the Project Fund and the Cost of Issuance Fund, and all accounts and subaccounts therein, shall constitute trust funds for the purposes hereof subject to the pledge and lien thereon for the benefit of the applicable Bondholders. In addition to the foregoing, the County, at its option, may, by Series Resolution, establish a Debt Service Reserve Account or Accounts with respect to one or more Series of Bonds. Any Project Account and any Debt Service Reserve Account, if established, may be held in trust by a trustee on behalf of the Bondholders as provided by Series Resolution.

SECTION 3.05. APPLICATION OF BOND PROCEEDS.

The proceeds received upon issuance of the Series 2010 Bonds shall be deposited into the various funds and accounts created and established for the Bonds as follows:

(a) The accrued interest, if any, derived from the sale of the Series 2010 Bonds shall be deposited in the Principal and Interest Account of the Sinking Fund and used for the purpose of paying a part of the first interest payment on the Series 2010 Bonds as the same becomes due and payable.

(b) An amount equal to the Debt Service Reserve Requirement, if any, shall be deposited in any Debt Service Reserve Account established with respect to the Series 2010 Bonds.

(c) An amount equal to the costs of issuance for the Series 2010 Bonds, as determined by the County's Finance Director, shall be deposited in the Cost of Issuance Fund.

(d) The remaining proceeds of the Series 2010 Bonds shall be deposited in the Project Fund to the credit of the 2010 Project Account to fund all or a portion of the Cost of the 2010 Project, as hereinafter provided.

SECTION 3.06. APPLICATION OF PLEDGED REVENUES. Half-Cent Sales Tax Revenues shall be deposited immediately upon receipt in the Revenue Fund. Federal Direct Payments shall be deposited immediately upon receipt into the Principal and Interest Account in the Sinking Fund and applied to the Series of Bonds to which they relate. Moneys on deposit in the Revenue Fund shall be deposited in the Sinking Fund, and the accounts therein, and otherwise applied, on or before the 25th day of each month, in the following order and priority:

(a)(1) To the Principal and Interest Account, an amount equal to one-sixth (1/6th) of the amount of interest payable on the Bonds of each Series on the next interest payment date (less any amount received as capitalized or accrued interest

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SECTION 2.09. FORM OF BONDS. The text of the Bonds and the Certificate of Authentication shall be in substantially the form attached hereto as Exhibit A.

ARTICLE III SECURITY, COVENANTS, FUNDS AND APPLICATION THEREOF

SECTION 3.01. BONDS SHALL BE REVENUE OBLIGATIONS OF THE COUNTY. The Bonds are revenue obligations of the County and are payable solely in the manner and to the extent set forth in this Resolution. There are hereby pledged for the payment of the principal of, redemption premium, if any, and interest on, the Bonds to be issued in accordance with the terms and the provisions of the Resolution, the Pledged Revenues, which pledge shall be prior and superior to all other liens on such Pledged Revenues. The Bonds shall not be or constitute general obligations of the County, the State or any other political subdivision thereof, or a pledge of the full faith and credit of the County, the State or any other political subdivision thereof, but shall be 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 this Resolution. No Bondholder shall ever have the right to compel the exercise of the ad valorem taxing power of the County, the State or any other political subdivision thereof, or taxation in any form on any real or personal property to pay such Bonds, or the redemption premium, if any, thereof, or the interest thereon, nor shall any Bondholder be entitled to payment of such principal, redemption premium, if any, or interest from any other funds of the County other than as provided in this Resolution. Furthermore, no Bondholder shall ever have a lien on the Project financed with the proceeds of the Bonds.

SECTION 3.02. PAYMENT OF PRINCIPAL AND INTEREST. The County irrevocably pledges and grants a lien upon the Pledged Revenues to pay the principal of, redemption premium, if any, and interest on the Bonds, as the same become due (whether by redemption, at maturity or otherwise), to reinstate any Reserve Account Credit Facility on deposit in the Debt Service Reserve Account (to the extent established for any Series of Bonds), to restore any deficiency in the Debt Service Reserve Account (to the extent established for any Series of Bonds) or any other fund or account created and established hereunder for the Bonds and to pay the fees and expenses of the Paying Agent, the Registrar, the Credit Facility Issuer and the Reserve Account Credit Facility Issuer, if any, and any other costs and expenses of the County relating to the Bonds or the issuance thereof.

The payment of principal of, redemption premium, if any, and interest on the Bonds may, in addition to the Pledged Revenues herein described, be secured by a Credit Facility.

SECTION 3.03. PRESERVATION OF REVENUES. The County shall not take any action to interfere with or impair the pledge and assignment hereunder of the Pledged Revenues.

SECTION 3.04. CREATION OF FUNDS AND ACCOUNTS. The following funds and accounts are hereby created with respect to the Bonds: (1) the Half-Cent Sales Tax Revenue Fund (the "Revenue Fund"); (2) the Sinking Fund and accounts therein (the "Sinking Fund"); (3) the Cost of Issuance Fund (the "Cost of Issuance Fund"); and (4) the Project Fund and

from the proceeds of any Bonds which is available for such interest payment from the Project Fund or otherwise) and an amount equal to one-twelfth (1/12th) of the next maturing installment of principal on all Serial Bonds then Outstanding; provided that, for the purposes of computing the amount to be deposited in the Principal and Interest Account, there shall be taken into account the amount, if any, set aside in said Account from the proceeds of Bonds and any Federal Direct Payments to be used to pay interest on the Series of Bonds to which they relate;

(2) To the Redemption Account, the amount equal to one-twelfth (1/12th) of the principal amount of Term Bonds of each Series then Outstanding required to be retired in satisfaction of the Amortization Requirements for the succeeding Fiscal Year plus the redemption premiums, if any, which would be payable in such Fiscal Year for such Term Bonds if such Term Bonds were to be redeemed prior to their respective maturities from moneys held for the credit of the Debt Service Reserve Account; and

(3) To any Debt Service Reserve Account established in connection with any Series of Bonds, the amount, if any, required for the amount on deposit in such Account to equal the Debt Service Reserve Requirement; and

(4) To the counterparty under any Hedge Agreement, Hedge Obligations, if any, and to the Reserve Account Credit Facility Issuer, the amount, if any, required to reimburse such Issuer for amounts drawn under the Reserve Account Credit Facility.

(b) In addition, subject to the foregoing, the County shall pay from the Pledged Revenues the fees and expenses, at such times as are necessary, of the Paying Agent, the Registrar, the Credit Facility Issuer and the Reserve Account Credit Facility Issuer, if any, and any other fees and expenses of the County relating to the Bonds.

(c) Lastly, moneys from time to time on deposit in the Revenue Fund after application pursuant to paragraphs (a) through (b) above, may, at the election of the County, be used for any other lawful purpose of the County so long as such use shall take into account, (i) the foregoing priorities, and (ii) payments on Designated Maturity Debt that, in the opinion of the Finance Director, under existing market conditions, would be unlikely to be refunded at reasonable rates in the succeeding Fiscal Year; provided, however, that in the event of any deficiencies in any funds or accounts created by this Resolution, the moneys in the Revenue Fund shall first be applied to make up all such deficiencies prior to applying any moneys in the Debt Service Reserve Account for the purposes set forth in this paragraph (c) and in the event of default in payment of the Bonds, there shall be no such application to other lawful purposes for so long as such Bonds shall remain in default.

(d) Notwithstanding the foregoing, in the months between the date of delivery of a Series of Bonds and the next succeeding interest payment date, maturing installment of principal, or redemption date, the amounts specified in subparagraphs (a)(1) and (a)(2) above shall

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be that monthly amount which when multiplied by the number of monthly deposits to the credit of the Sinking Fund for such periods will equal the amount required for payment on the next succeeding interest payment date, maturing installment of principal, or redemption date, respectively.

(c) The amounts specified in subparagraph (a)(1) above shall be reduced to take into account Hedge Receipts to be received on or before the next succeeding interest payment date, and shall be increased to provide for the payment of any Hedge Obligations to be paid on or before the next succeeding interest payment date.

(f) For purposes of determining the annual amount payable in respect of Bonds designated by the County as Designated Maturity Debt, such indebtedness shall be treated on the date of calculation as if (i) from the date of issuance thereof, the principal amount of such indebtedness had been payable as level debt service over a period extended from the designated maturity date thereof through the 30th anniversary of the date of issuance of such indebtedness; and (ii) if fixed rate, the interest accrued at a rate equal to the rate quoted in the 30-year revenue bond index, or, if different, the revenue bond index most closely related to the term of the Designated Maturity Debt, as applicable, published in *The Bond Buyer* no more than two weeks prior to the date of calculation, or if that index is no longer published, another similar index selected by the Finance Director, or if variable rate, then calculated on the same assumptions provided for interest on Variable Rate Bonds under the definition of Debt Service Reserve Requirement.

SECTION 3.07. SINKING FUND - PRINCIPAL AND INTEREST ACCOUNT; REDEMPTION ACCOUNT. The County shall pay out of the Principal and Interest Account to the Paying Agent (i) on or before each interest payment date for any of the Bonds, the amount required for the interest payable on such date; and (ii) on or before the maturity date of each of the Bonds, the amount of principal of such Bonds payable on such date. The County shall pay out of the Redemption Account to the Paying Agent on or before any redemption date for the Bonds, the amount required for the payment of principal and any premium on the Bonds then to be redeemed. Such amounts shall be applied by the Paying Agent on and after the due dates thereof.

SECTION 3.08. SINKING FUND - DEBT SERVICE RESERVE ACCOUNT. The County may, by Series Resolution, establish a Debt Service Reserve Account in the Sinking Fund relating to one or more Series of Bonds. Such Debt Service Reserve Account may, as provided by Series Resolution, be held in trust by a trustee appointed by the County, for application in accordance with this Resolution.

Amounts in the Debt Service Reserve Account shall be used to make up any deficiency in the Principal and Interest Account or the Redemption Account on any interest payment date. If, on the last business day preceding any interest payment date, the amounts on deposit in the Debt Service Reserve Account shall be less than the Debt Service Reserve Requirement, the County shall apply amounts from Pledged Revenues, available for such purposes hereunder, to the extent necessary to cure the deficiency; provided, however, that no further payments shall be required to be made into the Debt Service Reserve Account whenever and as

long as the amount deposited therein shall be equal to the Debt Service Reserve Requirement (including taking into account any Reserve Account Credit Facilities).

Notwithstanding the foregoing provisions, in lieu of the required deposits into the Debt Service Reserve Account for any Series of Bonds, the County may, with the consent of any Credit Facility Issuer for such Series of Bonds, cause to be deposited into the Debt Service Reserve Account a Reserve Account Credit Facility for the benefit of the Bondholders secured thereby, in an amount equal to the difference between the Debt Service Reserve Requirement, and the sums then on deposit in the Debt Service Reserve Account, if any, which Reserve Account Credit Facility shall be payable or available to be drawn upon, as the case may be (upon the giving of notice as required hereunder) on any interest payment date on which a deficiency exists which cannot be cured by moneys in any other fund or account held pursuant to this Resolution and available for such purpose and otherwise meet the requirements of this Section. If a disbursement is made under the Reserve Account Credit Facility, the County shall be obligated to either reinstate the maximum limits of such Reserve Account Credit Facility immediately following such disbursement equal to the Debt Service Reserve Requirement, or to deposit into the Debt Service Reserve Account from the Pledged Revenues, available for such purposes hereunder, as herein provided, funds in the amount of the disbursement made under such Reserve Account Credit Facility, or a combination of such alternatives as shall equal the Debt Service Reserve Requirement.

In the event that any moneys shall be withdrawn from the Debt Service Reserve Account for payments into the Principal and Interest Account or Redemption Account such withdrawals shall be subsequently restored from the first Pledged Revenues, available for such purposes hereunder, after all required payments have been made into the Principal and Interest Account and Redemption Account, including any deficiencies for prior payments unless restored by the reinstatement of the maximum limits of a Reserve Account Credit Facility.

Moneys in the Debt Service Reserve Account or applicable subaccount shall be used only for the purpose of making payments into the Principal and Interest Account or Redemption Account relating to the Series of Bonds to which such account or applicable subaccount relates, when and to the extent the moneys transferred to the Sinking Fund are insufficient for the purpose of paying such Series of Bonds; provided, however, that moneys in the Debt Service Reserve Account may be invested and reinvested as provided for herein; and provided further, however, that moneys on deposit in the Debt Service Reserve Account may, upon final maturity of the Bonds to which such Debt Service Reserve Account or subaccount relates, be used to pay the principal of and interest on the related Series of Bonds.

To the extent required by supplemental resolution with respect to a Series of Bonds, there shall be deposited in the Debt Service Reserve Account from the proceeds derived from the sale of such Series of Bonds an amount equal to the Debt Service Reserve Requirement or in lieu of all or a portion thereof, the Debt Service Reserve Requirement shall be satisfied by the deposit with the Paying Agent, or a trustee appointed by the County, of a Reserve Account Credit Facility with the requisite coverage, all as shall be determined by subsequent proceedings of the Board.

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The Reserve Account Credit Facility at the time of delivery thereof may take any of the following forms:

(i) A surety bond, insurance policy or evidence of insurance issued to the Paying Agent, as agent of the Bondholders, by a company licensed to issue an insurance policy guaranteeing the timely payment of debt service on the Bonds with claims-paying ability rated at least "AA", "A" or "Aa2" by S&P, Fitch or Moody's, respectively.

(ii) A letter of credit issued to the Paying Agent, as agent of the Bondholders, by a bank rated at least "AA" by S&P, "AA" by Fitch or "Aa2" by Moody's, provided the letter of credit is satisfactory in form and substance to the Credit Facility Issuer, if any, for such Series of Bonds.

The delivery of any Reserve Account Credit Facility pursuant to this Section shall be subject to receipt of an opinion of counsel to the County and the Credit Facility Issuer, if any, for such Series of Bonds, in form and substance satisfactory to the County and such Credit Facility Issuer, as to the due authorization, execution, delivery and enforceability of such instrument in accordance with its terms, subject to applicable laws affecting creditors' rights generally, and, in the event the issuer of such Reserve Account Credit Facility is not a domestic entity, an opinion of foreign counsel in form and substance satisfactory to the County and the Credit Facility Issuer, if any.

Cash on deposit in the Debt Service Reserve Account shall be used (or Investment Obligations purchased with such cash shall be liquidated and the proceeds applied as required) prior to any drawing on any Reserve Account Credit Facility. If and to the extent that more than one Reserve Account Credit Facility is deposited in the Debt Service 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.

Whenever the moneys on deposit in the Debt Service Reserve Account shall exceed the Debt Service Reserve Requirement, such excess shall be deposited in the Principal and Interest Account; provided, however, that with respect to such excess during the first twenty-four (24) months following the delivery of a Series of Bonds, to the extent that moneys on deposit in the Debt Service Reserve Account relating to such Series of Bonds represent an excess derived from earnings above the yield on the Series of Bonds, such moneys shall be deposited into the applicable Project Account in the Project Fund, or if no such Project Account has been established or requires no further funding, then into the Sinking Fund. The Investment Obligations in the Debt Service Reserve Account shall be valued at fair market value, exclusive of accrued interest. The County shall determine the value of the Investment Obligations held in the Debt Service Reserve Account five days prior to each interest payment date. Deficiencies resulting from a decline in market value of Investment Obligations on deposit in the Debt Service Reserve Account shall be restored no later than the succeeding valuation date unless required earlier under this Resolution. Further, investments purchased with funds on deposit in the Debt Service Reserve Account shall have an aggregate weighted term to maturity of not greater than five years.

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To the extent that the County creates a separate subaccount within the Debt Service Reserve Account with respect to a Series of Bonds, such Series of Bonds shall be secured by such subaccount and shall have no claim on the other moneys deposited to the credit of the Debt Service Reserve Account. Moneys in such separate subaccount of the Debt Service Reserve Account shall be maintained at the Debt Service Reserve Account Requirement applicable to such Series of Bonds and shall be applied as provided above in this Section 3.08 but solely with respect to the Series of Bonds secured by such subaccount. Moneys shall be deposited to the Debt Service Reserve Account and any subaccounts therein, on a pro rata basis.

Any provisions of this Section 3.08 notwithstanding, the County may, to the extent applicable, in or pursuant to a supplemental resolution relating to a Series of Bonds, provide that such Series of Bonds shall not be secured by the Debt Service Reserve Account (including any subaccounts therein), in which case such Series of Bonds shall not be secured by the Debt Service Reserve Account (including any subaccounts (herein) and moneys, if any, held for the credit of the Debt Service Reserve Account (including any subaccounts therein) shall not be applied as provided above in this Section 3.08 with respect to such Series of Bonds.

SECTION 3.09. COST OF ISSUANCE FUND. Moneys on deposit in the Cost of Issuance Fund shall be used to pay costs of issuing the Bonds to the extent not paid from other sources, which costs may include, all printing expenses incurred in connection with this Resolution, the preliminary and final official statements related to any Series of Bonds; the fees and costs of (including premium for) the Credit Facility Issuer pursuant to the Credit Facility, if any; the fees and costs of (including premium for) the Reserve Account Credit Facility Issuer pursuant to the Reserve Account Credit Facility, if any; administrative expenses of the County; legal fees and expenses of counsel to the County, Bond Counsel, disclosure counsel and counsel to the Credit Facility Issuer; fees and expenses of financial advisors; fees and expenses of any trustee appointed by the County; the Paying Agent and Registrar's initial fees and expenses; and any other expenses incurred in connection with the issuance of a Series of Bonds. Any moneys remaining in the Cost of Issuance Fund not needed for the purposes thereof shall be transferred to the Project Account, or if no Project Account has been established for such Series of Bonds, then to the Sinking Fund.

SECTION 3.10. PROJECT FUND. (1) There shall be paid into any Project Account established in the Project Fund the amounts required to be so paid by the provisions of this Resolution or any supplemental resolution and there may be paid into any Project Account, at the option of the County, any moneys received by the County for or in connection with a Project from any other source, unless required to be otherwise applied. Such Project Account may, as provided by Series Resolution, be held in trust by a trustee appointed by the County for application in accordance with this Resolution.

(2) During the period of construction of the Project, the moneys received pursuant to an insurance claim from insurance maintained against physical loss of or damage to the Project, or of contractors' performance bonds with respect thereto, pertaining to the period of construction thereof shall be paid into the Project Fund to the credit of the related Project Account.

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(3) Any amounts in the Project Fund shall be applied by the County to pay the Cost of the Project (other than the costs of issuing a Series of Bonds, which shall be paid from moneys on deposit in the Cost of Issuance Fund), and separate subaccounts may be established in the related Project Account for any portion of the Project. To the extent that a portion of moneys in the Project Fund represents capitalized interest on a Series of Bonds, such moneys will be transferred to the Sinking Fund in such amount and at such times as contemplated by Section 3.06 of this Resolution.

(4) The completion of a Project shall be evidenced by a certificate of the County Engineer, which shall be filed promptly with the County, stating the date of such completion and the amount, if any, required in the opinion of the signer for the payment of any remaining part of the Cost of the Project, and that the Project has been completed in accordance with the plans and specifications applicable thereto. Upon the filing of such certificate, the balance in the related Project Account (or in any separate account in the Project Account established therefor) in excess of the amount, if any, stated in such certificate shall, as directed by the County be deposited in the Debt Service Reserve Account, if any, to make up any deficiency therein and, thereafter, in the Principal and Interest Account and applied to the retirement of the related Series of Bonds by payment, purchase or redemption at the earliest date permissible under the terms of this Resolution. Notwithstanding the foregoing, the County may apply such balance in the Project Account to any lawful purpose of the County if the County receives: (i) with respect to the proceeds of any Bonds issued as Tax-Exempt Bonds, an opinion from Bond Counsel to the effect that such application will not adversely affect the exclusion of the interest on the Tax-Exempt Bonds (as hereinafter defined) from gross income for federal income tax purposes pursuant to Section 103(a) of the Code; and (ii) with respect to the proceeds of any Bonds issued as BABs, an opinion from Bond Counsel to the effect that such application will not adversely affect the ability of the County to receive Federal Direct Payments from the United States Treasury with respect to such BABs.

SECTION 3.11. COVENANTS OF THE COUNTY. As long as any of the principal of, redemption premium, if any, or interest on any of the Bonds shall be outstanding and unpaid, the County further covenants with the holder of the Bonds as follows:

A. TAX COVENANTS RELATING TO THE CODE.

(i) To the extent Bonds are issued, the interest on which is excluded from gross income for federal income tax purposes ("Tax-Exempt Bonds"), in order to maintain such exclusion, the County covenants to comply with each requirement of the Code. In furtherance of the covenant contained in the preceding sentence, the County agrees to continually comply with the provisions of the "Tax Certificate as to Arbitrage and Instructions as to Compliance with the provisions of Sections 103(a) and 141-150 of the Internal Revenue Code of 1986," to be executed by the County and delivered on the date of issuance and delivery of the Tax-Exempt Bonds, as such certificate may be amended from time to time, as a source of guidance for achieving compliance with the Code.

(ii) The County covenants and agrees with the holders of Tax-Exempt Bonds that the County shall not take any action or omit to take any action, which action or

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may at any time or from time to time issue evidences of indebtedness payable in whole or in part out of the Pledged Revenues, in each case subject and subordinate to payment on the Bonds, which may be secured by a pledge of the Pledged Revenues; provided however that such indebtedness shall be, and shall be expressed to be, subordinated in all respects to the pledge of the Pledged Revenues in favor of the Bonds. The County shall have the right to covenant with the holders from time to time of any such subordinated indebtedness to add to the conditions, limitations and restrictions under which any Additional Bonds may be issued pursuant to Section 3.11.B. hereof.

D. COVENANTS RELATING TO THE PROJECTS. The Project established with respect to an issue of Tax-Exempt Bonds may not be changed or substituted in any way that would cause a material change in the purpose for which such Tax-Exempt Bonds was issued or adversely affect the exclusion of interest on such Tax-Exempt Bonds from gross income for federal income tax purposes unless prior to such material change or substitution the County receives an opinion of Bond Counsel to the effect that such material change or substitution will not, in and of itself, adversely affect the exclusion of interest on such Tax-Exempt Bonds from gross income for federal income tax purposes. In the case of BABs, the Project established with respect to such issue of BABs may not be changed or substituted in any way that would cause a material change in the purpose for which such BABs were issued unless prior to such material change or substitution the County receives an opinion of Bond Counsel to the effect that such material change or substitution will not, in and of itself, adversely affect the ability of the County to receive Federal Direct Payments from the United States Treasury with respect to such BABs.

E. COVENANTS RELATING TO CHAPTER 218, PART VI, FLORIDA STATUTES. Only those units of local government that meet the eligibility requirements for revenue sharing under Section 218.23, Florida Statutes, are eligible to participate in the local governmental half-cent sales tax. The County hereby covenants and agrees that, so long as any Bonds are Outstanding, it will take all lawful action necessary or required to continue to entitle the County to receive Half-Cent Sales Tax Revenues and will take no action that will impair or adversely affect its receipt of such tax.

**ARTICLE IV
INVESTMENT OF FUNDS AND ACCOUNTS**

A. Moneys held in all funds and accounts established under this Resolution shall be invested in Investment Obligations. All Investment Obligations shall mature or shall be subject to redemption at the option of the holder thereof not later than the respective dates when moneys held for the credit of such funds or accounts will be required for the purposes intended, including, in particular, the payment of interest, redemption premium, if any, and principal on the Bonds when due.

B. Whenever a payment or transfer of moneys between two or more of the funds or accounts established hereunder is permitted or required, such payment or transfer may be made in whole or in part by transfer of one or more Investment Obligations at a value determined in accordance with Section 3.08 of this Resolution; provided that the Investment Obligations

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omission would cause the Bonds to be a "private activity bond" or "arbitrage bonds" within the meaning of Sections 141(a) and 148(a), respectively, of the Code.

(iii) The County shall make any and all payments required to be made to the United States Department of the Treasury in connection with the Tax-Exempt Bonds pursuant to Section 148(f) of the Code.

(iv) Notwithstanding any other provision of this Resolution to the contrary, so long as necessary in order to maintain the exclusion from gross income for purposes of federal income taxation of interest on the Tax-Exempt Bonds, the covenants contained in this Section shall survive the payment of the Bonds and the interest thereon.

(v) The Code imposes requirements on BABs that the County must continue to meet after such BABs are issued in order to receive Federal Direct Payments from the United States Treasury. The County covenants to comply with the requirements of the Code with respect to any BABs so that the County may receive Federal Direct Payments from the United States Treasury. In furtherance of the foregoing covenant, the County agrees that it will comply with the provisions of a tax compliance certificate to be prepared by Bond Counsel and executed and delivered on the date of issuance of any BABs. The County covenants that it shall make any and all payments required to be made to the United States Department of the Treasury in connection with the BABs pursuant to Section 148(f) of the Code. Notwithstanding any other provision of this Resolution to the contrary, the covenants contained in this paragraph shall survive the payment of the BABs and the interest thereon, including any payment or defeasance thereof.

B. ADDITIONAL BONDS. The County covenants and agrees that it will not issue or incur any indebtedness payable from or supported by a pledge of the Pledged Revenues unless the County can show that following the issuance of or incurrence of such additional indebtedness the total amount of Pledged Revenues (based on the most recent Fiscal Year) will be greater than 1.50 times the Maximum Debt Service. For purposes of the test described in the foregoing sentence, Pledged Revenues shall not include Federal Direct Payments. Additionally, for purposes of meeting the tests set forth in this subparagraph, "debt service" shall be deemed to include costs due and owing under a Reserve Account Credit Facility, if any, in effect with respect to Bonds, and debt service on Bonds that are eligible for Federal Direct Payments will be calculated net of expected Federal Direct Payments.

The County shall not be required to comply with the requirements above with respect to any Additional Bonds issued for the sole purpose of refunding and defeasing all or a portion of any Outstanding Series of Bonds.

C. SUBORDINATED INDEBTEDNESS. The County covenants and agrees that it will not issue or incur any other indebtedness, except under the conditions and in the manner provided in this Resolution, 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 thereon in favor of the Bonds and the interest thereon. The County

transferred are those in which moneys of the receiving fund or account could be invested at the date of such transfer.

**ARTICLE V
DEFEASANCE**

If the County shall cause to be paid, or there shall be otherwise paid or provision for payment made, to or for the Owners of the Bonds, or any Series of Bonds, the principal of, redemption premium, if any, and interest due or to become due thereon at the times and in the manner stipulated therein, and shall cause to be paid to the Paying Agent or a bank or trust company appointed as escrow agent all sums of money due or to become due according to the provisions hereof, including the fees, expenses and costs of the Paying Agent or escrow agent as contemplated herein, then this Resolution and the lien, rights and interest created hereby shall cease, determine and become null and void as to such Bonds or Series of Bonds (except as to any surviving rights of payment, registration, transfer or exchange of Bonds herein provided for and except with respect to the covenants of the County, which by the terms of this Resolution survive the defeasance of the Bonds).

In addition, any Bond or authorized denominations thereof shall be deemed to be paid within the meaning of this Resolution when (a) payment of the principal of and redemption premium, if any, on such Bond or authorized denominations thereof, plus interest thereon to the due date thereof (whether such due date is by reason of maturity or upon redemption as provided herein) either (i) shall have been provided by irrevocably depositing with the Paying Agent or a bank or trust company acting as escrow agent in trust and irrevocably setting aside exclusively for such payment lawful money of the United States of America in an amount equal to the principal amount of such Bonds, redemption premium, if any, and all unpaid interest thereon to the due date thereof (whether such due date is by reason of maturity or upon redemption as provided herein); or (ii) shall have been provided for by irrevocably depositing with the Paying Agent or a bank or trust company acting as escrow agent in trust and irrevocably setting aside exclusively for such payment Defeasance Obligations maturing as to principal, redemption premium, if any, and interest in such amount and at such time as will ensure the availability of sufficient moneys to make such payment, and (b) all necessary and proper fees, compensation and expenses of the Paying Agent or escrow agent pertaining to any such deposit shall have been paid or the payment thereof provided for to the satisfaction of the Paying Agent or escrow agent, as the case may be. At such times as any Bond or authorized denominations thereof shall be deemed to be paid hereunder, as aforesaid, such Bond or authorized denominations thereof shall no longer be secured by or entitled to the benefits of this Resolution except for the purposes of any such payment from such moneys and/or Defeasance Obligations.

Notwithstanding the foregoing paragraph, in the case of a Bond or authorized denominations thereof which by its terms may be redeemed prior to the stated maturity thereof, no deposit under clause (a)(ii) of the immediately preceding paragraph shall be deemed a payment of such Bond or authorized denominations thereof as aforesaid until: (a) proper notice of redemption of such Bond or authorized denominations thereof shall have been previously given in accordance with Section 2.03 of this Resolution, or (b) in the event said Bond or authorized denominations

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thereof is not to be redeemed within the next succeeding 60 days, until (i) the County shall have given irrevocable instructions to notify, as soon as practicable, the Owner of such Bond in accordance with Section 2.03 hereof that the deposit required by clause (a)(ii) of the immediately preceding paragraph has been made with the Paying Agent or escrow agent, as the case may be, and that said Bond or authorized denominations thereof is deemed to have been paid in accordance with this Article and stating the maturity or redemption date upon which moneys are to be available for the payment of the principal of and the applicable premium, if any, on said Bond or authorized denominations thereof, plus interest thereon to the due date thereof, (ii) the County shall have caused to be delivered to the Paying Agent or escrow agent, as the case may be, and the Credit Facility Provider, if any, a verification report of an independent, certified public accountant showing the sufficiency of such deposit, and (iii) the County shall have received an opinion of Bond Counsel that such Bond or authorized denominations thereof have been paid within the meaning of this Article and that the covenants, liens and pledges contained in this Resolution are fully discharged and satisfied with respect to such Bond or authorized denominations thereof.

Notwithstanding any provision of any other Article of this Resolution which may be contrary to the provisions of this Article, all moneys and/or Defeasance Obligations set aside and held in trust pursuant to the provisions of this Article and necessary for the payment of Bonds or authorized denominations thereof (including interest and premium thereon, if any) shall be applied to and used solely for the payment of the particular Bonds or authorized denominations thereof (including interest and premium thereon, if any) with respect to which such moneys and/or Defeasance Obligations have been so set aside in trust until payment of such Bonds or authorized denominations thereof.

The provisions of this Article shall apply to the Bonds of all or any Series of Bonds Outstanding hereunder or of a particular maturity or of a specific part of a particular maturity to the extent the conditions hereof are expressly satisfied with respect to such Bonds, Series of Bonds, maturity or specific part of a maturity.

Anything in this Article V to the contrary notwithstanding, if moneys or Defeasance Obligations have been deposited or set aside with the Paying Agent pursuant to this Article for the payment of Bonds or authorized denominations thereof and the interest and premium, if any, thereon shall not have in fact been actually paid in full, no amendment to the provisions of this Article shall be made without the consent of the Owner of each of the Bonds affected thereby.

Notwithstanding the foregoing, in the event that the payment or deposit in the amount and manner provided in this Resolution has been made by the Credit Facility Issuer under the terms of its Credit Facility, the Credit Facility Issuer shall be subrogated to the rights of the Holders of the Bonds and the liability of the County, with respect thereto, shall not be discharged or extinguished and the covenants, liens and pledges contained in this Resolution shall not be fully discharged and satisfied.

Notwithstanding anything contained in this Article to the contrary, the covenants, liens and pledges contained in this Resolution shall not be fully discharged and satisfied until all obligations owed to the provider of any Reserve Account Credit Facility have been satisfied.

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Issuer, if any, may pursue any available remedy at law or in equity, or by statute, including any applicable law or statute of the United States of America or of the State, by suit, action, mandamus or other proceeding in any court of competent jurisdiction, to enforce the payment of principal of and interest on the Bonds then Outstanding or the obligations of the County hereunder. Notwithstanding anything contained in this subsection to the contrary, neither the Credit Facility Issuer, if any, nor the Owners shall have the right to accelerate the payment of principal of and interest on the Bonds.

Prior written consent of the Credit Facility Issuer, if any, shall be required only as long as the Credit Facility Issuer shall not be in default under the Credit Facility and not be the subject of a liquidation, bankruptcy, insolvency or similar proceedings.

No right or remedy provided by the terms of this Resolution is intended to be exclusive of any other right or remedy, but each and every such right or remedy shall be cumulative and shall be in addition to any other right or remedy now or hereafter existing at law or in equity or by statute. The assertion or employment of any right or remedy shall not prevent the concurrent or subsequent assertion or employment of any other right or remedy.

No delay or omission in exercising any right or remedy accruing upon any Event of Default shall impair any such right or remedy or shall be construed to be a waiver of any such Event of Default or acquiescence therein; and every such right or remedy may be exercised from time to time and as often as may be deemed expedient.

No waiver of any Event of Default hereunder, shall extend to or shall affect any subsequent Event of Default or shall impair any rights or remedies consequent thereon.

SECTION 6.03. RESTORATION TO FORMER POSITION. In the event that any proceeding taken to enforce any right under this Resolution shall have been discontinued or abandoned for any reason, or shall have been determined adversely, then the County, the Credit Facility Issuer, if any, and the Owners shall be restored to their former positions and rights hereunder, respectively, and all rights, remedies and powers shall continue as though no such proceeding had been taken.

SECTION 6.04. OWNERS' RIGHT TO DIRECT PROCEEDINGS. Anything in this Resolution to the contrary notwithstanding, the Owners of a majority in aggregate principal amount of the Bonds then Outstanding hereunder shall have the right, by an instrument in writing and upon the prior written consent of the Credit Facility Issuer, if any, to direct the time, method and place of conducting all remedial proceedings available under this Resolution or exercising any power conferred by this Resolution.

SECTION 6.05. NO IMPAIRMENT OF RIGHT TO ENFORCE PAYMENT. Notwithstanding any other provision in this Resolution, the right of any Owner of Bonds to receive payment of the principal of and interest on such Bond, on or after the respective due dates expressed therein, or to institute suit for the enforcement of any such payment on or after such respective date, shall not be impaired or affected without the consent of such Owner.

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ARTICLE VI DEFAULTS AND REMEDIES

SECTION 6.01. EVENTS OF DEFAULT. Each of the following events shall constitute and is referred to in this Resolution as an "Event of Default":

(a) A failure by the County to pay the principal of and redemption premium, if any, on any of the Bonds when the same shall become due and payable at maturity or upon redemption; or

(b) A failure by the County to pay an installment of interest on any of the Bonds when such interest has become due and payable; or

(c) A failure of the County to reinstate any amounts required to cure any deficiency in the Debt Service Reserve Account, pursuant to the requirements of Section 3.08, during the year succeeding the year in which such deficiency occurs; or

(d) A failure by the County to observe and perform any covenant, condition, agreement or provision (other than as specified in clauses (a), (b) and (c) of this Section 6.01) contained in the Bonds or in this Resolution on the part of the County to be observed or performed, which failure shall continue for a period of thirty (30) days after written notice, specifying such failure and requesting that it be remedied, shall have been given to the County by the Credit Facility Issuer, if any, or by the request of Owners of not less than 25% in aggregate principal amount of the Bonds then Outstanding, subject to the prior written consent of the Credit Facility Issuer, if any, unless the Credit Facility Issuer, if any, or the Owners of an aggregate principal amount of Bonds of not less than the aggregate principal amount of Bonds the Owners of which provided such notice, as the case may be, shall agree in writing to an extension of such period prior to its expiration, subject to the prior written consent of the Credit Facility Issuer, if any; provided, however, that the Owners of such aggregate principal amount of Bonds, or the Credit Facility Issuer, as the case may be, shall be deemed to have agreed to an extension of such period if corrective action is initiated by the County, or on behalf of the County, within such period and is being diligently pursued.

If on the date payment of principal of or interest on the Bonds is due, sufficient moneys are not available to make such payment, the Paying Agent shall give immediate notice by telephone, telegraph or other electronic means, promptly confirmed in writing of such insufficiency to the Credit Facility Issuer and the Reserve Account Credit Facility Issuer, if any. The Paying Agent and the County shall do all other things necessary to effectuate the terms and provisions of the Credit Facility and the Reserve Account Credit Facility.

SECTION 6.02. REMEDIES; RIGHTS OF BONDHOLDERS. Upon the occurrence of an Event of Default, under Subsections 6.01(a), or 6.01(b) of this Article VI, any Bondholder may, or upon the occurrence of an Event of Default under Subsections 6.01(c) or 6.01(d) of this Article VI, the Credit Facility Issuer, if any, or the Owners of not less than 25% in aggregate principal amount of the Bonds then Outstanding, with the consent of the Credit Facility

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ARTICLE VII MISCELLANEOUS PROVISIONS

SECTION 7.01. MODIFICATION OR AMENDMENT. (a) Except as provided in paragraph (b) below, no material modification or amendment of this Resolution or of any resolution amendatory thereof or supplemental thereto, may be made without the consent in writing of the Owners of a majority in principal amount of the Bonds then Outstanding; provided, however, that no modification or amendment shall permit a change in the maturity or redemption of such Bonds or a reduction in the rate of interest thereon, or affect the unconditional promise of the County to pay the interest of, redemption premium, if any, and principal on the Bonds, as the same mature or become due, from the Pledged Revenues, or reduce such percentage of Owners of such Bonds required above for such modification or amendments, without the consent of the Owners of all the Bonds affected.

(b) This Resolution may be supplemented, amended, changed, modified, and altered without the consent of the Owners of Bonds, (i) to cure any ambiguity, or correct or supplement any provisions contained herein which may be defective or inconsistent with any other provisions contained herein, (ii) to grant to or confer upon the Bondholders any additional rights, remedies, powers, authority or security that may lawfully be granted to or conferred upon the Bondholders, (iii) to add to the conditions on the limitations and restrictions on the issuance of Bonds under the provisions of this Resolution, other conditions, limitations and restrictions thereafter to be observed, (iv) to provide for the issuance of Additional Bonds in accordance with Section 3.11.B. hereof, (v) to make such changes necessary to allow for the issuance of Fixed Rate Bonds, Variable Rate Bonds (including index, auction, inverse float or other types of Variable Rate Bonds), Designated Maturity Debt, current interest bonds, capital appreciation bonds, capital appreciation and income bonds, convertible bonds, put bonds, Serial Bonds, Term Bonds, BABs, taxable or tax-exempt bonds and any combination of these, and such other forms of Bonds that may be marketable from time to time, (vi) to provide other changes which will not adversely affect the interest of such Owners (without taking into account the existence of a Credit Facility), (vii) to maintain the exclusion of interest on the Tax-Exempt Bonds from gross income for federal income tax purposes, (viii) to secure or maintain a rating on the Bonds, or (ix) to provide market disclosure regarding the Bonds and the County's financial condition in accordance with municipal guidelines regarding the same and adopted by the County.

(c) Anything in this Section 7.01 to the contrary notwithstanding, to the extent the Bonds are secured by a Credit Facility and such Bonds are then rated at least investment-grade by S&P, Fitch and Moody's, then the consent of the Credit Facility Issuer shall constitute the consent of the Holders of the Bonds, provided such Credit Facility Issuer is not in default under the Credit Facility or the subject of any liquidation, bankruptcy, insolvency or similar proceeding; and provided, further, that no modification or amendment shall permit a change in the maturity or redemption of such Bonds or a reduction in the rate of interest thereon, or affect the unconditional promise of the County to pay the interest of, redemption premium, if any, and principal on the Bonds, as the same mature or become due, from the Pledged Revenues, or adversely affect the rights of Bondholders or reduce the percentage of Owners of such Bonds required in Section

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7.01(a) above for such modification or amendment, without the consent of the Owners of all the Bonds affected.

SECTION 7.02. SEVERABILITY OF INVALID PROVISIONS. If any one or more of the covenants, agreements or provisions, or any part thereof, of this Resolution should be held contrary to any express provision of law or contrary to the policy of express law, though not expressly prohibited, or against public policy, or shall for any reason whatsoever be held invalid, then such covenants, agreements or provisions shall be null and void and shall be deemed separate from the remaining covenants, agreements or provisions, and shall in no way affect the validity of any of the other provisions of this Resolution or of the Bonds issued hereunder.

SECTION 7.03. REPEALER. All resolutions and orders, or parts thereof, in conflict herewith are, to the extent of such conflict, hereby repealed.

SECTION 7.04. GOVERNING LAW. The Bonds are to be issued and this Resolution is adopted with the intent that the laws of the State shall govern their construction.

SECTION 7.05. EFFECTIVE DATE. This Resolution shall take effect immediately upon its adoption.

ADOPTED by the Board of County Commissioners of Broward County, Florida this 8 day of June 2010.

(SEAL)



Mayor, Broward County, Florida

County Administrator and Ex-Officio Clerk of the Board of County Commissioners

Edmund Angel Palma & Dodge, LLC

Approved as to Form by Bond Counsel

A RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF BROWARD COUNTY, FLORIDA SUPPLEMENTING THE RESOLUTION ENTITLED: "A RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF BROWARD COUNTY, FLORIDA, AUTHORIZING THE ISSUANCE OF BROWARD COUNTY, FLORIDA HALF-CENT SALES TAX REVENUE BONDS TO FUND CAPITAL IMPROVEMENTS IN THE COUNTY; PROVIDING FOR THE PAYMENT OF SUCH BONDS FROM THE LOCAL GOVERNMENT HALF-CENT SALES TAX ALLOCATED TO THE COUNTY; PROVIDING COVENANTS WITH RESPECT TO SUCH BONDS; INITIALLY AUTHORIZING THE ISSUANCE OF HALF-CENT SALES TAX REVENUE BONDS IN ONE OR MORE SERIES, IN AN AGGREGATE PRINCIPAL AMOUNT OF NOT EXCEEDING \$230,000,000 TO FINANCE THE COST OF THE ACQUISITION AND CONSTRUCTION OF A NEW MAIN COURTHOUSE AND RELATED IMPROVEMENTS; AND PROVIDING AN EFFECTIVE DATE"; AUTHORIZING THE ISSUANCE OF NOT EXCEEDING \$185,000,000 AGGREGATE PRINCIPAL AMOUNT OF BROWARD COUNTY, FLORIDA HALF-CENT SALES TAX REVENUE BONDS (MAIN COURTHOUSE PROJECT), SERIES 2010A, \$185,000,000 AGGREGATE PRINCIPAL AMOUNT OF BROWARD COUNTY, FLORIDA HALF-CENT SALES TAX REVENUE BONDS (MAIN COURTHOUSE PROJECT), SERIES 2010B (FEDERALLY TAXABLE - BUILD AMERICA BONDS - DIRECT PAYMENT) AND \$48,780,000 AGGREGATE PRINCIPAL AMOUNT OF BROWARD COUNTY, FLORIDA HALF-CENT SALES TAX REVENUE BONDS (MAIN COURTHOUSE PROJECT), SERIES 2010C (FEDERALLY TAXABLE - RECOVERY ZONE ECONOMIC DEVELOPMENT BONDS - DIRECT PAYMENT), AS FURTHER DESCRIBED HEREIN, TO PAY THE COST OF THE ACQUISITION AND CONSTRUCTION OF A NEW MAIN COURTHOUSE AND RELATED IMPROVEMENTS; AUTHORIZING THE PURCHASE OF A CREDIT FACILITY AND A RESERVE ACCOUNT CREDIT FACILITY; FIXING CERTAIN DETAILS OF SAID BONDS; DELEGATING THE AWARD AND SALE OF SAID BONDS ON A NEGOTIATED BASIS TO THE UNDERWRITERS NAMED HEREIN AND FIXING OTHER SUCH DETAILS PURSUANT TO THE PURCHASE CONTRACT, SUBJECT TO THE SATISFACTION OF CERTAIN PARAMETERS DESCRIBED HEREIN; APPROVING THE FORM AND AUTHORIZING THE EXECUTION AND DELIVERY OF A PURCHASE CONTRACT AND A CONTINUING DISCLOSURE CERTIFICATE; APPROVING THE FORM AND AUTHORIZING THE EXECUTION AND DELIVERY OF A PROJECT ACCOUNT AND DEBT SERVICE RESERVE ACCOUNT TRUST INDENTURE; APPROVING THE FORM OF AND AUTHORIZING THE DISTRIBUTION OF A PRELIMINARY OFFICIAL STATEMENT AND AUTHORIZING THE

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EXECUTION AND DELIVERY OF AN OFFICIAL STATEMENT PERTAINING TO SAID BONDS AND DELEGATING TO THE MAYOR OR THE COUNTY ADMINISTRATOR THE AUTHORITY TO DEEM THE PRELIMINARY OFFICIAL STATEMENT FINAL; AUTHORIZING THE ISSUANCE OF ALL OR A PORTION OF THE BONDS AS BUILD AMERICA BONDS AND/OR RECOVERY ZONE ECONOMIC DEVELOPMENT BONDS; AUTHORIZING CERTAIN OFFICIALS OF THE COUNTY TO EXECUTE ANY DOCUMENT OR TO TAKE ANY ACTIONS REQUIRED IN CONNECTION WITH THE ISSUANCE OF SAID BONDS; AND PROVIDING FOR SEVERABILITY AND AN EFFECTIVE DATE.

WHEREAS, Broward County, Florida (the "County"), pursuant to a Resolution adopted by the Board of County Commissioners of the County (the "Board") on June 8, 2010 (the "Master Resolution"), is authorized to issue Bonds, from time to time, to finance certain Projects; and

WHEREAS, all capitalized undefined terms herein shall have the meanings ascribed thereto in the Master Resolution; and

WHEREAS, the County has determined by adoption of this resolution (this "Series 2010 Resolution") to supplement the Master Resolution hereby; and

WHEREAS, the Board has determined that it is in the best interests of the County and its citizens to issue not exceeding \$230,000,000 aggregate principal amount of Broward County, Florida Half-Cent Sales Tax Revenue Bonds (Main Courthouse Project), Series 2010, in one or more Series (collectively, the "Series 2010 Bonds") under the provisions of the Master Resolution, for purposes of providing funds to: (i) pay the Cost of the Project more particularly described in Exhibit "A" to this Series 2010 Resolution (the "2010 Project"), (ii) fund a Debt Service Reserve Account, if deemed necessary, and (iii) pay the costs of issuance related to the Series 2010 Bonds; and

WHEREAS, in connection with the issuance of Bonds under the Master Resolution, the County deems it to be in the best financial interest of the County to have the flexibility of issuing BABs; and

WHEREAS, pursuant to County Ordinance No. 2010-08 enacted by the Board on January 26, 2010 ("Recovery Zone Ordinance"), the County designated the entire geographic area of the County as a "Recovery Zone" for purposes of Sections 1400U-1, 1400U-2 and 1400U-3 of the Code and it is necessary to delegate authority to designate a portion of the Series 2010 Bonds as Recovery Zone Economic Development Bonds; and

WHEREAS, subject to the terms and conditions set forth in the Master Resolution and this Series 2010 Resolution, Morgan Stanley & Co. Incorporated, Citigroup Global Markets Inc., Goldman Sachs & Co. and Siebert Bradford Shank & Co., LLC (collectively, the "Underwriters") are expected to submit an offer to the County to purchase the Series 2010 Bonds by negotiated sale pursuant to the terms of a Bond Purchase Contract between the County and

the Underwriters, the form of which is attached hereto as Exhibit "B" (the "Purchase Contract"); and

WHEREAS, due to the willingness of the Underwriters to purchase the Series 2010 Bonds at interest rates favorable to the County and the critical importance of timing of the sale of the Series 2010 Bonds, current favorable market conditions, time constraints and the uncertainty inherent in a competitive bidding process, it is hereby determined that it is in the best interest of the public and the County to sell the Series 2010 Bonds at a negotiated sale upon meeting the conditions precedent herein set forth and as set forth in the Purchase Contract; and

WHEREAS, upon satisfaction of the conditions set forth herein, the County desires to sell the Series 2010 Bonds pursuant to the Purchase Contract; and

WHEREAS, prior to the award and sale of the Series 2010 Bonds, the County will be provided by the Underwriters all applicable disclosure information required by Section 218.385, Florida Statutes, a copy of which will be attached to or otherwise included as part of the Purchase Contract; and

WHEREAS, the County desires to approve the form of and authorize the distribution of a Preliminary Official Statement, the proposed form of which is attached hereto as Exhibit "C" (the "Preliminary Official Statement") in connection with the marketing and sale of the Series 2010 Bonds, to authorize the execution and delivery of a final official statement incorporating the final details of the Series 2010 Bonds, and to delegate to the Mayor or, in the alternative, the County Administrator, the authority to execute a certificate deeming the Preliminary Official Statement "final" within the meaning of Rule 15c2-12 under the Securities Exchange Act of 1934, as amended (the "Rule"); and

WHEREAS, the County desires to approve the form of and authorize the execution of a Continuing Disclosure Certificate, the proposed form of which is attached hereto as Exhibit "D" (the "Continuing Disclosure Certificate"); and

WHEREAS, the County desires to approve the form of and authorize the execution of a Project Account and Debt Service Reserve Account Trust Indenture, the proposed form of which is attached hereto as Exhibit "E" (the "Indenture"); and

WHEREAS, the County desires to provide the flexibility to obtain a Credit Facility for the Series 2010 Bonds and/or a Reserve Account Credit Facility; and

WHEREAS, the County desires to provide for the payment of its outstanding Sales Tax Revenue Commercial Paper Notes, payable from Half-Cent Sales Tax Revenues, prior to the issuance of the Series 2010 Bonds; and

WHEREAS, with respect to the Series 2010 Bonds, the County desires to use the Book-Entry System of registration with The Depository Trust Company, New York, New York ("DTC"); and

WHEREAS, this Series 2010 Resolution shall constitute a Series Resolution for purposes of the Master Resolution; and

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NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF BROWARD COUNTY, FLORIDA:

SECTION 1. AUTHORITY. This Series 2010 Resolution is adopted pursuant to the Master Resolution, the Constitution and Laws of the State of Florida, including without limitation, Chapters 125, 166, 212 and 218, Part VI, Florida Statutes, as amended and supplemented, and the County's home rule charter.

SECTION 2. DEFINITIONS. All terms used herein in capitalized form that are defined in the Master Resolution shall have the same meaning as are ascribed to those terms therein, unless a different or additional meaning is given to those terms herein, or unless the context otherwise clearly requires. All terms defined in the preamble to this Series 2010 Resolution shall have the meaning ascribed thereto in said preamble. Unless the context otherwise clearly requires, the capitalized words and terms defined in this Section shall have the following meanings:

"Project Account and Debt Service Reserve Account Trust Indenture" or "Indenture" shall mean the Project Account and Debt Service Reserve Account Trust Indenture between the County and the Trustee authorized hereunder.

"City" shall mean the City of Fort Lauderdale, Florida.

"County Administrator" shall mean the County Administrator and Ex-Officio Clerk of the Board, or her designee or the officer succeeding to her principal functions.

"Paying Agent" shall mean initially Regions Bank, Jacksonville, Florida, or thereafter, either the Finance Director or any bank or trust company designated as such by the County Administrator.

"Registrar" shall mean initially Regions Bank, Jacksonville, Florida, or thereafter, either the Finance Director or any bank or trust company designated as such by the County Administrator.

"Trustee" shall mean initially Regions Bank, Jacksonville, Florida, as a party to the Project Account and Debt Service Reserve Account Trust Indenture described in Section 11 of this Series 2010 Resolution.

Words of masculine gender include correlative words of the feminine and neuter genders. Unless the context shall otherwise indicate, words importing singular number shall include the plural number in each case and vice versa, and words importing persons shall include corporations and associations, including public bodies, as well as natural persons.

SECTION 3. FINDINGS AND DETERMINATIONS. It is hereby found and determined that:

A. The recitals contained in the preamble are incorporated herein by this reference.

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Sales Tax Revenue Bonds (Main Courthouse Project), Series 2010A (the "Series 2010A Bonds"), \$185,000,000 aggregate principal amount of Broward County, Florida Half-Cent Sales Tax Revenue Bonds (Main Courthouse Project), Series 2010B (Federally Taxable - Build America Bonds - Direct Payment) (the "Series 2010B Bonds") and \$48,780,000 aggregate principal amount of Broward County, Florida Half-Cent Sales Tax Revenue Bonds (Main Courthouse Project), Series 2010C (Federally Taxable - Recovery Zone Economic Development Bonds - Direct Payment) (the "Series 2010C Bonds" and together with the Series 2010A Bonds and Series 2010B Bonds, the "Series 2010 Bonds"). The Series 2010 Bonds are being issued for the purpose of providing funds, together with certain other legally available moneys, to: (i) pay the Cost of the 2010 Project, (ii) fund a Debt Service Reserve Account, if deemed necessary, and (iii) pay the costs of issuance related thereto. Notwithstanding anything herein to the contrary, however, the Series 2010 Bonds shall not be issued and delivered until the conditions specified in Section 6 of this Series 2010 Resolution have been met.

SECTION 5. THIS RESOLUTION TO CONSTITUTE CONTRACT. Upon and in consideration of the acceptance of the Series 2010 Bonds by the registered owners thereof, this Series 2010 Resolution shall be deemed to be and shall constitute a contract between the County and the holders of the Series 2010 Bonds. The covenants and agreements set forth in the Master Resolution to be performed by the County shall be for the equal and proportionate benefit, protection and security of the holders of the Bonds issued pursuant to the Master Resolution and the terms thereof shall be of equal rank, without preference, priority or distinction over any other thereof, except as expressly provided in the Master Resolution.

SECTION 6. TERMS AND FORM OF SERIES 2010 BONDS

A. The Mayor and the County Administrator are hereby authorized and directed to award the sale of the Series 2010 Bonds to the Underwriters and to approve the terms thereof, including, without limitation, the principal amount, the maturity dates and the principal amounts per maturity, the dated date, the delivery date, the first interest payment date with respect thereto, the interest rate or rates with respect thereto, the purchase price thereof, the redemption terms with respect thereto and the exact series designation; provided, however, in the case of Series 2010 Bonds issued as Bonds, the interest on which is excludable from gross income for federal income tax purposes under the Code (the "Tax-Exempt Series 2010 Bonds") that in no event shall (i) the principal amount of the Tax-Exempt Series 2010 Bonds, together with the Taxable Series 2010 Bonds (described below), if any, exceed \$230,000,000, (ii) the purchase price be less than 98% of the original principal amount of the Tax-Exempt Series 2010 Bonds (excluding original issue discount and/or premium) (the "Tax-Exempt Minimum Purchase Price"), (iii) the true interest cost rate (the "TIC") exceed 5.50% (the "Tax-Exempt Maximum TIC"), or (iv) the final maturity date be later than October 1, 2040; and provided further, however, in the case of Series 2010 Bonds issued as BABs (the "Taxable Series 2010 Bonds") that in no event shall (i) the principal amount of the Taxable Series 2010 Bonds, together with the Tax-Exempt Series 2010 Bonds, if any, exceed \$230,000,000, (ii) the purchase price be less than 98% of the original principal amount of the Taxable Series 2010 Bonds (excluding original issue discount and/or premium) (the "Taxable Minimum Purchase Price"), (iii) the TIC exceed 7.25% (the "Taxable Maximum TIC"), or (iv) the final maturity date be later than October 1, 2040. No Taxable Series 2010 Bond shall be sold with more than a de minimis amount of premium over the par amount of such maturity, as determined in accordance with Section 1273(a)(3) of the Code. The maximum

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B. The acquisition and construction of the 2010 Project serve a proper public purpose.

C. The County is authorized under the Act to issue the Series 2010 Bonds for the aforesaid purpose to be secured by the Pledged Revenues on parity and equal status with any Additional Bonds issued under the Master Resolution.

D. The estimated Pledged Revenues will be sufficient to pay the principal of, redemption premium, if any, and interest on the Series 2010 Bonds as the same become due, and all other amounts required to be paid or deposited pursuant to the Master Resolution, as hereby supplemented.

E. Following the issuance of the Series 2010 Bonds, the Pledged Revenues will not be pledged or encumbered in any manner except to pay the principal of, redemption premium, if any, and interest on the Series 2010 Bonds and any Additional Bonds hereafter issued, and the other payments required under the Master Resolution, as hereby supplemented.

F. The costs of issuance associated with the Series 2010 Bonds shall be deemed to include all printing expenses incurred in connection with the Master Resolution and this Series 2010 Resolution, the Preliminary Official Statement and final official statement related to the Series 2010 Bonds; the fees and costs of (including premium for) the Credit Facility Issuer pursuant to the Credit Facility, if any; the fees and costs of (including premium for) the Reserve Account Credit Facility Issuer pursuant to the Reserve Account Credit Facility, if any; administrative expenses of the County; legal fees and expenses of counsel to the County, Bond Counsel, disclosure counsel and counsel to the Credit Facility Issuer; fees and expenses of financial advisors; fees and expenses of the Trustee; the Paying Agent and Registrar's initial fees and expenses; and any other expenses incurred in connection with the issuance of the Series 2010 Bonds.

G. The Series 2010 Bonds shall not be or constitute general obligations of the County, the State or any other political subdivision thereof, or a pledge of the full faith and credit of the County, the State or any other political subdivision thereof, but shall be 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 Master Resolution. No Bondholder shall ever have the right to compel the exercise of the ad valorem taxing power of the County, the State or any other political subdivision thereof, or taxation in any form on any real or personal property to pay the Series 2010 Bonds or the interest thereon, nor shall any Bondholder be entitled to payment of such principal, interest or redemption premium, if any, from any other funds of the County other than as provided in the Master Resolution. Furthermore, no Bondholder shall ever have a lien on the 2010 Project financed with the proceeds of the Series 2010 Bonds.

H. In order to safeguard and better secure certain funds from the proceeds of the Series 2010 Bonds, the County desires to provide for a Project Account and Debt Service Reserve Account Trust Indenture as herein described.

SECTION 4. AUTHORIZATION OF THE SERIES 2010 BONDS. Pursuant to and subject to the provisions of the Master Resolution, the County hereby authorizes the issuance of not exceeding \$185,000,000 aggregate principal amount of Broward County, Florida Half-Cent

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principal amount of Taxable Series 2010 Bonds that may be designated as Recovery Zone Economic Development Bonds, shall in no event exceed the applicable allocation of Recovery Zone Economic Development Bonds granted to the County or transferred to the County in accordance with Section 1400L-1 of the Code and allocated to the Taxable Series 2010 Bonds. Pursuant to Section 94-62(b) of the Recovery Zone Ordinance, and subject to the foregoing parameters, the Board hereby delegates authority to the Mayor to designate the Series 2010C Bonds as Recovery Zone Economic Development Bonds and to allocate all or a portion of the County's recovery zone bond volume cap of \$40,739,000 and the City's recovery zone volume cap of \$8,045,000 transferred to the County by the City, to such designated Recovery Zone Economic Development Bonds pursuant to Sections 1400L-1 and 1400L-2(b)(2) of the Code and Treasury Notice 2009-50 (June 12, 2009). The City's allocation of its \$8,045,000 recovery zone bond volume cap to the County pursuant to the City's Resolution No. 10-91, adopted by the City Commission of the City on April 6, 2010, is hereby accepted.

B. The Series 2010 Bonds shall have such purchase prices and/or yields, shall be secured or not secured by the Debt Service Reserve Account or subaccounts therein, shall be dated the date of delivery of the Series 2010 Bonds or such other date as set forth in the Purchase Contract and approved by the County Administrator, shall bear interest from such date, payable semiannually on the first day of April and the first day of October of each year, commencing October 1, 2010 or such other date as set forth in the Purchase Contract and approved by the County Administrator, shall have such interest rates, and shall mature, all as set forth in the Purchase Contract and approved by the County Administrator within the parameters set forth in paragraph "A" of this Section 6 and Section 7 hereof. The Series 2010 Bonds shall be issued as fully registered bonds in denominations of \$5,000 or any integral multiple thereof. The interest rate on the Series 2010 Bonds shall not under any circumstances exceed the maximum rate permitted by law. The execution, attestation, seal and delivery of the Purchase Contract by the Mayor and the County Administrator shall be conclusive evidence of the County's approval of the final details and prices of the Series 2010 Bonds.

The registered owner of any Series 2010 Bond in the principal amount of \$1,000,000 or more may, upon written request made to the Paying Agent and at the expense of such registered owner, direct that payment of interest thereon be made by wire transfer in immediately available funds to an account designated by such registered Bondholder and on file with the Paying Agent as of the applicable Record Date.

C. The Series 2010 Bonds may be subject to such optional, extraordinary optional, and mandatory redemption provisions as provided in the Purchase Contract. The execution, attestation, seal and delivery of the Purchase Contract by the Mayor and the County Administrator shall be conclusive evidence of the County's approval of the redemption provisions of the Series 2010 Bonds.

D. The Series 2010 Bonds shall be initially issued in the form of a single fully registered Bond for each maturity. Upon initial issuance, the ownership of such Series 2010 Bonds shall be registered by the Registrar in the name of Cede & Co., as nominee for DTC.

In the event that the County determines that DTC is incapable of discharging its responsibilities described herein, or the County determines that it is in the best interest of the

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County or the beneficial owners of the Series 2010 Bonds that they be able to obtain certificated Series 2010 Bonds, the Registrar shall notify DTC of the availability through DTC of Series 2010 Bond certificates and the Series 2010 Bonds shall no longer be restricted to being registered in the bond register in the name of Cede & Co., as nominee of DTC. At that time, the County may determine that the Series 2010 Bonds shall be registered in the name of and deposited with a successor Securities Depository operating a universal Book-Entry System, as may be acceptable to the County, or such depository's agent or designee, and if the County does not select such alternate universal Book-Entry System, then the Series 2010 Bonds may be registered in whatever name or names registered owners of Series 2010 Bonds transferring or changing Series 2010 Bonds designate, in accordance with the provisions of the Master Resolution.

E. The form of the Series 2010 Bonds, assignment for the Series 2010 Bonds and Certificate of Authentication shall be substantially in the form set forth in the Master Resolution, with appropriate modifications to reflect the series, parity status and other details of the Series 2010 Bonds, and with such omissions, insertions and variations as may be necessary or desirable and authorized or permitted by the Master Resolution, this Series 2010 Resolution or by any subsequent resolution adopted prior to issuance of the Series 2010 Bonds, and the Purchase Contract, within the parameters set forth in Section 6 hereof, as may be approved and made by the officers of the County executing the same, such execution to be conclusive evidence of such approval.

F. The Series 2010 Bonds shall have such Series or sub-Series designation (including, but not limited to the designation, "Federally Taxable - Build America Bonds - Direct Payment" and/or "Federally Taxable Recovery Zone Economic Development Bonds - Direct Payment," in the case of Taxable Series 2010 Bonds), as appropriate, to distinguish the Tax-Exempt Series 2010 Bonds from the Taxable Series 2010 Bonds, in the event Taxable Series 2010 Bonds are issued.

SECTION 7. DEBT SERVICE RESERVE ACCOUNT REQUIREMENT; CREDIT FACILITY AND RESERVE ACCOUNT CREDIT FACILITY. The County hereby authorizes the County's Finance Director to establish a Debt Service Reserve Account and determine the Debt Service Reserve Requirement, if any, and to purchase a Credit Facility or Reserve Account Credit Facility for the Series 2010 Bonds, and/or the Debt Service Reserve Account, as shall in the judgment of the County's Finance Director, upon advice of the County's financial advisor, generate maximum net present value savings or result in the lowest net interest cost for the Series 2010 Bonds for the County. In determining whether to purchase a Credit Facility or Reserve Account Credit Facility for the 2010 Bonds, and/or the Debt Service Reserve Account, the County's Finance Director and financial advisor shall take into consideration conditions in the credit market and the creditworthiness of the providers of such credit facility.

SECTION 8. APPLICATION OF SERIES 2010 BOND PROCEEDS. The proceeds received upon issuance of the Series 2010 Bonds shall be deposited into the various funds and accounts created and established under the Master Resolution as follows:

A. The accrued interest, if any, derived from the sale of the Series 2010 Bonds shall be deposited in the Principal and Interest Account of the Sinking Fund and used for the purpose

of paying a part of the first interest payment on the Series 2010 Bonds as the same becomes due and payable.

B. An amount equal to the Debt Service Reserve Requirement, if any, shall be deposited in any Debt Service Reserve Account established with respect to the Series 2010 Bonds.

C. An amount equal to the costs of issuance for the Series 2010 Bonds, as determined by the County's Finance Director, shall be deposited in the Cost of Issuance Fund.

D. The remaining proceeds of the Series 2010 Bonds shall be deposited with the Trustee to be administered under the Indenture, to the credit of the 2010 Project Account in the Project Fund to fund all or a portion of the Cost of the 2010 Project, as hereinafter provided.

SECTION 9. APPROVAL OF PURCHASE CONTRACT; APPROVAL OF PRELIMINARY OFFICIAL STATEMENT; AUTHORIZATION OF FINAL OFFICIAL STATEMENT AND APPROVAL OF CONTINUING DISCLOSURE CERTIFICATE. The form of the Purchase Contract attached hereto as Exhibit "B," is hereby approved, subject to such changes, insertions and omissions and such filling in of blanks therein as may be approved and made in such Purchase Contract by the Mayor and the County Administrator in a manner consistent with the provisions of this Series 2010 Resolution, such execution to be conclusive evidence of such approval. Upon receipt of a disclosure statement from the Underwriters, the Mayor and the County Administrator are hereby authorized to accept the offer of the Underwriters and execute and deliver the Purchase Contract on behalf of the County, so long as such offer to purchase the Series 2010 Bonds is within the parameters set forth in paragraph "A" of Section 6 of this Series 2010 Resolution.

A. The County hereby approves the form of and authorizes the distribution of the Preliminary Official Statement, in the form attached hereto as Exhibit "C," in connection with the marketing and sale of the Series 2010 Bonds, hereby authorizes the execution and delivery of a final Official Statement by the Mayor and the County Administrator, incorporating the final details of the Series 2010 Bonds, and hereby delegates to the Mayor or the County Administrator the authority to execute a certificate deeming the Preliminary Official Statement "final" within the meaning of the Rule.

B. The County hereby covenants and agrees that, in order to assist the Underwriters in complying with the continuing disclosure requirements of the Rule with respect to the Series 2010 Bonds, it will comply with and carry out all of the provisions of the Continuing Disclosure Certificate to be executed by the County prior to the time the County delivers the Series 2010 Bonds to the Underwriters, as it may be amended from time to time in accordance with the terms thereof. The form of the Continuing Disclosure Certificate attached hereto as Exhibit "D" is hereby approved, subject to such changes, insertions and omissions and such filling in of blanks therein as may be approved and made in such Continuing Disclosure Certificate by the Mayor or the County Administrator, in a manner consistent with the provisions of this Series 2010 Resolution, such execution to be conclusive evidence of such approval. The Mayor and the County Administrator are hereby authorized to execute and deliver the Continuing Disclosure Certificate on behalf of the County. Notwithstanding any other provision of the Master

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Resolution or this Series 2010 Resolution, failure of the County to comply with such Continuing Disclosure Certificate shall not be considered an Event of Default under the Master Resolution. However, the Continuing Disclosure Certificate shall be enforceable by the Series 2010 Bondholders in the event that the County fails to cure a breach thereunder within a reasonable time after written notice from a Series 2010 Bondholder to the County that a breach exists. Any rights of the Series 2010 Bondholders to enforce the provisions of this covenant shall be on behalf of all Series 2010 Bondholders and shall be limited to a right to obtain specific performance of the County's obligations thereunder.

SECTION 10. AUTHORIZATIONS. The Mayor and the County Administrator are hereby authorized and directed on behalf of the County to execute the Series 2010 Bonds (including any temporary bond or bonds) as provided in this Series 2010 Resolution and either of such officers are hereby authorized and directed, upon the execution of the Series 2010 Bonds in the form and manner set forth in the Master Resolution and this Series 2010 Resolution, to deliver the Series 2010 Bonds in the amounts authorized to be issued hereunder, to the Registrar for authentication and delivery to or upon the order of the Underwriters pursuant to the Purchase Contract, upon payment of the purchase price set forth in the Purchase Contract and upon compliance by the Underwriters with the terms of the Purchase Contract.

The Mayor, the County Administrator, the Finance Director and such other officers and employees of the County as may be designated by the County Administrator, are each designated as agents of the County in connection with the issuance and delivery of the Series 2010 Bonds and are authorized and empowered, collectively or individually, to take all action and steps and to execute all instruments, certificates, documents and contracts on behalf of the County that are necessary or desirable in connection with the execution and delivery of the Series 2010 Bonds, and which are specifically authorized by or are not inconsistent with, the terms and provisions of the Master Resolution, this Series 2010 Resolution or any action relating to the Series 2010 Bonds heretofore taken by the County. Such officers and those so designated are hereby charged with responsibility for the issuance of the Series 2010 Bonds.

SECTION 11. APPROVAL OF THE INDENTURE; TRUSTEE. In consideration of the acceptance of the Series 2010 Bonds by those who shall hold the same from time to time, the Indenture attached hereto as Exhibit "E" shall be deemed to be and shall constitute a trust fund and contract between the County and such Bondholders. The covenants and agreements to be performed by the County, as set forth in the Indenture, shall be for the equal benefit, protection and security of the holders of any and all of the Series 2010 Bonds, all of which shall rank equally and be without preference, priority or distinction as to lien or otherwise, of any of the Series 2010 Bonds over any other Bond by reason of priority in issue, except as expressly provided in the Indenture.

The Indenture, in substantially the form attached hereto as Exhibit "E," is hereby approved and adopted by the County. The County is hereby authorized to enter into the Indenture, and the Mayor and County Administrator are hereby directed to execute the Indenture on behalf of the County in the manner provided by law. The Indenture shall be subject to such changes, insertions and omissions as may be approved and made in such Indenture by the Finance Director, including incorporation of provisions recommended by the County Attorney and Bond Counsel, and the execution of the Indenture by the Mayor and the attestation by the

County Administrator shall be conclusive evidence of such approval. The Board hereby authorizes and approves Regions Bank, Jacksonville, Florida, to act as trustee under the Indenture (the "Trustee").

SECTION 12. PAYMENT OF OUTSTANDING SALES TAX REVENUE COMMERCIAL PAPER NOTES. The County hereby authorizes the payment of all outstanding Sales Tax Revenue Commercial Paper Notes from other available moneys of the County, prior to the issuance of the Series 2010 Bonds.

SECTION 13. REPEAL OF INCONSISTENT RESOLUTIONS. Except as expressly provided herein or supplemented hereby, all provisions of the Master Resolution remain in full force and effect. All other resolutions or parts of other resolutions in conflict herewith are hereby repealed to the extent of such conflict.

SECTION 14. SEVERABILITY. If any one or more of the covenants, agreements or provisions, or any part thereof, of this Series 2010 Resolution should be held contrary to any express provision of law or contrary to the policy of express law, though not expressly prohibited, or against public policy, or shall for any reason whatsoever be held invalid, such covenants, agreements or provisions shall be null and void and shall be deemed separate from the remaining covenants, agreements or provisions of this Series 2010 Resolution or of the Series 2010 Bonds issued hereunder.

SECTION 15. EFFECTIVE DATE. This Series 2010 Resolution shall take effect immediately upon its adoption.

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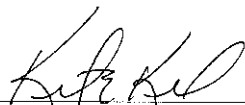
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ADOPTED by the Board of County Commissioners of Broward County, Florida this
5 day of June, 2010.

(SEAL)

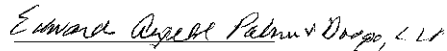




Mayor, Broward County, Florida



County Administrator and Ex-Officio Clerk of
the Board of County Commissioners



Edward Angel Palom & Dorsey, LLC



Richard Miller, P.A., PARTNER
Approved as to Form by Co-Bond Counsel

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APPENDIX D-1

FORM OF CO-BOND COUNSEL OPINION FOR SERIES 2010A BONDS

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On the date of issuance of the Series 2010A Bonds in definitive form, Edwards Angell Palmer & Dodge LLP and Rasco Klock Reininger Perez Esquenazi Vigil & Nieto, Co-Bond Counsel, propose to render their approving opinion in substantially the following form.

_____, 2010

Mayor and Board of County Commissioners
of Broward County, Florida

\$95,960,000
Broward County, Florida
Half-Cent Sales Tax Revenue Bonds
(Main Courthouse Project)
Series 2010A

Ladies and Gentlemen:

We have served as bond counsel to Broward County, Florida (the “County”) in connection with the issuance by the County of the above-referenced bonds (the “Series 2010A Bonds”), dated the date hereof. In such capacity, we have examined the law and such certified proceedings and other papers as we have deemed necessary to render this opinion.

The Series 2010A Bonds are issued under and in full compliance with the Constitution of the State of Florida, the County’s home rule charter, as amended and supplemented, and the laws of the State of Florida, including, particularly, Chapters 125, 166, 212 and 218, Part VI, Florida Statutes, as amended and supplemented, and Resolution No. 2010-359 adopted by the Board of County Commissioners of the County (the “Board”) on June 8, 2010, as supplemented by Resolution No. 2010-360 adopted by the Board on June 8, 2010 (herein referred to collectively as the “Resolution”). Unless the context indicates otherwise, all terms not otherwise defined herein shall have the meaning ascribed to such terms in the Resolution.

The Series 2010A Bonds are issued for the purpose of providing funds, together with certain other legally available moneys, to: (i) pay the Cost of the 2010 Project, and (ii) pay the costs of issuance related to the Series 2010A Bonds. The Series 2010A Bonds are dated the date of delivery and shall bear interest from such date, payable semiannually on the first day of April and the first day of October of each year, commencing October 1, 2010, and shall have such interest rates, and shall mature, all as set forth in the Series 2010A Bonds.

As to questions of fact material to our opinion we have relied upon representations and covenants of the County contained in the Resolution and in the certified proceedings and other certifications of public officials furnished to us, without undertaking to verify the same by independent investigation.

Based upon the foregoing, we are of the opinion that, under existing law:

1. The County is a duly created and validly existing political subdivision of the State of Florida, with the power to issue the Series 2010A Bonds.

2. The County has the right and power under the Constitution and laws of the State of Florida to adopt the Resolution, and the Resolution has been duly and lawfully adopted by the County, is in full force and effect and is valid and binding upon the County and enforceable in accordance with its terms, and no further authorization for the Resolution is required. The Resolution creates a valid pledge of the Pledged Revenues (as defined below), subject to the provisions of the Resolution permitting the application thereof for the purposes and on the terms and conditions set forth in the Resolution.

3. The Series 2010A Bonds have been duly and validly authorized and issued by the County in accordance with the Constitution and laws of the State of Florida and the Resolution. The Series 2010A Bonds constitute a valid and binding obligation of the County as provided in the Resolution, are enforceable in accordance with their terms and the terms of the Resolution and are entitled to the benefits of the Resolution and the laws pursuant to which they were issued. The Series 2010A Bonds do not constitute a general obligation of the County, the State of Florida or any other political subdivision thereof, or a pledge of the full faith and credit of the County, the State of Florida or any other political subdivision thereof, but shall be payable solely from and secured by a lien upon and a pledge of the monies received by the County from the Local Government Half-Cent Sales Tax Clearing Trust Fund pursuant to the provisions of Chapter 218, Part VI, Florida Statutes, Hedge Receipts and the monies on deposit in the various funds and accounts created and established under the Resolution or pursuant thereto, and the earnings and investment income arising from the investment and reinvestment thereof (the "Pledged Revenues"), in the manner and to the extent provided in the Resolution. No Bondholder shall ever have the right to compel the exercise of the ad valorem taxing power of the County, the State of Florida or any other political subdivision thereof, or taxation in any form on any real or personal property to pay the Series 2010A Bonds, or the redemption premium, if any, or the interest thereon, nor shall any Bondholder be entitled to payment of such principal, redemption premium, if any, or interest from any other funds of the County other than as provided in the Resolution. Furthermore, no Bondholder shall ever have a lien on the 2010 Project financed with the proceeds of the Series 2010A Bonds.

4. The Project Account and Debt Service Reserve Account Trust Indenture has been duly authorized, executed and delivered by the County and constitutes a legal, valid and binding obligation of the County enforceable in accordance with its terms.

5. Interest on the Series 2010A Bonds is excluded from gross income for federal income tax purposes under Section 103 of the Internal Revenue Code of 1986, as amended (the "Code"). In addition, interest on the Series 2010A Bonds is not a specific preference item for purposes of the federal individual or corporate alternative minimum taxes and is not included in adjusted current earnings when calculating corporate alternative minimum taxable income. In rendering the opinions set forth in this paragraph, we have assumed compliance by the County with all requirements of the Code that must be satisfied subsequent to the issuance of the Series 2010A Bonds in order that interest thereon be, and continue to be, excluded from gross income

for federal income tax purposes. The County has covenanted to comply with all such requirements. Failure by the County to comply with certain of such requirements may cause interest on the Series 2010A Bonds to become included in gross income for federal income tax purposes retroactive to the date of issuance of the Series 2010A Bonds. We express no opinion regarding any other federal tax consequences arising with respect to the Series 2010A Bonds.

6. The Series 2010A Bonds and the interest thereon are exempt from taxation under existing laws of the State of Florida, except as to estate taxes and taxes imposed by Chapter 220, Florida Statutes, on interest, income or profits on debt obligations owned by corporations, as defined therein.

This opinion is expressed as of the date hereof, and we neither assume nor undertake any obligation to update, revise, supplement or restate this opinion to reflect any action taken or omitted, or any facts or circumstances or changes in law or in the interpretation thereof, that may hereafter arise or occur, or for any other reason.

The rights of the holders of the Series 2010A Bonds and the enforceability of the Series 2010A Bonds and the Resolution may be subject to bankruptcy, insolvency, reorganization, moratorium and other similar laws affecting creditors' rights heretofore or hereafter enacted to the extent constitutionally applicable, and their enforcement may also be subject to the exercise of judicial discretion in appropriate cases.

Respectfully submitted,

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APPENDIX D-2

FORM OF CO-BOND COUNSEL OPINION FOR SERIES 2010B BONDS

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On the date of issuance of the Series 2010B Bonds in definitive form, Edwards Angell Palmer & Dodge LLP and Rasco Klock Reininger Perez Esquenazi Vigil & Nieto, Co-Bond Counsel, propose to render their approving opinion in substantially the following form.

_____, 2010

Mayor and Board of County Commissioners
of Broward County, Florida

\$69,950,000
Broward County, Florida
Half-Cent Sales Tax Revenue Bonds
(Main Courthouse Project)
Series 2010B (Federally Taxable –
Build America Bonds – Direct Payment)

Ladies and Gentlemen:

We have served as bond counsel to Broward County, Florida (the “County”) in connection with the issuance by the County of the above-referenced bonds (the “Series 2010B Bonds”), dated the date hereof. In such capacity, we have examined the law and such certified proceedings and other papers as we have deemed necessary to render this opinion.

The Series 2010B Bonds are issued under and in full compliance with the Constitution of the State of Florida, the County’s home rule charter, as amended and supplemented, and the laws of the State of Florida, including, particularly, Chapters 125, 166, 212 and 218, Part VI, Florida Statutes, as amended and supplemented, and Resolution No. 2010-359 adopted by the Board of County Commissioners of the County (the “Board”) on June 8, 2010, as supplemented by Resolution No. 2010-360 adopted by the Board on June 8, 2010 (herein referred to collectively as the “Resolution”). Unless the context indicates otherwise, all terms not otherwise defined herein shall have the meaning ascribed to such terms in the Resolution.

The Series 2010B Bonds are issued for the purpose of providing funds, together with certain other legally available moneys, to: (i) pay the Cost of the 2010 Project, and (ii) pay the costs of issuance related to the Series 2010B Bonds. The Series 2010B Bonds are dated the date of delivery and shall bear interest from such date, payable semiannually on the first day of April and the first day of October of each year, commencing October 1, 2010, and shall have such interest rates, and shall mature and be subject to redemption, all as set forth in the Series 2010B Bonds.

As to questions of fact material to our opinion we have relied upon representations and covenants of the County contained in the Resolution and in the certified proceedings and other certifications of public officials furnished to us, without undertaking to verify the same by independent investigation.

Based upon the foregoing, we are of the opinion that, under existing law:

1. The County is a duly created and validly existing political subdivision of the State of Florida, with the power to issue the Series 2010B Bonds.

2. The County has the right and power under the Constitution and laws of the State of Florida to adopt the Resolution, and the Resolution has been duly and lawfully adopted by the County, is in full force and effect and is valid and binding upon the County and enforceable in accordance with its terms, and no further authorization for the Resolution is required. The Resolution creates a valid pledge of the Pledged Revenues (as defined below), subject to the provisions of the Resolution permitting the application thereof for the purposes and on the terms and conditions set forth in the Resolution.

3. The Series 2010B Bonds have been duly and validly authorized and issued by the County in accordance with the Constitution and laws of the State of Florida and the Resolution. The Series 2010B Bonds constitute a valid and binding obligation of the County as provided in the Resolution, are enforceable in accordance with their terms and the terms of the Resolution and are entitled to the benefits of the Resolution and the laws pursuant to which they were issued. The Series 2010B Bonds do not constitute a general obligation of the County, the State of Florida or any other political subdivision thereof, or a pledge of the full faith and credit of the County, the State of Florida or any other political subdivision thereof, but shall be payable solely from and secured by a lien upon and a pledge of the monies received by the County from the Local Government Half-Cent Sales Tax Clearing Trust Fund pursuant to the provisions of Chapter 218, Part VI, Florida Statutes, Hedge Receipts and the monies on deposit in the various funds and accounts created and established under the Resolution or pursuant thereto, and the earnings and investment income arising from the investment and reinvestment thereof, and the Federal Direct Payments relating to the Series 2010B Bonds (the "Pledged Revenues"), in the manner and to the extent provided in the Resolution. No Bondholder shall ever have the right to compel the exercise of the ad valorem taxing power of the County, the State of Florida or any other political subdivision thereof, or taxation in any form on any real or personal property to pay the Series 2010B Bonds, or the redemption premium, if any, or the interest thereon, nor shall any Bondholder be entitled to payment of such principal, redemption premium, if any, or interest from any other funds of the County other than as provided in the Resolution. Furthermore, no Bondholder shall ever have a lien on the 2010 Project financed with the proceeds of the Series 2010B Bonds.

4. The Project Account and Debt Service Reserve Account Trust Indenture has been duly authorized, executed and delivered by the County and constitutes a legal, valid and binding obligation of the County enforceable in accordance with its terms.

5. Interest on the Series 2010B Bonds is included in the gross income of the owners of the Series 2010B Bonds for federal income tax purposes. We express no opinion regarding any other federal tax consequences arising with respect to the Series 2010B Bonds.

6. The Series 2010B Bonds and the interest thereon are exempt from taxation under existing laws of the State of Florida, except as to estate taxes and taxes imposed by Chapter 220, Florida Statutes, on interest, income or profits on debt obligations owned by corporations, as defined therein.

This opinion is expressed as of the date hereof, and we neither assume nor undertake any obligation to update, revise, supplement or restate this opinion to reflect any action taken or omitted, or any facts or circumstances or changes in law or in the interpretation thereof, that may hereafter arise or occur, or for any other reason.

The rights of the holders of the Series 2010B Bonds and the enforceability of the Series 2010B Bonds and the Resolution may be subject to bankruptcy, insolvency, reorganization, moratorium and other similar laws affecting creditors' rights heretofore or hereafter enacted to the extent constitutionally applicable, and their enforcement may also be subject to the exercise of judicial discretion in appropriate cases.

Respectfully submitted,

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APPENDIX D-3

FORM OF CO-BOND COUNSEL OPINION FOR SERIES 2010C BONDS

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On the date of issuance of the Series 2010C Bonds in definitive form, Edwards Angell Palmer & Dodge LLP and Rasco Klock Reininger Perez Esquenazi Vigil & Nieto, Co-Bond Counsel, propose to render their approving opinion in substantially the following form.

_____, 2010

Mayor and Board of County Commissioners
of Broward County, Florida

\$48,780,000
Broward County, Florida
Half-Cent Sales Tax Revenue Bonds
(Main Courthouse Project)
Series 2010C (Federally Taxable –
Recovery Zone Economic Development Bonds –
Direct Payment)

Ladies and Gentlemen:

We have served as bond counsel to Broward County, Florida (the “County”) in connection with the issuance by the County of the above-referenced bonds (the “Series 2010C Bonds”), dated the date hereof. In such capacity, we have examined the law and such certified proceedings and other papers as we have deemed necessary to render this opinion.

The Series 2010C Bonds are issued under and in full compliance with the Constitution of the State of Florida, the County’s home rule charter, as amended and supplemented, and the laws of the State of Florida, including, particularly, Chapters 125, 166, 212 and 218, Part VI, Florida Statutes, as amended and supplemented, and Resolution No. 2010-359 adopted by the Board of County Commissioners of the County (the “Board”) on June 8, 2010, as supplemented by Resolution No. 2010-360 adopted by the Board on June 8, 2010 (herein referred to collectively as the “Resolution”). Unless the context indicates otherwise, all terms not otherwise defined herein shall have the meaning ascribed to such terms in the Resolution.

The Series 2010C Bonds are issued for the purpose of providing funds, together with certain other legally available moneys, to: (i) pay the Cost of the 2010 Project, and (ii) pay the costs of issuance related to the Series 2010C Bonds. The Series 2010C Bonds are dated the date of delivery and shall bear interest from such date, payable semiannually on the first day of April and the first day of October of each year, commencing October 1, 2010, and shall have such interest rates, and shall mature and be subject to redemption, all as set forth in the Series 2010C Bonds.

As to questions of fact material to our opinion we have relied upon representations and covenants of the County contained in the Resolution and in the certified proceedings and other certifications of public officials furnished to us, without undertaking to verify the same by independent investigation.

Based upon the foregoing, we are of the opinion that, under existing law:

1. The County is a duly created and validly existing political subdivision of the State of Florida, with the power to issue the Series 2010C Bonds.

2. The County has the right and power under the Constitution and laws of the State of Florida to adopt the Resolution, and the Resolution has been duly and lawfully adopted by the County, is in full force and effect and is valid and binding upon the County and enforceable in accordance with its terms, and no further authorization for the Resolution is required. The Resolution creates a valid pledge of the Pledged Revenues (as defined below), subject to the provisions of the Resolution permitting the application thereof for the purposes and on the terms and conditions set forth in the Resolution.

3. The Series 2010C Bonds have been duly and validly authorized and issued by the County in accordance with the Constitution and laws of the State of Florida and the Resolution. The Series 2010C Bonds constitute a valid and binding obligation of the County as provided in the Resolution, are enforceable in accordance with their terms and the terms of the Resolution and are entitled to the benefits of the Resolution and the laws pursuant to which they were issued. The Series 2010C Bonds do not constitute a general obligation of the County, the State of Florida or any other political subdivision thereof, or a pledge of the full faith and credit of the County, the State of Florida or any other political subdivision thereof, but shall be payable solely from and secured by a lien upon and a pledge of the monies received by the County from the Local Government Half-Cent Sales Tax Clearing Trust Fund pursuant to the provisions of Chapter 218, Part VI, Florida Statutes, Hedge Receipts and the monies on deposit in the various funds and accounts created and established under the Resolution or pursuant thereto, and the earnings and investment income arising from the investment and reinvestment thereof, and the Federal Direct Payments relating to the Series 2010C Bonds (the "Pledged Revenues"), in the manner and to the extent provided in the Resolution. No Bondholder shall ever have the right to compel the exercise of the ad valorem taxing power of the County, the State of Florida or any other political subdivision thereof, or taxation in any form on any real or personal property to pay the Series 2010C Bonds, or the redemption premium, if any, or the interest thereon, nor shall any Bondholder be entitled to payment of such principal, redemption premium, if any, or interest from any other funds of the County other than as provided in the Resolution. Furthermore, no Bondholder shall ever have a lien on the 2010 Project financed with the proceeds of the Series 2010C Bonds.

4. The Project Account and Debt Service Reserve Account Trust Indenture has been duly authorized, executed and delivered by the County and constitutes a legal, valid and binding obligation of the County enforceable in accordance with its terms.

5. Interest on the Series 2010C Bonds is included in the gross income of the owners of the Series 2010C Bonds for federal income tax purposes. We express no opinion regarding any other federal tax consequences arising with respect to the Series 2010C Bonds.

6. The Series 2010C Bonds and the interest thereon are exempt from taxation under existing laws of the State of Florida, except as to estate taxes and taxes imposed by Chapter 220, Florida Statutes, on interest, income or profits on debt obligations owned by corporations, as defined therein.

This opinion is expressed as of the date hereof, and we neither assume nor undertake any obligation to update, revise, supplement or restate this opinion to reflect any action taken or omitted, or any facts or circumstances or changes in law or in the interpretation thereof, that may hereafter arise or occur, or for any other reason.

The rights of the holders of the Series 2010C Bonds and the enforceability of the Series 2010C Bonds and the Resolution may be subject to bankruptcy, insolvency, reorganization, moratorium and other similar laws affecting creditors' rights heretofore or hereafter enacted to the extent constitutionally applicable, and their enforcement may also be subject to the exercise of judicial discretion in appropriate cases.

Respectfully submitted,

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APPENDIX E

FORM OF CO-DISCLOSURE COUNSEL OPINION

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APPENDIX E
FORM OF CO-DISCLOSURE COUNSEL OPINION

_____, 2010

Board of County Commissioners
of Broward County, Florida
Fort Lauderdale, Florida

Re: \$95,960,000 Broward County, Florida
 Half-Cent Sales Tax Revenue Bonds (Main Courthouse Project), Series 2010A
 ("Series 2010A Bonds")

 \$69,950,000 Broward County, Florida
 Half-Cent Sales Tax Revenue Bonds (Main Courthouse Project), Series 2010B
 (Federally Taxable - Build America Bonds - Direct Payment)

 \$48,780,000 Broward County, Florida
 Half-Cent Sales Tax Revenue Bonds (Main Courthouse Project), Series 2010C
 (Federally Taxable – Build America Bonds – Recovery Zone Economic
 Development Bonds - Direct Payment)

Ladies and Gentlemen:

In connection with the issuance of the captioned obligations (the "Bonds"), which are today being delivered to Morgan Stanley & Co. Incorporated, acting on behalf of itself and Citigroup Global Markets Inc., Goldman, Sachs & Co. and Siebert Brandford Shank & Co., LLC (collectively, the "Underwriters"), we have reviewed such proceedings, records, certificates, documents and questions of law as we have considered necessary to enable us to render this opinion.

To the extent that the opinions expressed herein relate to or are dependent upon the determination that the (i) proceedings and actions relating to the authorization, issuance and sale of the Bonds are lawful and valid under the Constitution of the State of Florida, Chapter 218, Part VI, Florida Statutes, Chapter 212, Florida Statutes, Chapter 166, Florida Statutes, Chapter 125, Florida Statutes, the Home Rule Charter of the County and other applicable provisions of law (collectively, the "Act"), and pursuant to Resolution No. 2010-359 adopted by the Board of County Commissioners (the "Board") of Broward County, Florida (the "County")

on June 8, 2010, as amended and supplemented from time to time, and as particularly supplemented by Resolution No. 2010-360 adopted by the Board on June 8, 2010 (collectively, the "Bond Resolution"), are valid and legally binding obligations of the County, or (iii) that the Series 2010A Bonds and the interest thereon are excluded from gross income of the owners of such Series 2010A Bonds for federal income tax purposes, we understand that you are relying upon the opinions delivered to you on the date hereof by Edwards Angell Palmer & Dodge LLP, West Palm Beach, Florida and Rasco Klock Reininger Perez Esquenazi Vigil & Nieto, Co-Bond Counsel, and the County Attorney, and, with your permission, we have assumed the accuracy of such opinions and we have made no independent determination thereof.

We have acted as Co-Disclosure Counsel to you in connection with the preparation of the Official Statement dated June 24, 2010 (the "Official Statement"). Our engagement has necessarily involved a review of certain financial and statistical information as to which we express no opinion regarding the accuracy and completeness of any such information.

In connection with the preparation of the Official Statement, we have generally reviewed information furnished to us by, and have participated in telephone conferences and meetings with representatives of the County, the County Attorney's office, the Clerk of the County, Co-Bond Counsel, the Underwriters, Co-Financial Advisors, and others in which such contents of the Official Statement and related matters were discussed. We have reviewed information concerning the County's Comprehensive Annual Financial Report and Board meeting minutes and other materials we deemed relevant. With your permission, we have relied upon certificates of officials of the County, the written opinion of the County Attorney, and upon certain other opinions, certificates and/or letters delivered in connection with the issuance of the Bonds.

Although we do not express an opinion, and do not assume responsibility for, the accuracy, completeness or fairness of the statements contained in the Official Statement, solely based upon our review and discussions noted above, and in reliance upon the accuracy of the information contained in the aforementioned certificates and opinions, but without having undertaken any independent investigation of such information, nothing has come to our attention which leads us to believe that the Official Statement contains any untrue statement of a material fact or omits to state a material fact required to be stated therein or necessary to make the statements therein, in light of the circumstances under which they were made, not misleading; provided, however, that we express no opinion regarding financial and other statistical data included in the Official Statement, including but not limited to any appendices, schedules and exhibits thereto, or any information about The Depository Trust Company and its book-entry system of registration.

Further, we are of the opinion that the Continuing Disclosure Certificate dated _____, 2010, satisfies the requirements of Section (b)(5)(i) of Rule 15c2-12 of the Securities and Exchange Commission.

The opinions expressed herein are based upon existing law as of the date hereof and we express no opinion herein as of any subsequent date or with respect to any pending legislation. We assume no obligation to supplement this opinion if any applicable laws change after the date hereof or if we become aware of any facts that might change the opinions expressed herein after the date hereof. The opinions expressed herein represent our professional judgment, and are not a guarantee of result.

The opinions expressed herein are limited to the laws of the State of Florida and the United States of America.

The opinions expressed herein are furnished by us as Co-Disclosure Counsel to our client, the County, and solely for the use of the addressee named above, and those opinions shall not extend to, and may not be relied upon by, any other persons, firms, or corporations without our prior written approval. The opinions expressed herein are limited to the matters set forth herein, and to the documents referred to herein and do not extend to any other agreements, documents or instruments executed by the County, and no other opinion should be inferred beyond the matters expressly stated herein.

Very truly yours,

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APPENDIX F

FORM OF CONTINUING DISCLOSURE CERTIFICATE

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APPENDIX F

FORM OF CONTINUING DISCLOSURE CERTIFICATE

This Continuing Disclosure Certificate (the "Disclosure Certificate") is executed and delivered by Broward County, Florida (the "Issuer") in connection with the issuance of its \$95,960,000 Half-Cent Sales Tax Revenue Bonds (Main Courthouse Project), Series 2010A (the "Series 2010A Bonds"), its \$69,950,000 Half-Cent Sales Tax Revenue Bonds (Main Courthouse Project), Series 2010B (Federally Taxable - Build America Bonds - Direct Payment) (the "Series 2010B Bonds") and its \$48,780,000 Half-Cent Sales Tax Revenue Bonds (Main Courthouse Project), Series 2010C (Federally Taxable - Build America Bonds - Recovery Zone Economic Development Bonds - Direct Payment) (the "Series 2010C Bonds" and together with the Series 2010A Bonds and the Series 2010B Bonds, the "Bonds"). The Bonds are being issued pursuant to Resolution No. 2010-359 adopted by the Board of County Commissioners of the County (the "Board") on June 8, 2010, as amended and supplemented from time to time, and as particularly supplemented by Resolution No. 2010-360 adopted by the Board on June 8, 2010 (collectively, the "Resolution").

SECTION 1. PURPOSE OF THE DISCLOSURE CERTIFICATE. This Disclosure Certificate is being executed and delivered by the Issuer for the benefit of the Holders and Beneficial Owners of the Bonds and in order to assist the Participating Underwriters in complying with the continuing disclosure requirements of Securities and Exchange Commission Rule 15c2-12.

SECTION 2. DEFINITIONS. In addition to the definitions set forth in the Resolution which apply to any capitalized term used in this Disclosure Certificate, unless otherwise defined in this Section, the following capitalized terms shall have the following meanings:

"Annual Report" shall mean any Annual Report provided by the Issuer pursuant to, and as described in, Sections 3 and 4 of this Disclosure Certificate.

"Beneficial Owner" shall mean any person which (a) has the power, directly or indirectly, to vote or consent with respect to, or to dispose of ownership of, any Bonds (including persons holding Bonds through nominees, depositories or other intermediaries), or (b) is treated as the owner of any Bonds for federal income tax purposes.

"Dissemination Agent" shall mean the Issuer, or any successor Dissemination Agent designated in writing by the Issuer and which has filed with the Issuer a written acceptance of such designation.

"Listed Events" shall mean any of the events listed in Section 5(a) of this Disclosure Certificate.

"Participating Underwriters" shall mean the original underwriters of the Bonds required to comply with the Rule in connection with the offering of the Bonds.

"Repository" shall mean each entity authorized and approved by the Securities and Exchange Commission from time to time to act as a repository for purposes of complying with the Rule. The Repositories approved by the Securities and Exchange Commission may be found by visiting the Securities and Exchange Commission's website at <http://www.sec.gov/info/municipal/nrmsir.htm>. As of the date hereof, the Repository recognized by the Securities and Exchange Commission for such purpose

is the Municipal Securities Rulemaking Board, which currently accepts continuing disclosure submissions through its Electronic Municipal Market Access ("EMMA") web portal at "<http://emma.msrb.org>."

"Rule" shall mean the continuing disclosure requirements of Rule 15c2-12 adopted by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as the same may be amended from time to time.

"State" shall mean the State of Florida.

SECTION 3. PROVISION OF ANNUAL REPORTS.

(a) The Issuer shall, or shall cause the Dissemination Agent to, not later than each April 30th, commencing April 30, 2011 with respect to the report for the 2010 fiscal year, provide to any Repository, in the electronic format as required and deemed acceptable by such Repository, an Annual Report which is consistent with the requirements of Section 4 of this Disclosure Certificate. The Annual Report may be submitted as a single document or as separate documents comprising a package, and may cross-reference other information as provided in Section 4 of this Disclosure Certificate; provided that the audited financial statements of the Issuer may be submitted separately from the balance of the Annual Report and later than the date required above for the filing of the Annual Report if they are not available by that date provided, further, in such event unaudited financial statements are required to be delivered as part of the Annual Report in accordance with Section 4(a) below. If the Issuer's fiscal year changes, it shall give notice of such change in the same manner as for a Listed Event under Section 5(c).

(b) Not later than fifteen (15) business days prior to the date set forth in (a) above, the Issuer shall provide the Annual Report to the Dissemination Agent (if other than the Issuer). If the Issuer is unable to provide to any Repository an Annual Report as required in subsection (a), the Issuer shall send a notice to any Repository, in the electronic format as required and deemed acceptable by any such Repository in substantially the form attached as Exhibit A.

(c) The Dissemination Agent shall:

(i) determine each year prior to the date for providing the Annual Report the name and address of each Repository; and

(ii) if the Dissemination Agent is other than the Issuer, file a report with the Issuer certifying that the Annual Report has been provided pursuant to this Disclosure Certificate, stating the date it was provided and listing each Repository to which it was provided.

SECTION 4. CONTENT OF ANNUAL REPORTS. The Issuer's Annual Report shall contain or include by reference the following:

(a) the audited financial statements of the Issuer for the prior fiscal year, prepared in accordance with generally accepted accounting principles as promulgated to apply to governmental entities from time to time by the Governmental Accounting Standards Board. If the Issuer's audited financial statements are not available by the time the Annual Report is required to be filed pursuant to Section 3(a), the Annual Report shall contain unaudited financial statements in a format similar to the financial statements contained in the final Official Statement dated June 24, 2010 (the "Official

Statement"), and the audited financial statements shall be filed in the same manner as the Annual Report when they become available; and

(b) updates to the following historical financial information and operating data in tabular form in the Official Statement under the sections entitled "Distribution Percentages Within the County," "Historical Half-Cent Sales Tax Revenue Collections" and "Pro-Forma Debt Service Coverage."

The information provided under Section 4(b) may be included by specific reference to other documents, including official statements of debt issues of the Issuer or related public entities, which are available to the public on the Repository's Internet Website or filed with the Securities and Exchange Commission. The Issuer shall clearly identify each such other document so included by reference.

SECTION 5. REPORTING OF SIGNIFICANT EVENTS.

(a) Pursuant to the provisions of this Section 5, the Issuer shall give, or cause to be given, notice of the occurrence of any of the following events with respect to the Bonds, if material:

1. principal and interest payment delinquencies;
2. non-payment related defaults;
3. unscheduled draws on the debt service reserves reflecting financial difficulties;
4. unscheduled draws on credit enhancements reflecting financial difficulties;
5. substitution of credit or liquidity providers, or their failure to perform;
6. adverse tax opinions or events affecting the tax-exempt status of the Series 2010A Bonds;
7. modifications to rights of the holders of the Bonds;
8. Bond calls (other than scheduled mandatory redemption);
9. defeasances;
10. release, substitution, or sale of property securing repayment of the Bonds;
11. ratings changes; and
12. notice of any failure on the part of the Issuer to meet the requirements of Section 3 hereof.

(b) Whenever the Issuer obtains knowledge of the occurrence of a Listed Event, the Issuer shall promptly determine if such event would be material under applicable federal securities laws; provided, however, that any event under clauses 1, 3, 4, 5, 6 and 11 above shall always be deemed to be material.

(c) If the Issuer determines that knowledge of the occurrence of a Listed Event would be material under applicable federal securities laws, the Issuer shall promptly file a notice of such occurrence with any Repository, in the electronic format as required and deemed acceptable by any such Repository.

SECTION 6. IDENTIFYING INFORMATION. In accordance with the Rule, all disclosure filings submitted pursuant to this Disclosure Certificate to any Repository must be accompanied by identifying information as prescribed by the Repository. Such information may include, but not be limited to:

- (a) the category of information being provided;
- (b) the period covered by any annual financial information, financial statement or other financial information or operation data;
- (c) the issues or specific securities to which such documents are related (including CUSIP numbers, issuer name, state, issue description/securities name, dated date, maturity date, and/or coupon rate);
- (d) the name of any obligated person other than the Issuer;
- (e) the name and date of the document being submitted; and
- (f) contact information for the submitter.

SECTION 7. TERMINATION OF REPORTING OBLIGATION. The Issuer's obligations under this Disclosure Certificate shall terminate upon the legal defeasance, prior redemption or payment in full of all of the Bonds or if the Rule is repealed or no longer in effect. If such termination occurs prior to the final maturity of the Bonds, the Issuer shall give notice of such termination in the same manner as for a Listed Event under Section 5(c).

SECTION 8. DISSEMINATION AGENT. The Issuer may, from time to time, appoint or engage a Dissemination Agent to assist it in carrying out its obligations under this Disclosure Certificate, and may discharge any such Dissemination Agent, with or without appointing a successor Dissemination Agent. The Dissemination Agent shall not be responsible in any manner for the content of any notice or report prepared by the Issuer pursuant to this Disclosure Certificate. The initial Dissemination Agent shall be the Issuer.

SECTION 9. AMENDMENT; WAIVER. Notwithstanding any other provision of this Disclosure Certificate, the Issuer may amend this Disclosure Certificate, and any provision of this Disclosure Certificate may be waived, provided that the following conditions are satisfied:

- (a) If the amendment or waiver relates to the provisions of Sections 3(a), 4, or 5(a), it may only be made in connection with a change in circumstances that arises from a change in legal requirements, change in law, or change in the identity, nature or status of the Issuer, or the type of business conducted;
- (b) The undertaking, as amended or taking into account such waiver, would, in the opinion of nationally recognized bond counsel, have complied with the requirements of the Rule at the time of the original issuance of the Bonds, after taking into account any amendments or interpretations of the Rule, as well as any change in circumstances; and
- (c) The amendment or waiver either (i) is approved by the holders or Beneficial Owners of the Bonds in the same manner as provided in the Resolution for amendments to the

Resolution with the consent of holders or Beneficial Owners, or (ii) does not, in the opinion of nationally recognized bond counsel, materially impair the interests of the holders or Beneficial Owners of the Bonds.

Notwithstanding the foregoing, the Issuer shall have the right to adopt amendments to this Disclosure Certificate necessary to comply with modifications to and interpretations of the provisions of the Rule as announced by the Securities and Exchange Commission from time to time.

In the event of any amendment or waiver of a provision of this Disclosure Certificate, the Issuer shall describe such amendment in the next Annual Report, and shall include, as applicable, a narrative explanation of the reason for the amendment or waiver and its impact on the type (or in the case of a change of accounting principles, on the presentation) of financial information or operating data being presented by the Issuer. In addition, if the amendment relates to the accounting principles to be followed in preparing financial statements, (i) notice of such change shall be given in the same manner as for a Listed Event under Section 5(c), and (ii) the Annual Report for the year in which the change is made should present a comparison (in narrative form and also, if feasible, in quantitative form) between the financial statements as prepared on the basis of the new accounting principles and those prepared on the basis of the former accounting principles.

SECTION 10. ADDITIONAL INFORMATION. Nothing in this Disclosure Certificate shall be deemed to prevent the Issuer from disseminating any other information, using the means of dissemination set forth in this Disclosure Certificate or any other means of communication, or including any other information in any Annual Report or notice of occurrence of a Listed Event, in addition to that which is required by this Disclosure Certificate. If the Issuer chooses to include any information in any Annual Report or notice of occurrence of a Listed Event in addition to that which is specifically required by this Disclosure Certificate, the Issuer shall have no obligation under this Certificate to update such information or include it in any future Annual Report or notice of occurrence of a Listed Event.

SECTION 11. DEFAULT. In the event of a failure of the Issuer to comply with any provision of this Disclosure Certificate, any holder or Beneficial Owner of the Bonds may take such actions as may be necessary and appropriate, including seeking mandamus or specific performance by court order, to cause the Issuer to comply with its obligations under this Disclosure Certificate; provided, however, the sole remedy under this Disclosure Certificate in the event of any failure of the Issuer to comply with the provisions of this Disclosure Certificate shall be an action to compel performance. A default under this Disclosure Certificate shall not be deemed an Event of Default under the Resolution.

SECTION 12. DUTIES, IMMUNITIES AND LIABILITIES OF DISSEMINATION AGENT. The Dissemination Agent shall have only such duties as are specifically set forth in this Disclosure Certificate, and the Issuer agrees to indemnify and save the Dissemination Agent, its officers, directors, employees and agents, harmless against loss, expense and liabilities which it may incur arising out of or in the exercise or performance of its powers and duties hereunder, including the costs and expenses (including attorneys fees) of defending against any claim of liability, but excluding liabilities due to the Dissemination Agent's negligence or willful misconduct. The obligations of the Issuer under this Section shall survive resignation or removal of the Dissemination Agent and payment of the Bonds.

SECTION 13. BENEFICIARIES. This Disclosure Certificate shall inure solely to the benefit of the Issuer, the Dissemination Agent, the Participating Underwriters and holders and Beneficial Owners from time to time of the Bonds, and shall create no rights in any other person or entity.

Dated as of _____, 2010

BROWARD COUNTY, FLORIDA

[SEAL]

By: _____
Mayor

ATTEST:

By: _____
County Administrator and Ex-Officio Clerk
of the Board of County Commissioners

EXHIBIT A

NOTICE OF FAILURE TO FILE ANNUAL REPORT

Name of Issuer: Broward County, Florida

Name of Bond Issue: Half-Cent Sales Tax Revenue Bonds (Main Courthouse Project), Series 2010A

Half-Cent Sales Tax Revenue Bonds (Main Courthouse Project), Series 2010B
(Federally Taxable – Build America Bonds – Direct Payment)

Half-Cent Sales Tax Revenue Bonds (Main Courthouse Project), Series 2010C
(Federally Taxable – Build America Bonds- Recovery Zone Economic
Development Bonds – Direct Payment)

Date of Issuance: _____, 2010

NOTICE IS HEREBY GIVEN that the Issuer has not provided an Annual Report with respect to the above-named Bonds as required by Sections 3 and 4(b) of the Continuing Disclosure Certificate dated as of _____, 2010. The Issuer anticipates that the Annual Report will be filed by _____.

Dated: _____

BROWARD COUNTY, FLORIDA

By: _____
Name: _____
Title: _____

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