

**RESOLUTION R-97-70**

**FLORIDA POWER & LIGHT SERIES 1977  
INDUSTRIAL DEVELOPMENT REVENUE BONDS**

**A RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF MANATEE COUNTY, FLORIDA, APPOINTING A SUCCESSOR TRUSTEE IN CONNECTION WITH THE TRUST INDENTURE SECURING THE INDUSTRIAL DEVELOPMENT REVENUE BONDS (FLORIDA POWER & LIGHT COMPANY PROJECT), SERIES A, DATED AS OF SEPTEMBER 1, 1977, ISSUED ON BEHALF OF FLORIDA POWER & LIGHT COMPANY; AND AUTHORIZING RELATED ACTIONS.**

**WHEREAS, on September 20, 1977, Manatee County, Florida (the "County"), issued its Manatee County, Florida, Industrial Development Revenue Bonds (Florida Power & Light Company Project), Series A, dated as of September 1, 1977, in the principal amount of \$1,000,000 (the "1977 Bonds") to finance the cost of certain pollution control facilities located on property owned by Florida Power & Light Company ("FPL") at FPL's electric generating facility in Manatee County; and**

**WHEREAS, the 1977 Bonds are secured by a Trust Indenture, dated as of September 1, 1977 (the "Indenture"), between the County and First Union National Bank of Florida, as Trustee, as successor to Southeast First National Bank of Miami (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 the 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 as shall be approved by the County Attorney.

**ADOPTED** with a quorum present and voting this the 5<sup>th</sup> day of April, 1997.

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

By: *Patricia M. Bless*

Chairman

ATTEST *C. R. B. SHORE*

By: *[Signature]*  
Clerk of the Circuit Court