

RESOLUTION R-97-69

**FLORIDA POWER & LIGHT SERIES 1994
POLLUTION CONTROL REVENUE REFUNDING BONDS**

A RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF MANATEE COUNTY, FLORIDA, APPOINTING A SUCCESSOR TRUSTEE IN CONNECTION WITH THE TRUST INDENTURES SECURING THE SERIES 1994 POLLUTION CONTROL REVENUE REFUNDING BONDS ISSUED ON BEHALF OF FLORIDA POWER & LIGHT COMPANY; AND AUTHORIZING RELATED ACTIONS.

WHEREAS, on March 29, 1994, Manatee County, Florida (the "County"), issued its Manatee County Pollution Control Revenue Refunding Bonds (Florida Power & Light Company Project), Series 1994, in the principal amount of \$16,510,000 (the "1994 Bonds") to refund certain outstanding pollution control revenue bonds issued by the County to finance certain pollution control facilities at the Manatee Steam Electric Generating Plant owned and operated by Florida Power & Light Company (the "Company"); and

WHEREAS, the 1994 Bonds are secured by a Trust Indenture, dated as of March 1, 1994 (the "Indenture"), between the County and First Union National Bank of Florida, as Trustee (the "Trustee"); and

WHEREAS, the Trustee has submitted notice of its intention to resign as Trustee under the Indenture; and

WHEREAS, the County is required under the Indenture to appoint a successor Trustee for the Bonds, with the approval of the Company; and

WHEREAS, the Company has requested the County to appoint The Bank of New York (the "Bank") as successor Trustee under the Indenture; and

WHEREAS, the Company has represented to the County that the Bank satisfies the qualification requirements of Section 912 of the Indenture.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF MANATEE COUNTY, FLORIDA:

SECTION 1. The County hereby appoints, with the approval and at the request of the Company, the Bank to serve as successor Trustee for the Bonds in accordance with Article IX of the Indenture.

SECTION 2. The County hereby directs the Trustee to cause notice of its resignation and the appointment of the Bank as Trustee to be given in accordance with the requirements of the Indenture and customary market practices.

SECTION 3. The County hereby authorizes and directs the Chairman and, in her absence, the Vice Chairman of the Board of County Commissioners, and the Clerk of the Board and, in his absence, any Deputy Clerk, and any other appropriate officials or officers of the County to execute any and all other certifications, instruments or documents and to take all other actions as shall be necessary or desirable and in the best interest of the County to effectuate the purposes of this Resolution, and shall be approved by the County Attorney.

SECTION 4. This Resolution shall take effect immediately upon its adoption.

ADOPTED with a quorum present and voting this the 8th day of April, 1997.

**BOARD OF COUNTY COMMISSIONERS
OF MANATEE COUNTY, FLORIDA**

By: *Patricia M. Shore*
Chairman

ATTEST: R. B. SHORE

By: *R. B. Shore* Deputy Clerk
Clerk of the Circuit Court

