

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

CLOSING MEMORANDUM

Pre-Closing

Date of Pre-Closing: On or before December 14, 2020

Place of Pre-Closing: By Mail

Closing

Date and Time of Closing: December 17, 2020

Place of Closing: By Telephone

GENERAL

Banyan Cay Community Development District (the "District") is a local unit of special-purpose government organized and existing in accordance with the Uniform Community Development District Act of 1980, Chapter 190, Florida Statutes, as amended and supplemented (the "Act"). The District was created by Ordinance No. 4823-19, duly enacted by the City Commission of the City of West Palm Beach, Florida on January 28, 2019. The area governed by the District (the "District Lands") consists of approximately 95.24 acres located within the incorporated area of the City of West Palm Beach, Florida (the "City"). The District was established for the purpose of delivering specialized services and facilities described in the Act. The Act authorizes the District to issue bonds for the purpose, among others, of financing, funding, planning, establishing, acquiring, constructing or reconstructing, enlarging or extending and equipping basic public infrastructure projects within or without the boundaries of the District, all as provided in the Act. The above-referenced Special Assessment Bonds, Series 2020 (Phase One Assessment Area) (the "Series 2020 Bonds") are being issued to provide funds to (i) pay a portion of the costs of acquiring and/or constructing the Phase One Assessment Area Project, (ii) fund the Series 2020 Reserve Account in an amount equal to the Reserve Requirement for the Series 2020 Bonds, (iii) pay interest on the Series 2020 Bonds to at least November 1, 2021, and (iv) pay certain costs of issuance of the Series 2020 Bonds.

The Series 2020 Bonds are being issued pursuant to the Constitution and laws of the State of Florida, particularly the Act, and Resolution No. 2019-25 and Resolution No. 2019-31, duly adopted by the Board of Supervisors of the District (the "Board") on May 21, 2019 and October 15, 2019, respectively, a Master Trust Indenture dated as of December 1, 2020 and a First Supplemental Trust Indenture dated as of December 1, 2020 (collectively, the "Indenture"), each between the District and U.S. Bank National Association, as trustee (the "Trustee"). All capitalized terms used herein that are not defined herein shall have the meaning ascribed to such terms in the Indenture.

Upon issuance of the Series 2020 Bonds, one registered bond for each maturity, without coupons, will be registered in the name of Cede & Co. and held by the Trustee as custodian for The Depository Trust Company, pursuant to the Fast Automated Securities Transfer book-entry system.

The Series 2020 Bonds are limited obligations of the District payable from and secured solely by the Series 2020 Pledged Revenues.

The District has entered into a Bond Purchase Contract dated December 2, 2020 (the "Purchase Contract"), with FMSbonds, Inc. (the "Underwriter") for the sale by the District and the purchase by the Underwriter of the Series 2020 Bonds in the principal amount of \$6,895,000. In connection with the sale and issuance of the Series 2020 Bonds, the District has prepared a Preliminary Limited Offering Memorandum dated November 19, 2020 (the "PLOM") and a Limited Offering Memorandum dated December 2, 2020 (the "LOM").

CERTAIN ACTIONS TAKEN PRIOR TO CLOSING

Among the actions taken by the District prior to the Closing were the following:

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| May 21, 2019 | The District adopted a resolution (Resolution No. 2019-25) authorizing the issuance of special assessment bonds in one or more series, in the aggregate principal amount of not exceeding \$11,000,000. |
| May 21, 2019 | The District adopted an assessment resolution (Resolution No. 2019-26) declaring special assessments, authorizing preparation of a preliminary assessment roll and providing for certain details of the special assessments. |
| May 21, 2019 | The District adopted a resolution (Resolution No. 2019-27) setting a public hearing regarding its intent to levy special assessments. |
| July 9, 2019 | The District adopted a resolution (Resolution No. 2019-28) equalizing, approving, confirming, and levying special assessments. |
| October 15, 2019 | The District adopted a resolution (Resolution No. 2019-31) authorizing, among other things, the issuance of not exceeding \$10,000,000 Series 2020 Bonds to finance the Phase One Assessment Area Project and awarding the Series 2020 Bonds to the Underwriter subject to certain parameters set forth therein. |
| November 19, 2020 | The District made available to the Underwriter the PLOM. |
| December 2, 2020 | The District and the Underwriter entered into the Purchase Contract with respect to the Series 2020 Bonds and finalized the LOM. |
| December 17, 2020 | The District issued its Series 2020 Bonds in the aggregate principal amount of \$6,895,000. |

PARTIES REPRESENTED AT PRE-CLOSING AND CLOSING

ABBREVIATIONS

DISTRICT

Banyan Cay Community Development District IS

DISTRICT MANAGER AND METHODOLOGY CONSULTANT

Special District Services, Inc. DM

UNDERWRITER

FMSbonds, Inc. UW

TRUSTEE

U.S. Bank National Association TR

BOND COUNSEL

Greenberg Traurig, P.A. BC

DISTRICT'S COUNSEL

Lewis, Longman & Walker, P.A. IC

UNDERWRITER'S COUNSEL

Squire Patton Boggs (US) LLP UC

DEVELOPER

Banyan Cay Dev. LLC DEV

Banyan Cay Villas, LLC

Banyan Cay Resort & Golf LLC

DISTRICT ENGINEER

Engenuity Group, Inc. DE

TRUSTEE'S COUNSEL

Holland & Knight LLP TC

DEVELOPER'S COUNSEL

Cherry, Edgar & Smith, P.A. DC