

RESOLUTION NO. 24-__

A RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF PINELLAS COUNTY, FLORIDA SUPPLEMENTING RESOLUTION NO. 24-42 ADOPTED ON JULY 30, 2024; PROVIDING FOR ISSUANCE BY PINELLAS COUNTY, FLORIDA OF ITS TOURIST DEVELOPMENT TAX REVENUE BONDS, SERIES 2024 (STADIUM PROJECT), IN ONE OR MORE SERIES OR SUB-SERIES, IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$335,000,000, FOR THE PURPOSE OF FINANCING OR REFINANCING, INCLUDING THROUGH REIMBURSEMENT, A PORTION OF THE COSTS OF THE DESIGN, CONSTRUCTION AND EQUIPPING OF A STADIUM AND RELATED FACILITIES; APPROVING THE FORM OF THE PURCHASE CONTRACT, PRELIMINARY OFFICIAL STATEMENT, DISCLOSURE DISSEMINATION AGENT AGREEMENT, PAYING AGENT AND REGISTRAR AGREEMENT, ESCROW AGREEMENT AND A CONSTRUCTION FUNDS TRUST AGREEMENT; AUTHORIZING THE EXECUTION AND DELIVERY OF THE PURCHASE CONTRACT, FINAL OFFICIAL STATEMENT, DISCLOSURE DISSEMINATION AGENT AGREEMENT, PAYING AGENT AND REGISTRAR AGREEMENT, ESCROW AGREEMENT AND CONSTRUCTION FUNDS TRUST AGREEMENT; DELEGATING TO THE CHAIR AUTHORITY TO AWARD THE SALE OF THE BONDS TO THE UNDERWRITERS NAMED HEREIN PURSUANT TO A NEGOTIATED SALE AND SUBJECT TO THE CONDITIONS AND TERMS SET FORTH HEREIN AND IN THE PURCHASE CONTRACT; AUTHORIZING THE OPTION TO INSURE SOME, ALL OR NONE OF THE BONDS WITH A POLICY OF FINANCIAL GUARANTY INSURANCE, WHICHEVER IS IN THE BEST FINANCIAL INTEREST OF THE COUNTY; DELEGATING AUTHORITY TO THE CHAIR AND THE COUNTY ADMINISTRATOR TO DETERMINE WHETHER TO UTILIZE MUNICIPAL BOND INSURANCE WITH RESPECT TO THE BONDS; APPOINTING A PAYING AGENT AND REGISTRAR, AN ESCROW AGENT AND A CONSTRUCTION FUNDS TRUSTEE; APPROVING DIGITAL ASSURANCE CERTIFICATION, LLC AS DISSEMINATION AGENT; AUTHORIZING CERTAIN OFFICIALS OF THE COUNTY TO EXECUTE ANY DOCUMENT OR TO TAKE ANY ACTIONS REQUIRED TO OFFER THE BONDS AT NEGOTIATED SALE AND IN CONNECTION WITH THE ISSUANCE OF SAID BONDS; MAKING CERTAIN COVENANTS AND AGREEMENTS IN CONNECTION THEREWITH; AND PROVIDING FOR AN EFFECTIVE DATE.

BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF PINELLAS COUNTY, FLORIDA AS FOLLOWS:

SECTION 1. Authority for this Resolution. This resolution (this "Supplemental Resolution") is adopted pursuant to the provisions of the Act and Resolution No. 24-42 adopted by the Board of County Commissioners of Pinellas County, Florida on July 30, 2024 (the "Master Resolution") authorizing the issuance of the Series 2024 Bonds for the purposes of financing or refinancing, including through reimbursement, together with other available funds, the Costs of the Initial Project (the Master Resolution, as supplemented hereby, collectively, the "Resolution").

SECTION 2. Definitions. All capitalized undefined terms have the meanings ascribed thereto in the Master Resolution. Words importing singular number include plural number in each case and *vice versa*, and words importing persons include firms and corporations. The following words and terms used in this Supplemental Resolution have the following meanings:

"Closing Date" means the date the Series 2024 Bonds are issued and delivered to the Underwriters.

"Construction Funds Trust Agreement" means the agreement to be entered into between the Issuer and the Construction Funds Trustee as provided in Section 15 hereof, the substantially final form of which is attached hereto as Exhibit F.

"Construction Funds Trustee" means U.S. Bank Trust Company, National Association.

"County Escrow Account" has the meaning described thereto in the Escrow Agreement.

"Disclosure Dissemination Agent Agreement" means the agreement to be entered into between the Issuer and the DAC pursuant to Section 12 hereof, the substantially final form of which is attached hereto as Exhibit C.

"DAC" means Digital Assurance Certification, LLC.

"Depository Participant" means each such broker-dealer, bank or other financial institution for which DTC holds Series 2024 Bonds from time to time as securities depository.

"DTC" means the Depository Trust Company.

"Escrow Agent" means U.S. Bank Trust Company, National Association.

"Escrow Agreement" means the agreement to be entered into between the Issuer and the Escrow Agent as provided in Section 14 hereof, the substantially final form of which is attached hereto as Exhibit E.

"Indirect Participant" means a Depository Participant or any Person on behalf of whom such a Depository Participant holds an interest in the Series 2024 Bonds.

"Insured Series 2024 Bonds" has the meaning set forth in Section 10 hereof.

"Letter of Representation" means a blanket letter of representation with DTC.

"Official Statement" means a final Official Statement with respect to the Series 2024 Bonds.

"Paying Agent and Registrar" means U.S. Bank Trust Company, National Association.

"Paying Agent and Registrar Agreement" means the agreement to be entered into between the Issuer and the Paying Agent and Registrar as provided in Section 13 hereof, the substantially final form of which is attached hereto as Exhibit D.

"Preliminary Official Statement" means the Preliminary Official Statement, the form of which is attached hereto as Exhibit B.

"Purchase Contract" means the agreement to be entered into between the Issuer and the Underwriters as provided in Section 5 hereof, the substantially final form of which is attached hereto as Exhibit A.

"Rule" means Rule 15c2-12 of the Securities and Exchange Commission.

"Series 2024 Bond Insurance Policy" has the meaning set forth in Section 10 hereof.

"Series 2024 Bond Insurance Agreement" has the meaning set forth in Section 10 hereof.

"Series 2024 Insurer" has the meaning set forth in Section 10 hereof.

"Underwriters" means, collectively, BofA Securities, Inc., Raymond James & Associates, Inc., Samuel A. Ramirez & Co., Inc., Rice Financial Products Company, Siebert Williams Shank & Co, LLC, and Truist Securities Inc.

SECTION 3. Findings. It is hereby ascertained, determined and declared that:

A. The Underwriters have indicated that they are willing to enter into the hereinafter defined Purchase Contract with the Issuer pursuant to which the Underwriters will agree to purchase the Series 2024 Bonds.

B. Due to the present volatility of the market for public obligations like the Series 2024 Bonds, the need to access such market very quickly, the willingness of the Underwriters to purchase the Series 2024 Bonds at interest rates favorable to the Issuer, the complexity of the transactions related to the Series 2024 Bonds and the Initial Project and the critical importance of

timing of the sale of the Series 2024 Bonds, the Issuer has determined to sell the Series 2024 Bonds through a negotiated sale to the Underwriters, and it is hereby determined that it is in the best interest of the public and the Issuer to delegate to the Chair the authority to fix the final details of the Series 2024 Bonds, based upon the advice of the Financial Advisor, and accept the offer of the Underwriters to purchase the Series 2024 Bonds at a negotiated sale pursuant to the terms of the Purchase Contract, the form of which is attached hereto as Exhibit A, if certain conditions set forth in this Supplemental Resolution are satisfied.

C. Prior to acceptance by the Issuer of the offer of the Underwriters to purchase the Series 2024 Bonds, the Underwriters will provide the Issuer with all applicable disclosure information required by Section 218.385, Florida Statutes, to be attached to, or otherwise included as part of, the Purchase Contract.

D. The Issuer has determined that the Initial Project serves a paramount public purpose, and any private benefit is incidental to the paramount public purpose.

E. To provide in this Supplemental Resolution for the issuance of the Series 2024 Bonds for the purposes heretofore described is in the Issuer's best interests and serves a paramount public purpose.

F. This resolution constitutes a Supplemental Resolution for purposes of the Master Resolution.

G. In connection with the offering and sale of the Series 2024 Bonds, the Issuer desires to approve the distribution of the Preliminary Official Statement, a form of which is attached hereto as Exhibit B, and delegate to the Chair or County Administrator the authority to deem the Preliminary Official Statement "final" for purposes of the Rule and to execute and deliver the Official Statement.

H. In connection with its continuing disclosure obligations under the Rule, the Issuer desires to approve the form, and authorize the execution and delivery of the Disclosure Dissemination Agent Agreement, a form of which is attached hereto as Exhibit C.

I. With respect to the Series 2024 Bonds, the Issuer desires to use the book-entry system of registration with DTC.

J. The Issuer desires to appoint a Paying Agent and Registrar with respect to the Series 2024 Bonds and authorize the execution and delivery of the Paying Agent and Registrar Agreement, a form of which is attached hereto as Exhibit D.

K. The Issuer desires to appoint an Escrow Agent with respect to the Series 2024 Bonds and authorize the execution and delivery of the Escrow Agreement, a form of which is attached hereto as Exhibit E.

L. The Issuer desires to appoint a Construction Funds Trustee with respect to the Series 2024 Bonds and authorize the execution and delivery of the Construction Funds Trust Agreement, a form of which is attached hereto as Exhibit F.

M. The Issuer desires the option to insure some, all or none of the Series 2024 Bonds with the Series 2024 Bond Insurance Policy, whichever is in the best financial interests of the Issuer based on the advice of the Financial Advisor, and to authorize the Chair or County Administrator, based on the advice of the Financial Advisor, to take any actions and do all things necessary in order to purchase any such policy in connection with the issuance of the Series 2024 Bonds.

SECTION 4. Approval of Issuance of Series 2024 Bonds; Terms of Series 2024 Bonds.

Subject to compliance with Section 5 hereof, the Issuer hereby delegates to the Chair the authority to determine the final terms of the Series 2024 Bonds, based upon the advice of the Financial Advisor, including, but not limited to, (i) the dated date, (ii) the principal amount and whether the Series 2024 Bonds will be issued as Serial Bonds and/or Term Bonds, (iii) whether the Series 2024 Bonds will be issued in one or more Series or sub-Series, (iv) the maturity dates and amounts, (v) the interest rates, prices and yields, and Interest Dates, (vi) optional redemption features, if any, (vii) the Amortization Installments and other mandatory redemption features, if any, (viii) the sale date and the delivery date, and (ix) all other details of the Series 2024 Bonds, and to take such further action as may be required for carrying out the purposes of this Supplemental Resolution all with respect to the Series 2024 Bonds. All covenants contained in the Master Resolution with respect to the Bonds are applicable to the Series 2024 Bonds. Interest on the Series 2024 Bonds must be calculated based upon a 360-day year, consisting of twelve, 30-day months.

SECTION 5. Award of Sale of the Series 2024 Bonds; Execution of Purchase Contract. Due to the indication by the Underwriters of their willingness to purchase the Series 2024 Bonds by negotiated sale at interest rates favorable to the Issuer, the present volatility of the market for public obligations such as the Series 2024 Bonds, the complexity of the transactions related to the Series 2024 Bonds and the Initial Project and the critical importance of timing of the sale of the Series 2024 Bonds, the Issuer hereby approves the negotiated sale of the Series 2024 Bonds to the Underwriters and delegates to the Chair the authority to accept the offer of the Underwriters to purchase the Series 2024 Bonds, to determine whether to purchase the Series 2024 Bond Insurance Policy to insure some, all or none of the Series 2024 Bonds, and to execute and deliver, on behalf of the Issuer, the Purchase Contract, in substantially the form attached hereto as Exhibit A, which form is hereby approved; provided, however, that the Chair will not have the authority to execute and deliver the Purchase Contract, unless the Chair will have received from the Underwriters (i) all applicable disclosure information required by Section 218.385, Florida Statutes, (ii) such other information as the Chair deems necessary, upon the advice of the Financial Advisor, which demonstrates to the Chair that (A) the aggregate principal amount of the Series 2024 Bonds is not in excess of \$335,000,000, (B) the final maturity

of the Series 2024 Bonds is not later than thirty-one (31) years following the Closing Date, (C) the underwriting discount (including management fee and all expenses) no greater than \$3.50 per bond with respect to the Series 2024 Bonds, and (D) the true interest cost rate on the Series 2024 Bonds is not greater than 5.50% and (iii) the Series 2024 Bonds have been successfully validated for purposes of Chapter 75, Florida Statutes.

Subject to satisfaction of the parameters set forth above, the Series 2024 Bonds will also be subject to optional and mandatory redemption as set forth in the Purchase Contract.

All actions of the Chair taken pursuant to the authority contained in Section 4 and this Section 5 will be evidenced by the execution and delivery of the Purchase Contract, which will be filed with the Clerk. The execution and delivery of the Purchase Contract constitutes complete evidence of the actions of the Chair and constitutes the action of the Issuer. Subject to satisfaction of the conditions in this Section 5, the Chair is hereby authorized and directed to execute and deliver the Purchase Contract. The execution and delivery thereof in the manner described in the preceding sentence constitutes complete approval of such Purchase Contract by the Issuer, including any changes to the form attached hereto as Exhibit A, and are deemed to be part of this instrument as fully and to the same extent as if incorporated verbatim herein.

SECTION 6. Authorization of Series 2024 Bonds. Subject and pursuant to the provisions of Section 5 hereof, obligations of the Issuer to be known as "Pinellas County, Florida Tourist Development Tax Revenue Bonds, Series 2024 (Stadium Project)," with such additional captions as may be determined by the Chair, are authorized to be issued for purposes of paying costs of the Initial Project and paying the costs related to the issuance of the Series 2024 Bonds, including the payment of the premium for the Series 2024 Bond Insurance Policy, if any. The Initial Project is hereby authorized.

SECTION 7. Book Entry System. The Issuer has executed or will execute the Letter of Representation with DTC. It is intended that the Series 2024 Bonds be registered so as to participate in a global book-entry system with DTC as set forth herein and in such Letter of Representation. The Series 2024 Bonds will be initially issued in the form of a single fully registered Series 2024 Bond for each maturity. Upon initial issuance, the ownership of such Series 2024 Bonds will be registered by the Paying Agent and Registrar in the name of Cede & Co., as nominee for DTC. With respect to Series 2024 Bonds registered by the Paying Agent and Registrar in the name of Cede & Co., as nominee of DTC, the Issuer and the Paying Agent and Registrar will have no responsibility or obligation to any Depository Participant or to any Indirect Participant. Without limiting the immediately preceding sentence, the Issuer and the Paying Agent and Registrar will have no responsibility or obligation with respect to (a) the accuracy of the records of DTC, Cede & Co., or any Depository Participant with respect to the ownership interest in the Series 2024 Bonds, (b) the delivery to any Depository Participant or any Indirect Participant or any other Person, other than a registered owner of a Series 2024 Bond as shown in the bond register, of any notice with respect to the Series 2024 Bonds, including any notice of redemption, if applicable, or (c) the payment to any Depository

Participant or Indirect Participant or any other Person, other than a registered owner of a Series 2024 Bond as shown in the bond register, of any amount with respect to principal of, premium, if any, or interest on, if applicable, the Series 2024 Bonds. No Person other than a registered owner of a Series 2024 Bond as shown in the bond register may receive a Series 2024 Bond certificate with respect to any Series 2024 Bond. Upon delivery by DTC to the Paying Agent and Registrar of written notice to the effect that DTC has determined to substitute a new nominee in place of Cede & Co., and subject to the provisions hereof with respect to the payment of interest by the mailing of checks or drafts to the registered owners of Series 2024 Bonds appearing as registered owners in the registration books maintained by the Paying Agent and Registrar at the close of business on a regular record date, the name "Cede & Co." in this Supplemental Resolution will refer to such new nominee of DTC.

In the event that (a) the Issuer determines that DTC is incapable of discharging its responsibilities described herein and in the Letter of Representation, (b) the agreement among the Issuer, the Paying Agent and Registrar and DTC evidenced by the Letter of Representation is terminated for any reason or (c) the Issuer determines that it is in the best interests of the beneficial owners of the Series 2024 Bonds that they be able to obtain certificated Series 2024 Bonds, the Issuer will notify DTC of the availability through DTC of Series 2024 Bond certificates and the Series 2024 Bonds will no longer be restricted to being registered in the bond register in the name of Cede & Co., as nominee of DTC, but only in accordance with the Letter of Representation. At that time, the Issuer may determine that the Series 2024 Bonds will be registered in the name of and deposited with a successor depository operating a universal book-entry system, as may be acceptable to the Issuer, or such depository's agent or designee, and if the Issuer does not select such alternate universal book-entry system, then the Series 2024 Bonds may be registered in whatever name or names registered owners of Series 2024 Bonds transferring or changing Series 2024 Bonds designate, in accordance with the provisions hereof. Notwithstanding any other provision of the Resolution to the contrary, so long as any Series 2024 Bond is registered in the name of Cede & Co., as nominee of DTC, all payments with respect to principal of, premium, if any, and interest on, if applicable, such Series 2024 Bond and all notices with respect to such Series 2024 Bond will be made and given, respectively, in the manner provided in the Letter of Representation.

As long as any Series 2024 Bonds are Outstanding in book-entry form, the provisions of the Resolution inconsistent with such system of book-entry registration are not applicable to such Series 2024 Bonds, and the Issuer covenants to cause adequate records to be kept with respect to the ownership of any Series 2024 Bonds issued in book-entry form or the beneficial ownership of Series 2024 Bonds issued in the name of a nominee.

SECTION 8. Application of Series 2024 Bonds Proceeds. The proceeds, including any accrued interest received from the sale of the Series 2024 Bonds, must be applied by the Issuer as follows:

1. The Issuer will pay all costs and expenses in connection with the preparation, issuance and sale of the Series 2024 Bonds, including the premium for any Series 2024 Bond Insurance Policy, other than costs and expenses in connection with the Series 2024 Bonds expressly required to be paid by the Underwriters pursuant to the Purchase Contract;
2. \$312,500,000 of said proceeds will be deposited in the County Escrow Account, to be used as set forth therein; and
3. The balance of said proceeds, if any, will be deposited in the Interest Account and must be used only for the purpose of paying interest becoming due on the Series 2024 Bonds on the first interest payment date succeeding deposit of such funds.

SECTION 9. Reserve Funding. There is hereby established the "2024 Reserve Subaccount" in the Reserve Account. The Reserve Account Requirement for the 2024 Reserve Subaccount equals the lesser of: (i) the Maximum Annual Debt Service for all Series 2024 Bonds secured by the 2024 Reserve Subaccount, (ii) 125% of the average Annual Debt Service with respect to the Series 2024 Bonds secured by the 2024 Reserve Subaccount, or (iii) an amount equal to 10% of the stated principal amount of the Series 2024 Bonds secured by the 2024 Reserve Subaccount, as adjusted pursuant to Income Tax Regulations which were promulgated pursuant to the Code (the "2024 Reserve Requirement"). On the Closing Date the County will transfer the Series 2024 Reserve Requirement from legally available Tourist Development Tax Revenues to the 2024 Reserve Subaccount. For avoidance of doubt, subject to satisfaction of the requirements of law, in accordance with the provisions of Section 4.05(A)(4) of the Master Resolution, upon the final maturity or the early redemption of the Series 2024 Bonds, the entire balance of the 2024 Reserve Subaccount will be applied to the payment of principal and interest on the Series 2024 Bonds.

SECTION 10. Optional Bond Insurance Policy. If the Chair and the County Administrator determine, upon the advice of the Financial Advisor, that all or any portion of the Series 2024 Bonds (the "Insured Series 2024 Bonds") will be insured by a municipal bond insurance policy, then the Chair and the County Administrator, upon the advice of the Financial Advisor and Bond Counsel, will select either Assured Guaranty Municipal Corp. or Build America Mutual Assurance Company as the municipal bond insurer with respect to the Insured Series 2024 Bonds (the "Series 2024 Insurer") and a sufficient portion of the proceeds of the Series 2024 Bonds will be applied to the payment of the premium for the Series 2024 Insurer's standard form of municipal bond insurance policy (the "Series 2024 Bond Insurance Policy") in accordance with the provisions of Section 8 hereof. The Chair is authorized and directed to execute, and the Clerk is authorized to attest, any insurance agreement (the "Series 2024 Bond Insurance Agreement") that is necessary to incorporate the standard municipal bond insurance provisions required by the Series 2024 Insurer, such Series 2024 Bond Insurance Agreement to

be subject to the approval of Bond Counsel and the County Attorney, such approval being evidenced by the Chair's execution thereof. Subject in all respects to the satisfaction of the conditions set forth in Section 5 hereof, so long as the Series 2024 Bond Insurance Policy issued by the Series 2024 Insurer is in full force and effect and the Series 2024 Insurer has not defaulted in its payment obligations under the Series 2024 Bond Insurance Policy, the County agrees to comply with the provisions of any Series 2024 Bond Insurance Agreement executed in accordance with this Section 10.

SECTION 11. Approval of Distribution of Preliminary Official Statement and Authorization of Final Official Statement. The preparation and distribution of the Preliminary Official Statement relating to the Series 2024 Bonds, in the form attached hereto as Exhibit B, is hereby approved and authorized subject to such changes, amendments, modifications, omissions and additions thereto as may be approved by the Chair, in accordance with the provisions hereof, execution thereof by the Chair and the County Administrator to be deemed conclusive evidence of the approval of such changes. The Chair and the County Administrator are hereby authorized to execute and deliver a certificate of the Issuer which deems such Preliminary Official Statement "final" within the contemplation of the Rule. Such Preliminary Official Statement is hereby authorized to be used and distributed in connection with the sale and marketing of the Series 2024 Bonds. The distribution of the final Official Statement relating to the Series 2024 Bonds is hereby authorized, and the execution of such Official Statement by the Chair is hereby authorized, which execution and delivery constitutes complete evidence of the approval of such final Official Statement by the Issuer. The execution and delivery thereof in the manner described in the preceding sentence constitutes complete approval of the Official Statement by the Issuer, including any changes to the form being approved.

SECTION 12. Continuing Disclosure; Authorization of Execution and Delivery of the Disclosure Dissemination Agent Agreement; Approval of Disclosure Dissemination Agent. The Issuer 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 2024 Bonds, it will comply with and carry out all of the provisions of the Disclosure Dissemination Agent Agreement to be executed by the Issuer prior to the time the Issuer delivers the Series 2024 Bonds to the Underwriters, as may be amended from time to time in accordance with the terms thereof.

The form of the Disclosure Dissemination Agent Agreement attached hereto as Exhibit C is hereby approved, subject to such changes, amendments, modifications, omissions and additions thereto as may be approved by the Chair, in accordance with the provisions hereof, execution thereof by the Chair to be deemed conclusive evidence of the approval of such changes. The Disclosure Dissemination Agent Agreement will be executed in the name of the Issuer by the Chair, and attested by the Clerk and the corporate seal of the Issuer or facsimile thereof will be affixed thereto or reproduced thereon. The execution and delivery thereof in the manner described in the preceding sentence constitutes complete approval of the Disclosure

Dissemination Agent Agreement by the Issuer, including any changes to the form being approved.

Notwithstanding any other provision of the Resolution, failure of the Issuer to comply with such Disclosure Dissemination Agent Agreement may not be considered an event of default under the Resolution. However, the Disclosure Dissemination Agent Agreement is enforceable by the Series 2024 Bondholders in the event that the Issuer fails to cure a breach thereunder within a reasonable time after written notice from a Series 2024 Bondholder to the Issuer that a breach exists. Any rights of the Series 2024 Bondholders to enforce the provisions of this covenant are on behalf of all Series 2024 Bondholders and are limited to a right to obtain specific performance of the Issuer's obligations thereunder.

DAC is hereby approved as Disclosure Dissemination Agent for the Series 2024 Bonds. The SEC Post-Issuance Compliance and Repository Services Pricing Agreement between the Issuer and DAC attached hereto as Exhibit G, is hereby approved and will be executed in the name of the Issuer by the Chair.

SECTION 13. Appointment of Paying Agent and Registrar; Authorization of Execution and Delivery of Paying Agent and Registrar Agreement. U.S. Bank Trust Company, National Association, is hereby appointed to serve as Paying Agent and Registrar with respect to the Series 2024 Bonds. The Paying Agent and Registrar must perform such duties as are more fully described in the Master Resolution and an agreement to be entered into with the Issuer in connection with the Series 2024 Bonds.

The Paying Agent and Registrar must fulfill such functions with respect to the Paying Agent and Registrar Agreement until a qualified successor has been designated by the Issuer and accepts such duties, such designation to be subject to written notice to the Paying Agent and Registrar, or until the Series 2024 Bonds have been paid in full pursuant to the Resolution.

The form of the Paying Agent and Registrar Agreement attached hereto as Exhibit D is hereby approved, subject to such changes, amendments, modifications, omissions and additions thereto as may be approved by the Chair, in accordance with the provisions hereof, execution thereof by the Chair to be deemed conclusive evidence of the approval of such changes. The Paying Agent and Registrar Agreement will be executed in the name of the Issuer by the Chair, and attested by the Clerk and the corporate seal of the Issuer or facsimile thereof will be affixed thereto or reproduced thereon. The execution and delivery thereof in the manner described in the preceding sentence constitutes complete approval of the Paying Agent and Registrar Agreement by the Issuer.

SECTION 14. Appointment of Escrow Agent; Authorization of Execution and Delivery of Escrow Agreement. U.S. Bank Trust Company, National Association, is hereby appointed to serve as Escrow Agent with respect to the Series 2024 Bonds. The Escrow Agent must fulfill such duties as are more fully described in the Escrow Agreement until a qualified

successor has been designated by the Issuer and accepts such duties, such designation to be subject to written notice to the Escrow Agent, or until the Series 2024 Bonds have been paid in full pursuant to the Resolution.

The form of the Escrow Agreement attached hereto as Exhibit E is hereby approved, subject to such changes, amendments, modifications, omissions and additions thereto as may be approved by the Chair, in accordance with the provisions hereof, execution thereof by the Chair to be deemed conclusive evidence of the approval of such changes. The Escrow Agreement will be executed in the name of the Issuer by the Chair, and attested by the Clerk and the corporate seal of the Issuer or facsimile thereof will be affixed thereto or reproduced thereon. The execution and delivery thereof in the manner described in the preceding sentence constitutes complete approval of the Escrow Agreement by the Issuer.

SECTION 15. Appointment of Construction Funds Trustee; Authorization of Execution and Delivery of Construction Funds Trust Agreement. U.S. Bank Trust Company, National Association, is hereby appointed to serve as Construction Funds Trustee with respect to the Series 2024 Bonds. The Construction Funds Trustee must fulfill such duties as are more fully described in the Construction Funds Trust Agreement until a qualified successor has been designated by the Issuer and accepts such duties, such designation to be subject to written notice to the Construction Funds Trustee, or until the Series 2024 Bonds have been paid in full pursuant to the Resolution.

The form of the Construction Funds Trust Agreement attached hereto as Exhibit F is hereby approved, subject to such changes, amendments, modifications, omissions and additions thereto as may be approved by the Chair, in accordance with the provisions hereof, execution thereof by the Chair to be deemed conclusive evidence of the approval of such changes. The Construction Funds Trust Agreement will be executed in the name of the Issuer by the Chair, and attested by the Clerk and the corporate seal of the Issuer or facsimile thereof will be affixed thereto or reproduced thereon. The execution and delivery thereof in the manner described in the preceding sentence constitutes complete approval of the Construction Funds Trust Agreement by the Issuer.

SECTION 16. Prior Resolutions. All prior resolutions of the Issuer inconsistent with the provisions of this Supplemental Resolution, including, but not limited to the Master Resolution, are hereby amended and supplemented to conform with the provisions herein contained and this Supplemental Resolution will remain in full force and effect.

SECTION 17. No Personal Liability. Neither the members of the Board nor any Person executing the Series 2024 Bonds may be personally liable therefor or be subject to any personal liability or accountability by reason of the issuance thereof.

SECTION 18. General Authority. The members of the Board and the issuer's officers, attorneys and other agents and employees are hereby authorized to perform all acts and things

required of them by this Supplemental Resolution or desirable or consistent with the requirements hereof for the full, punctual and complete performance of all of the terms, covenants and agreements contained in the Series 2024 Bonds and this Supplemental Resolution, and they are hereby authorized to execute and deliver all documents which may be required by Bond Counsel to effectuate the sale of the Series 2024 Bonds to the Underwriters.

SECTION 19. Severability and Invalid Provisions. If any one or more of the covenants, agreements or provisions herein contained is held contrary to any express provision of law or contrary to the policy of express law, but not expressly prohibited or against public policy, or is for any reason whatsoever be held invalid, then such covenants, agreements or provisions are null and void and will be deemed separable from the remaining covenants, agreements or provisions and will in no way affect the validity of the other provisions hereof or of the Series 2024 Bonds.

SECTION 20. Resolution to Continue in Force. This Resolution and all the terms and provisions thereof, are and will remain in full force and effect.

SECTION 21. No Third Party Beneficiaries. Except such other Persons as may be expressly described in the Resolution or in the Series 2024 Bonds, nothing in the Resolution or in the Series 2024 Bonds, expressed or implied, is intended or may be construed to confer upon any Person, other than the Issuer, the Paying Agent, the Series 2024 Insurer to the extent the Series 2024 Bonds are insured, and the Holders, any right, remedy or claim, legal or equitable, under and by reason of the Resolution or any provision hereof, or of the Series 2024 Bonds, all provisions hereof and thereof being intended to be and being for the sole and exclusive benefit of the Issuer, the Paying Agent, the Series 2024 Insurer and the Persons who will from time to time be the Holders.

SECTION 22. Effective Date. This Supplemental Resolution will become effective immediately upon its adoption and authentication as provided by law.

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PASSED, APPROVED AND ADOPTED this 29th day of October, 2024.

BOARD OF COUNTY COMMISSIONERS
OF PINELLAS COUNTY, FLORIDA

[OFFICIAL SEAL]

By: _____
Its: Chair

ATTEST:

By: _____
Its: Clerk of the Circuit Court and
Comptroller

APPROVED AS TO FORM:

By: _____
Its: Office of the County Attorney

[Signature Page | Supplemental Resolution]

EXHIBIT A

FORM OF PURCHASE CONTRACT

[Follows.]

EXHIBIT B

FORM OF PRELIMINARY OFFICIAL STATEMENT

[Follows.]

EXHIBIT C

FORM OF DISCLOSURE DISSEMINATION AGENT AGREEMENT

[Follows.]

EXHIBIT D

FORM OF PAYING AGENT AND REGISTRAR AGREEMENT

[Follows.]

EXHIBIT E

FORM OF ESCROW AGREEMENT

[Follows.]

EXHIBIT F

FORM OF CONSTRUCTION FUNDS TRUST AGREEMENT

[Follows.]

EXHIBIT G

**FORM OF SEC POST-ISSUANCE COMPLIANCE
AND REPOSITORY SERVICES PRICING AGREEMENT**

[Follows.]