

**CLERKS DULY NOTIFIED.....February 3, 2016**  
**AGENDA PACKAGES/CDS FEDEXED TO MEMBERS..... February 3, 2016**

**MINUTES**  
**SPECIAL CALLED TELEPHONIC EXECUTIVE COMMITTEE MEETING**  
**TUESDAY, FEBRUARY 9, 2016**  
**FLORIDA MUNICIPAL POWER AGENCY**  
**8553 COMMODITY CIRCLE**  
**ORLANDO, FL 32819**

**PARTICIPANTS PRESENT**

Bushnell	-	Susan Noell (via telephone)
Clewiston	-	Lynne Mila (via telephone)
Fort Pierce	-	Clay Lindstrom (via telephone)
Green Cove Springs	-	Robert Page (via telephone)
Havana	-	Howard McKinnon(via telephone)
Jacksonville Beach	-	Allen Putnam
Kissimmee	-	Larry Mattern (via telephone)
Leesburg	-	Patrick Foster (via telephone)
Newberry	-	Bill Conrad (via telephone)
Ocala	-	Mike Poucher (via telephone)
Starke	-	Tom Erharth (via telephone)

**PARTICIPANTS ABSENT**

Fort Meade	-	Fred Hilliard
Key West	-	Lynne Tejeda

**OTHERS PRESENT**

Jim O'Connor, Vero Beach (via telephone)  
Barry Rothchild, Nixon Peabody LLP (via telephone)  
Liz Columbo, Nixon Peabody LLP (via telephone)  
Albert Simmons, Orrick, Herrington & Sutcliffe LLP (via telephone)  
Craig Dunlap, Dunlap & Associates (via telephone)

**STAFF PRESENT**

Nick Guarriello, General Manager and CEO (via telephone)  
Fred Bryant, General Counsel (via telephone)  
Jody Finklea, Deputy General Counsel and Manager of Legal Affairs (via telephone)  
Mark McCain, Assistant General Manager, Public Relations & Human Resources (via telephone)  
Mark Larson, Assistant General Manager, Finance and Information

Technology and CFO  
Frank Gaffney, Assistant General Manager, Power Resources  
Janet Davis, Treasurer (via telephone)  
Sue Utley, Executive Assistant to the CEO/Asst. Secy to the BOD

**ITEM 1 - CALL TO ORDER, ROLL CALL, AND DECLARATION OF QUORUM:**

Chairman Howard McKinnon, Havana, called the FMPA Special Called Telephonic Executive Committee meeting to order at 2:21 p.m. on Tuesday, February 9, 2016, via telephone. A speaker phone for public attendance and participation was located in the Board Room at Florida Municipal Power Agency, 8553 Commodity Circle, Orlando, Florida. The roll was taken and a quorum was declared with 11 members present out of a possible 13.

**ITEM 2 – SET AGENDA (BY VOTE):**

**MOTION:** Mr. Putnam, Jacksonville Beach, moved to set the agenda as presented. Mr. Conrad, Newberry, seconded the motion. Motion carried 11-0.

**ITEM 3 – RECOGNITION OF GUESTS:**

None.

**ITEM 4 –PUBLIC COMMENTS:**

None.

**ITEM 5 – COMMENTS FROM THE CHAIRMAN:**

None

**ITEM 6 – REPORT FROM GENERAL MANAGER:**

None.

**ITEM 7 – ACTION ITEMS:**

**Item 7a—Approval of Resolution 2016-EC1 – Approval of 2016A Bonds**

**MOTION:** Mr. Putnam, Jacksonville Beach, moved approval of Resolution 2016 EC1 – Approval of Series 2016A Bonds. Mr. Foster, Leesburg, seconded the motion. The Resolution was read by title.

A RESOLUTION OF THE EXECUTIVE COMMITTEE OF FLORIDA MUNICIPAL POWER AGENCY (I) RECITING STATEMENT OF AUTHORITY; (II) APPROVING AND ADOPTING THE SERIES 2016A SUPPLEMENTAL ALL-REQUIREMENTS POWER SUPPLY PROJECT REVENUE BOND RESOLUTION (FIXED RATE BONDS) WHICH AUTHORIZES THE ISSUANCE OF FLORIDA MUNICIPAL POWER AGENCY ALL-REQUIREMENTS POWER SUPPLY PROJECT REFUNDING REVENUE BONDS, SERIES 2016A TO BE SOLD ON OR BEFORE DECEMBER 31, 2016 IN A PRINCIPAL AMOUNT SUFFICIENT TO PRODUCE NOT TO EXCEED FIVE HUNDRED TWENTY-FIVE MILLION DOLLARS (\$525,000,000) IN NET PROCEEDS FOR THE PURPOSE OF REFUNDING ALL OR A PORTION OF FMPA'S ALL-REQUIREMENTS POWER SUPPLY PROJECT REVENUE BONDS, SERIES 2008A AND ALL-REQUIREMENTS POWER SUPPLY PROJECT REVENUE BONDS, SERIES 2009A AND DELEGATES TO AUTHORIZED SIGNATORIES AND AUTHORIZED OFFICERS CERTAIN MATTERS RELATING TO THE ISSUANCE OF SUCH SERIES 2016A BONDS INCLUDING (1) WHEN TO ISSUE SUCH SERIES 2016A BONDS, (2) DETERMINATION OF THE PRINCIPAL AMOUNTS, MATURITIES, INTEREST RATES, SINKING FUND INSTALLMENTS AND OTHER REDEMPTION PROVISIONS OF THE SERIES 2016A BONDS, (3) APPROVAL OF THE SALE AND PURCHASE PRICE FOR THE SERIES 2016A BONDS, (4) DETERMINATION OF AMOUNT, IF ANY, OF THE DEBT SERVICE RESERVE REQUIREMENT FOR THE SERIES 2016A BONDS, AND (5) DETERMINING THE ADVISABILITY OF SECURING BOND INSURANCE FOR SUCH SERIES 2016A BONDS; (III) MAKING CERTAIN FINDINGS AS TO THE REASONS REQUIRING THE NEGOTIATED SALE OF THE SERIES 2016A BONDS; (IV) ACKNOWLEDGING REQUIREMENT TO OBTAIN DISCLOSURE STATEMENT FROM THE UNDERWRITERS AND APPROVING THE FORM DISCLOSURE STATEMENT; (V) APPROVING THE PREPARATION, EXECUTION, DELIVERY AND USE OF A PRELIMINARY AND A FINAL OFFICIAL STATEMENT, THE DEEMING "FINAL" OF THE PRELIMINARY OFFICIAL STATEMENT AND THE EXECUTION, DELIVERY AND PERFORMANCE OF A CONTINUING DISCLOSURE AGREEMENT AND ESCROW DEPOSIT AGREEMENT; (VI) DESIGNATING AUTHORIZED OFFICERS AND APPROVING AND RATIFYING PREVIOUS ACTIONS; (VII) PROVIDING FOR THE TAKING OF CERTAIN OTHER ACTIONS; (VIII) PROVIDING FOR SEVERABILITY; AND (IX) PROVIDING FOR AN EFFECTIVE DATE.

Roll call vote was taken. Motion carried 11-0.


**ITEM 5 – INFORMATION ITEMS:**

None.

**ITEM 7 – MEMBER COMMENTS:**

None.

There being no further business, the meeting was adjourned at 2:46 p.m.

  
Howard McKinnon  
Chairperson, Executive Committee

  
Sue Utley  
Assistant Secretary

Approved: March 17, 2016

Seal

