


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

**CERTIFICATE OF TRUSTEE, PAYING AGENT AND
BOND REGISTRAR AS TO CERTAIN MATTERS**

The undersigned, being a duly authorized officer of U.S. Bank National Association, a national banking association (the "Bank"), the Trustee under that certain Master Trust Indenture dated as of December 1, 2020, as supplemented by that certain First Supplemental Trust Indenture dated as of December 1, 2020 (collectively, the "Indenture"), each by and between Banyan Cay Community Development District (the "District") and the Bank serving as Trustee, pursuant to which the District's \$6,895,000 in aggregate principal amount of Special Assessment Bonds, Series 2020 (Phase One Assessment Area) (the "Series 2020 Bonds") are being issued, hereby certifies on behalf of the Bank, as follows:

1. The Bank has duly accepted its appointment as Trustee, Paying Agent and Registrar (as such terms are defined in the Indenture) under the Indenture.
2. As of the date hereof, the Bank is duly authorized, under its Articles of Association and the banking laws of the United States, to accept and exercise corporate trust powers of the character set out in the Indenture.
3. The Indenture has been duly executed by Robert E. Hedgecock, an Assistant Vice President and Trust Officer of the Bank and the Indenture has been duly delivered on behalf of the Bank.
4. The Bank has duly authorized the execution and delivery of the Indenture and the other documents required to be executed and delivered by the Bank in connection with the issuance of the Series 2020 Bonds by the officer listed in paragraph 3 above.
5. The Series 2020 Bonds, issued initially in the aggregate principal amount stated above, have been duly authenticated by the Bank, as Trustee, by Robert E. Hedgecock, a duly authorized officer of the Bank for such purpose.
6. The following officer of the Bank is, on the date hereof, a duly authorized officer of the Bank, and the signature below set opposite his name is the genuine signature of said officer.

<u>NAME</u>	<u>TITLE</u>	<u>SPECIMEN SIGNATURE</u>
Robert E. Hedgecock	Assistant Vice President	

7. Attached hereto as Exhibit "A" are true, complete and correct copies of extracts from the By-Laws or resolutions of the Board of Directors of the Bank, authorizing certain officers designated therein to execute, on behalf of the Bank, various official documents,

including the Indenture, which resolutions have not been amended or repealed and are in full force and effect as of the date hereof.


8. The Bank has all requisite authority, power, licenses, permits and franchises, and has full corporate power and legal authority to perform its functions under the Indenture.

9. The performance by the Bank of its functions under the Indenture will not result in any violation of the Articles of Association or By-Laws of the Bank or, to the knowledge of the undersigned, any court order to which the Bank is subject or any agreement, indenture or other obligation or instrument to which the Bank is a party or by which the Bank is bound, and no approval or other action by any governmental authority or agency having supervisory authority over the Bank is required to be obtained by the Bank in order to perform its functions under the Indenture.

10. To the best of the undersigned's knowledge, there is no action, suit, proceeding or investigation at law or in equity before any court, public board or body pending or, to his or her knowledge, threatened against or affecting the Bank wherein an unfavorable decision, ruling or finding on an issue raised by any party thereto is likely to materially and adversely affect the ability of the Bank to perform its obligations under the Indenture.

IN WITNESS WHEREOF, the undersigned has set his hand as of the 17th day of December, 2020.

U.S. BANK NATIONAL ASSOCIATION as
Trustee, Paying Agent and Registrar

By: 
Name: Amanda Kumar
Title: Vice President

**EXHIBIT A
BYLAWS**



**U.S. BANK NATIONAL ASSOCIATION
ASSISTANT SECRETARY CERTIFICATE**

I, Linda E. Bidon, an Assistant Secretary of U.S. Bank National Association, hereby certify that the following is a true and exact extract from the Bylaws of U.S. Bank National Association, a national banking association organized under the laws of the United States (the "Association").

**ARTICLE VI.
CONVEYANCES, CONTRACTS, ETC.**

All transfers and conveyances of real estate, mortgages, and transfers, endorsements or assignments of stock, bonds, notes, debentures or other negotiable instruments, securities or personal property shall be signed by any elected or appointed officer.

All checks, drafts, certificates of deposit and all funds of the Association held in its own or in a fiduciary capacity may be paid out by an order, draft or check bearing the manual or facsimile signature of any elected or appointed officer of the Association.

All mortgage satisfactions, releases, all types of loan agreements, all routine transactional documents of the Association, and all other instruments not specifically provided for, whether to be executed in a fiduciary capacity or otherwise, may be signed on behalf of the Association by any elected or appointed officer thereof.

The Secretary or any Assistant Secretary of the Association or other proper officer may execute and certify that required action or authority has been given or has taken place by resolution of the Board under this Bylaw without the necessity of further action by the Board.

I further certify the following individuals are duly appointed and qualified officers of the Association authorized to act under Article VI of the Bylaws of the Association and that such authority is in full force and effect as of the date hereof and have not been modified, amended or revoked.

Karolina K. Donlin	Senior Vice President	Donald (Wally) Jones	Vice President
Robert T. Jones	Senior Vice President	Gregory N. Jordan	Vice President
Donna L. Williams	Senior Vice President	Amanda Kumar	Vice President
Amy E. Anders	Vice President	Allison A. Lancaster-Poole	Vice President
James J. Audette	Vice President	Sheryl L. Lear	Vice President
Vicki B. Bellamy	Vice President	Felicia H. Powell	Vice President
Nancy C. Blodinger	Vice President	John C. Robertson	Vice President
Elizabeth A. Boyd	Vice President	Mortimer (Dorsel) Robinson	Vice President
Stephanie A. Cox	Vice President	Eric T. Rodriguez	Vice President
Michael C. Daly	Vice President	Scott A. Schuhle	Vice President
Mary (Lee) W. Daugherty	Vice President	Joseph A. Schupler	Vice President
James (David) Dever	Vice President	Toni B. Shumpert	Vice President
Michael J. Dockman	Vice President	Nancy H. Taylor	Vice President
Leanne M. Duffy	Vice President	Patrick L. Teague	Vice President
Wallace L. Duke, Jr.	Vice President	Paul E. Vaden	Vice President
Jack L. Ellerin	Vice President	Valerie Barreto	Asst. Vice President
David W. Ferrell	Vice President	April L. Bright	Asst. Vice President
Monique L. Green	Vice President	Zacchaeus Buckner Jr.	Asst. Vice President
Shawna L. Hale	Vice President	Becky D. Burton	Asst. Vice President
Stephanie E. Haysley	Vice President	Felicia T. Cannon	Asst. Vice President
George T. Hogan	Vice President	Natalie R. Charles	Asst. Vice President
Connie M. Jaco	Vice President	Cassandra A. Gresham	Asst. Vice President
Stacey L. Johnson	Vice President	Mark C. Hallam	Asst. Vice President

Robert E. Hedgecock	Asst. Vice President	Melody M. Scott	Asst. Vice President
Paul L. Henderson	Asst. Vice President	Patricia Ann Smith	Asst. Vice President
Charles R. Lush Jr.	Asst. Vice President	Sarah Lemmerman	Asst. Vice President
William Franklin (W. F.) Michie, III	Asst. Vice President		
Lisa L. Moorehead	Asst. Vice President		
Ryan S. Riggleman	Asst. Vice President		

IN WITNESS WHEREOF, I have set my hand this 9th day of November, 2020.

(No corporate seal)



Linda E. Bidon, Assistant Secretary