

\$6,895,000
BANYAN CAY COMMUNITY DEVELOPMENT DISTRICT
SPECIAL ASSESSMENT BONDS, SERIES 2020
(PHASE ONE ASSESSMENT AREA)

(the “Series 2020 Bonds”)

LIST OF CLOSING DOCUMENTS

Three (3) executed copies of the following documents or, where permissible, photocopies thereof, are to be delivered at the Pre-Closing:

**RESPONSIBLE
PARTY**

TAB NO.

I. BASIC DOCUMENTS

BC	1.	1.1.	Master Trust Indenture dated as of December 1, 2020.
BC	2.	1.2.	First Supplemental Trust Indenture dated as of December 1, 2020.
UC	3.	1.3.	Bond Purchase Contract dated December 2, 2020, together with disclosure letter and truth in bonding statement of Underwriter, pursuant to Section 218.385, Florida Statutes (the “Purchase Contract”).
UC	4.	1.4.	Preliminary Limited Offering Memorandum dated November 19, 2020.
UC	5.	1.5.	Limited Offering Memorandum dated December 2, 2020.
UC	6.	1.6.	Continuing Disclosure Agreement dated as of December 17, 2020.
IC	7.	1.7.	Improvement Completion and Acquisition Agreement dated as of December 17, 2020.
IC	8.	1.8.	Lien of Record.
IC	9.	1.9.	Declaration of Consent to Jurisdiction and the Imposition of Special Assessments.
IC	10.	1.10.	Collateral Assignment and Assumption of Development Rights Relating to Phase One Assessment Area dated as of December 17, 2020.
IC	11.	1.11.	True-Up Agreement dated as of December 17, 2020.

**RESPONSIBLE
PARTY**

TAB NO.

II. DOCUMENTS TO BE DELIVERED BY THE DISTRICT

IC	12.	2.1.	Copy of Ordinance No. 4823-19 enacted on January 28, 2019 establishing the District (without exhibits).
BC/IS	13.	2.2.	Certificate of Secretary of the District as to Resolution No. 2019-25, adopted on May 21, 2019, authorizing the issuance of special assessment bonds from time to time, in a principal amount of not exceeding \$11,000,000, as supplemented by Resolution No. 2019-31 adopted on October 15, 2019, authorizing \$10,000,000 in principal amount of Series 2020 Bonds.
IC/IS	14.	2.3.	Certificate of Secretary of the District as to Assessment Resolutions: <ul style="list-style-type: none">a. Copy of Resolution No. 2019-26, adopted on May 21, 2019, evidencing the intent to use special assessments and establishing the assessment methodology and preliminary assessment roll.b. Copy of Resolution No. 2019-27, adopted on May 21, 2019, setting a public hearing on special assessments.c. Copy of Resolution No. 2019-28, adopted on July 9, 2019, equalizing, approving, confirming, and levying special assessments.
IC	15.	2.4.	Validation Proceedings. <ul style="list-style-type: none">a. Final Judgment.b. Certificate of No Appeal.
BC	16.	2.5.	General and Closing Certificate of the District, including certifications required by Section 8(c)(13) and Section 8(c)(14) of the Purchase Contract.
BC	17.	2.6.	Arbitrage Tax Certificate, including Certificate of Underwriter and Rebate Covenants attached thereto.
BC	18.	2.7.	IRS Form 8038.
BC	19.	2.8.	Request and Authorization for Authentication and Delivery of Series 2020 Bonds.
BC	20.	2.9.	Copy of live Series 2020 Bonds.
BC	21.	2.10.	Rule 15c2-12 Certificate of the District.

**RESPONSIBLE
PARTY**

TAB NO.

III. DOCUMENTS TO BE DELIVERED BY THE TRUSTEE

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| BC | 22. | 3.1. | Certificate of Trustee as to Certain Matters. |
| BC | 23. | 3.2. | Certificate of Trustee as to Delivery of the Series 2020 Bonds and Receipt and Application of Proceeds of the Series 2020 Bonds. |

IV. DOCUMENTS TO BE DELIVERED BY THE UNDERWRITER

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| BC | 24. | 4.1. | Delivery Instructions of Underwriter as to Series 2020 Bonds. |
| BC | 25. | 4.2. | Underwriter's Certificate as to compliance with Section 189.051. |

V. DOCUMENTS TO BE DELIVERED BY THE DISTRICT MANAGER AND THE METHODOLOGY CONSULTANT

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| DM | 26. | 5.1. | Copy of Master Assessment Methodology for the District, dated May 21, 2019, as revised on June 7, 2019 and September 9, 2019, as supplemented by the Final First Supplemental Assessment Methodology for the District, dated December 2, 2020. |
| DM/BC | 27. | 5.2. | Certificate of the District Manager and the Methodology Consultant required by Sections 8(c)(19) of the Purchase Contract. |

VI. DOCUMENTS TO BE DELIVERED BY THE DISTRICT ENGINEER

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| DE | 28. | 6.1. | Certificate of District Engineer required by Section 8(c)(18) of the Purchase Contract. |
| DE | 29. | 6.2. | Copy of Engineer's Report dated June 20, 2019, as supplemented. |

VII. DOCUMENT TO BE DELIVERED BY DEVELOPER

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| IC | 30. | 7.1. | Certificate of Developer required by Section 8(c)(11) of the Purchase Contract. |
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**RESPONSIBLE
PARTY**

TAB NO.

VIII. OPINIONS OF COUNSEL

BC	31.	8.1.	Approving Opinion of Greenberg Traurig, P.A., Bond Counsel.
BC	32.	8.2.	Supplemental Opinion of Bond Counsel required by Section 8(c)(5) of the Purchase Contract.
BC	33.	8.3.	Reliance Letter of Bond Counsel required by Section 8(c)(4) of the Purchase Contract.
IC	34.	8.4.	Opinion of Lewis, Longman & Walker, P.A., Counsel to the District, required by Section 8(c)(6) of the Purchase Contract.
UC	35.	8.5.	Opinion of Squire Patton Boggs (US) LLP, Underwriter's Counsel required by Section 8(c)(9) of the Purchase Contract.
TC	36.	8.6.	Opinion of Holland & Knight LLP, Counsel to the Trustee, required by Section 8(c)(8) of the Purchase Contract.
DC	37.	8.7.	Opinion of Cherry, Edgar & Smith, P.A., Counsel to the Developer, required by Section 8(c)(7) of the Purchase Contract.

IX. MISCELLANEOUS

BC	38.	9.1.	Confirmation of Electronic Filing of Notice of Sale to Division of Bond Finance of State Board of Administration.
BC	39.	9.2.	Confirmation of Electronic Filing of Division of Bond Finance Form BF 2003/2004.
BC	40.	9.3.	Copy of Blanket Issuer Letter of Representations.
DC	41.	9.4.	Special Assessment Acknowledgments
UW/BC	42.	9.5.	Closing Memoranda.