Exhibit C
Community Venues – Financing Plan Discussion
2013 Update

October 22, 2013

1. Financing Parameters

Financing Parameters

The County and City desire a financing plan to ensure that the Community Venues are financed as efficiently as practical

- **Scope of Projects (cost escalation is estimated)**
  - Event Center $480,000,000
  - Dr Phillips Center for the Performing Arts $514,000,000
  - Citrus Bowl $217,700,000
  - Soccer Stadium $ 84,000,000
- **Bond/Debt Issuer**
  - The City of Orlando or other issuing entity as designated by the City of Orlando
- **Portion of Projects Financed (Excluding certain City Financed Elements)**
  - County and City anticipate financing will be limited to the following project fund amounts:
    - Event Center (6th Cent TDT) $270,000,000
    - Dr Phillips Center for the Performing Arts (1-4th Cent TDT, Int Loan, CRA) $269,561,613*
    - Citrus Bowl (1-4th Cent TDT, CRA) $185,000,000*
    - Soccer Stadium (1-4th Cent TDT) $ 20,000,000*

*Of these amounts, approximately $324.5 million will be repaid by 1-4th Cent TDT and approximately $150 million will be repaid by CRA Revenues

Financing Parameters

The County and City desire a financing plan to ensure that the Community Venues are financed as efficiently as practical

- **½ 6th Cent TDT**
  - Finance up to $270 million of Events Center project costs
  - Revenues commence October 2008 (transfers commence December 2008) and will be paid monthly for 30 years (November 1, 2038) or until debt is retired, whichever occurs first
- **Plan of Finance Assumptions – 1-4th Cent TDT**
  - Finance up to $324,561,613 of DPAC, Citrus Bowl, and Soccer Stadium project costs utilizing Contract TDT Revenues[1]
  - County began transferring Contract TDT Revenues in 2009. A total of approximately $22.4 million of Contract TDT Revenues have been spent on non-bonded construction costs which will not be bonded. The County will continue to transfer annually all Contract TDT Revenues in excess of the corresponding annual base amounts set forth in Exhibit B until the earlier of the date Contract TDT Obligations are defeased/redeemed or December 31, 2046.
  - City has established and the CRA will maintain a $25 million Reserve which will be refilled from CRA and County Sources as outlined below.
- **CRA**
  - The CRA financed $150 million of project and infrastructure costs.
  - In accordance with Amendment 2 of the Interlocal Agreement, the CRA and the County will share in the refilling of the CRA reserve up to a total of $25,000,000 shared on a 50%/50% basis (limited to $12,500,000 from the County as set forth in Section 6.9 of the Interlocal Agreement). To the extent that revenues are "available" as defined by its CRA Bond Resolution, the CRA will continue to maintain the $25 million Reserve.
- **Other City Financing Sources**
  - $90 million land & infrastructure for Community Venues from redevelopment of the Creative Village
  - $51 million to construct parking & infrastructure from debt financing
  - $15 million to purchase land for the Soccer Stadium internally financed.

[1] Actual Bond issues will be sized to produce a total of $299,561,613 of project proceeds if the City opts for an internal loan for the $25 million additional funding for DPAC and $324,561,613 if the additional funding for DPAC is bonded.

2. Preliminary Financing Structure – Contract TDT Revenues

Contract 6th Cent Revenue Debt

The proposed financing structure provides $270 million in funding, maintains the credit integrity of the County and City, and requires the Orlando Magic to pay for the guaranty of $100 million of bonds.

Senior / Subordinate Debt Structure (6th Cent TDT only)

- $270 million "AAA/Aaa" insured Senior & Subordinate Lien Bonds[1]
  - Bonds will be issued in 3 Series on or about 11/1/2007
    - $170 million Senior Lien Series A
    - Approximately $50 million Subordinate Lien Series B
    - Approximately $50 million Subordinate Lien Series C
  - All Series of Bonds will be secured by Contract 6th Cent Revenues & backed by "AAA/Aaa" bond insurance
  - Term of Contract 6th Cent Revenues will not exceed 30 years as outlined in LOU (no "tail")
  - Interest earnings on the Series A and B bond proceeds will be used to partially offset interest cost of bonds from issuance date until October 2008.
  - Interest earnings on the Series C bond proceeds will be used to partially offset interest cost of bonds from issuance date until October 2009.

<u>Senior Lien Bonds – Series A</u>

- $170 million Senior Lien Bonds, Series A
- "AAA/Aaa" insured bond issue
  - approximately 1.35x Debt Service Coverage
  - Traditional debt structure with fixed amortization

[1] Actual bond issues will be sized to produce total of $270 million of project proceeds

Contract 6th Cent Revenue Debt

The proposed financing structure provides $270 million in funding, maintains the credit integrity of the County and City, and requires the Orlando Magic to pay for the guaranty of $100 million of bonds.

<u>Subordinate Lien Bonds – Series B & Series C</u>

- $100 million Subordinate Lien Bonds
- "Aaa/AAA" insured bonds issued in two separate series
  - Magic organization will pay 100% of bond insurance premium for $100 million subordinate lien bonds

  - Approximately $50 million Subordinate Lien Series B
    - "AAA/Aaa" insured issue
    - Payment of Series B bonds will be subordinate to Series A
    - Issue sized at maximum amount that can be supported by revenues at time of issuance
    - Traditional debt structure with approximately level debt service amortization

  - Approximately $50 million Subordinate Lien Series C
    - Payment of Series C bonds will be subordinate to Series A; possibly on parity with Series B
    - The Series C bonds will have a flexible amortization and approximately level debt service with the ability to adjust in the event of insufficient coverage. Specific structure of Series C Bonds determined at time of issuance.

Contract 6th Cent Revenue Debt

The proposed financing structure provides $270 million in funding, maintains the credit integrity of the County and City, and requires the Orlando Magic to pay for the guaranty of $100 million of bonds.

Benefits of Structure

- ✓ Provides $270 million of project proceeds
- ✓ Efficient financing structure at "AAA/Aaa" insured interest rates
- ✓ Magic organization provides bond guarantee on $100 million of subordinate bonds by:
    - paying 100% of "AAA/Aaa" bond insurance premium for Series B & Series C
- ✓ Bond Insurance on subordinate debt provides stronger guarantee / lower risk for County, City, and investors than stand alone Magic organization guarantee since exposure is shifted to "AAA/Aaa" rated insurance company

Contract 6th Cent Revenue Debt

The proposed financing structure provides $270 million in funding, maintains the credit integrity of the County and City, and requires the Orlando Magic to pay for the guaranty of $100 million of bonds.

Considerations

- Bonds sized to produce $270 million of project funds plus reasonable costs of issuance & reserves
- Cost of issuance including AICR limited to 3% of project amount plus reserves. Advance Issue Carry Reimbursement is reduced and is only necessary to cover the non-asset bonds and the debt service in October and November of 2008 (negative carry), thereby allowing the entire cost of issuance to be limited to 3%.
- The Magic contribute and escrow their $50 million cash up-front to trustee bank for immediate use and provide the interest earnings thereon for the benefit of the project
- Magic will pay 100% of bond insurance premium on Series B and C Bonds
- Interest earnings on project and reserve funds used to partially reduce debt service on bonds until October 2008 for Series A&B Bonds and October 2009 for Series C Bonds
- "Closed" indenture to prohibit future debt issuance (other than refunding prior debt for savings)
- Bond funded reserve fund at MADS for each Series of bonds
  - ½ for Liquidity Reserve
  - ½ for DSRF
  - Used to make final year's debt service payment in 2038
- Excess Contract 6th Cent Revenues used to:
  - Pre-pay bonds (highest available coupon first)
  - Ability of subordinate lien bonds to ascend to senior lien status (bond insurer consideration)
- Because the early issuance of the last $100 million exposes the slight possibility of excess interest costs (not to exceed $5 million) to repay any insurance draws at rates higher than the rate on the debt, the Magic will indemnify the City and County and agree to pay any excess interest expense due to insurance draws until 2012

Contract 1-4th Cent Revenue Debt

The proposed financing structure provides a total of approximately $304.5 million plus cost escalation (estimated at $20 million) in funding.

Revenue Bond and/or Lease Revenue Debt Structure

- **Dr Phillips Center for the Performing Arts (DPAC)**
  - After using Contract TDT Revenues to pay costs of DPAC – Stage 1 in the amount of $22,438,387 in accordance with Section 6.3.1, the original $130,000,000 has been reduced to $107,561,713.
  - $30,131,134 of Stage 1 costs that have been incurred will be funded from Bond Proceeds as part of the first issue of Contract TDT Obligations sold in 2014 (First Contract TDT Issue).
  - In accordance with Amendment 2 of the Interlocal Agreement, the allowable amount paid from Contract TDT Revenues for the Final Stage is $77,430,479 plus cost escalation (currently estimated at $8,000,000). In accordance with Amendment 3 of the Interlocal Agreement, an additional $25 million of County Contribution to DPAC may be produced at the option of the City either through additional bond proceeds or through an Internal Loan.
    - An additional $25,000,000 will be produced as either proceeds of the Second Contract TDT Issue or through a debt instrument as described in Section 6.13 of the Interlocal Agreement . The planned term of this loan will be 30 years and the rate of interest will be determined by external market indicators but no more than 4.75%.

Contract 1-4th Cent Revenue Debt

The proposed financing structure provides a total of approximately $304.5 million plus cost escalation (estimated at $20 million) in funding.

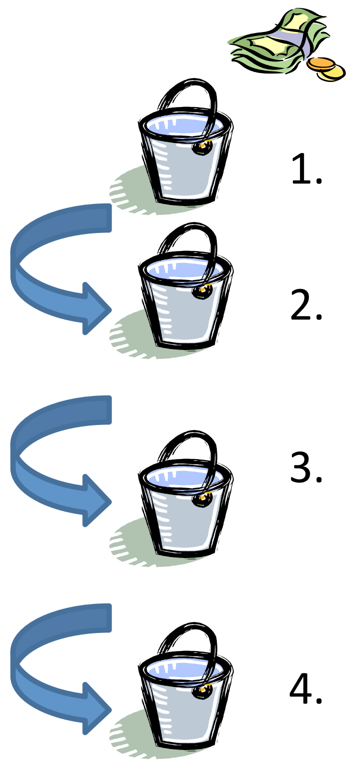
Revenue Bond and/or Lease Revenue Debt Structure

- **Citrus Bowl**
  - A $21 million Internal Loan has been entered into by the CRA to support its contribution to the Citrus Bowl Projects. This loan will be drawn down as progress payments are made on the Citrus Bowl improvements.
  - $152,000,000 in Contract TDT Obligation proceeds will be issued in early 2014 (First Contract TDT Issue) comprised of the original $140,000,000 authorized plus cost escalation currently estimated at $12,000,000. (The Final cost escalation calculation will be reviewed and approved by the County Comptroller prior to issuance.)
  - Additional Contract TDT Obligations proceeds may be issued as a part of the First Contract TDT Issue in an amount not to exceed of $12,000,000 and is limited to a two dollar to one dollar match of up to $6,000,000 of contributions from Florida Citrus Sports.
- **Soccer Stadium**
  - $20 million in Contract TDT Obligation Proceeds will issued as a part of the First Contract TDT issue.
- **Other Provisions**
  - Contract TDT Revenues will flow to Bondholders via Trustee for approximately 30 years or until such time as debt service on Contract TDT Obligations or other loans payable from Contract TDT Revenues are repaid, whichever comes first.
  - The City and the CRA have established a $25 million reserve to support Contract TDT Obligations
  - In accordance with Amendment 2 of the Interlocal Agreement, the CRA and the County will share in the refilling of the CRA reserve up to a total of $25,000,000 shared on a 50%/50% basis (limited to $12,500,000 from the County as set forth in Section 6.9 of the Interlocal Agreement). To the extent that revenues are "available" as defined by its CRA Bond Resolution, the CRA will thereafter continue to maintain the $25 million Reserve.

Contract 1-4th Cent Revenue Debt

In accordance with the Interlocal Agreement, all 1-4th Cent Contract TDT Revenues will flow to the City via Interlocal Agreement until the earlier of December 31, 2046 or such time as approximately $324.5 million in debt is repaid, whichever comes first.

The anticipated plan of finance is based on the following flow of funds:

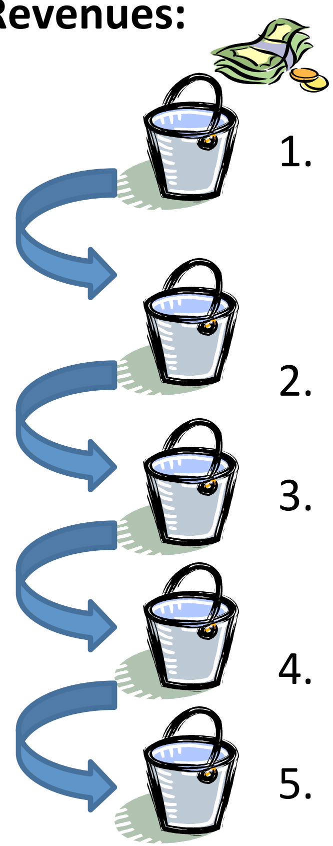


1. Debt Service Fund
2. Liquidity Reserve Fund
3. City Reserve (Initial $25 million refill split 50% CRA/50% County, CRA thereafter)
4. DSRF

Contract 1-4th Cent Revenue Debt

In accordance with the Interlocal Agreement, all 1-4th Cent Contract TDT Revenues will flow to the City via Interlocal Agreement until the earlier of December 31, 2046 or such time as approximately $324.5 million in debt is repaid, whichever comes first.

The proposed plan of finance is based on the following use of Contract 1-4th Cent Revenues:



1. Pay debt service on bonds, replenish reserves, reimburse sources other than Contract TDT Revenues used to pay debt service, and pay debt related costs
2. Pay debt service on City loans
3. Reimburse sources other than Contract TDT used to pay debt service on loans
4. Repay debt early, highest coupon first
5. Return to County for any legal use

Contract 1-4th Cent Revenue Debt

The proposed financing structure provides $324.5 million in funding and maintains the credit integrity of the County and City.

Contract 1-4th Cent Revenue Debt Considerations

- Bonds sized to produce as much as $324.5 million of project funds increased or decreased by differences in the final cost escalation calculations from the estimates herein as provided by the Interlocal Agreement plus reasonable costs of issuance & reserves and reduced by any future Contract TDT Revenue distributions from the County spent directly on Community Venues construction prior to bond issuance.
- Cost of issuance limited to 3%
- Interest earnings on reserve funds and excess project fund earnings used to reduce debt service
- "Closed" indenture on Contract 1-4th Cent Revenues to prohibit future debt issuance (other than refunding prior debt for savings)
- Bond funded Debt Service Reserve Fund at MADS for each Series of bonds
  - ½ for Liquidity Reserve
  - ½ for DSRF
  - Used to make final year's debt service payment
- Excess Contract 1-4th Cent Revenues used to:
  - Reimburse other sources that have paid debt service other than Contract TDT Revenues
  - Pre-pay bonds (highest available coupon first)

City of Orlando - Community Venues
Overall Project Sources and Uses of Funds

	PAC			Soccer	Reconstructed	Event	
Sources of Funds	Stage 1	Final Stage	Total	Stadium[1]	Citrus Bowl[3]	Center	Total
Corporate, Private, Philanthropic Contributions	$ 81,000,000	$ 53,000,000	$ 134,000,000	$ 43,000,000	$ 10,000,000	$ 50,000,000	$ 237,000,000
Present Value of Magic Use Payments	-	-	-	-	-	12,000,000	12,000,000
Orlando Venues Funds	-	-	-	-	8,700,000	-	8,700,000
Contributed Land	27,000,000	-	27,000,000	15,000,000	-	-	42,000,000
Proceeds from Redevelopment-Sale of Land	18,000,000	-	18,000,000	-	10,000,000	62,000,000	90,000,000
City Covenant Bond Proceeds	14,000,000	-	14,000,000	-	-	37,000,000	51,000,000
State and Other Government Sources	15,000,000	-	15,000,000	5,000,000	-	30,000,000	50,000,000
TDT Senior Debt (Contract 6th Cent)	-	-	-	-	-	170,000,000	170,000,000
TDT Subordinate Debt (Contract 6th Cent)	-	-	-	-	-	50,000,000	50,000,000
Event Center Completion Bonds (Contract 6th Cent)	-	-	-	-	-	50,000,000	50,000,000
CRA 2009 Bonds	60,000,000	-	60,000,000	-	-	-	60,000,000
CRA 2010 Bonds	69,000,000	-	69,000,000	-	-	-	69,000,000
CRA Subordinate Loan	-	-	-	-	21,000,000	-	21,000,000
TDT 2014A (5 Cents)	30,131,134	4,000,000	34,131,134	20,000,000	152,000,000	-	206,131,134
TDT 2014B (5 Cents)	-	73,430,479	73,430,479	-	-	-	73,430,479
Additional TDT 2014B Bonds or Loan Proceeds	-	25,000,000	25,000,000	-		-	25,000,000
Estimated Bond Funded Cost Escalation	-	8,000,000 [2]	8,000,000	-	12,000,000 [2]	-	20,000,000
Contract TDT Revenues from Trustee	22,438,387		22,438,387	-	-	-	22,438,387
Interest Earnings	11,000,000	3,000,000	14,000,000	1,000,000	4,000,000	19,000,000	38,000,000
Total Sources of Funds	$ 347,569,521	$ 166,430,479	$ 514,000,000	$ 84,000,000	$ 217,700,000	$ 480,000,000	$1,295,700,000

	PAC			Soccer	Reconstructed	Event	
	Stage 1	Final Stage	Total	Stadium[1]	Citrus Bowl[3]	Center	Total
Uses of Funds							
Gross Construction Costs	$ 280,069,521	$ 162,930,479	$ 443,000,000	$ 69,000,000	$ 207,700,000	$ 380,000,000	1,099,700,000
Costs of Interim Improvements	-	-	-	-	10,000,000	-	10,000,000
Property Contribution, Acquisition, Site Prep	30,000,000	-	30,000,000	15,000,000	-	40,000,000	85,000,000
Parking, Roads, and Site Improvements	37,500,000	3,500,000	41,000,000	-	-	60,000,000	101,000,000
Total Uses of Funds	$ 347,569,521	$ 166,430,479	$ 514,000,000	$ 84,000,000	$ 217,700,000	$ 480,000,000	$1,295,700,000

Note 1: In addition to the amounts shown in this column, the State of Florida is providing funding sources necessary to use for street and pedestrian improvements surrounding the soccer stadium.

Note 2: The amounts listed for cost escalation have been estimated for display in this Exhibit. Actual cost escalation amounts will be calculated at the time of issue and approved by the County Comptroller

Note 3: The Reconstructed Citrus Bowl consists of three distinct sub-projects: (1) Certain Interim Improvements completed in 2009-2010 in the amount of $10 million; (2) Base Stadium Improvements in the amount of $189.7 million as further described in Exhibit E of the Interlocal Agreement; and, (3) Citrus Bowl Competitive Scope in the amount of $18 million as further described in Exhibit E of the Interlocal Agreement. Interim Improvements are broken out in the Uses of Funds as a separate line item of $10,000,000. The Citrus Bowl Base Improvements in the amount of $189.7 million and the Competitive Scope in the amount of $18 million are combined in the Uses of Funds above in the Gross Construction Costs amount of $207.7 million.