

EXHIBIT C

FORM OF DISCLOSURE LETTER

The undersigned, as purchaser, proposes to negotiate with the City of Ocala, Florida (the "Issuer") for the purchase of its City of Ocala, Florida Taxable Revenue Bond, Series 2022 (Fire Fee Reimbursement) (the "Series 2022 Bond") in the principal amount of not to exceed \$_____. Prior to the award of the Series 2022 Bond, the following information is hereby furnished to the Issuer:

1. Set forth is an itemized list of the nature and estimated amounts of expenses to be incurred for services rendered to us (the "Lender") in connection with the issuance of the Series 2022 Bond (such fees and expenses to be paid by the Issuer):

Legal Fees:

\$_____

2. (a) No other fee, bonus or other compensation is estimated to be paid by the Lender in connection with the issuance of the Series 2022 Bond to any person not regularly employed or retained by the Lender (including any "finder" as defined in Section 218.386(1)(a), Florida Statutes), except as specifically enumerated as expenses to be incurred by the Lender, as set forth in paragraph (1) above.

(b) No person has entered into an understanding with the Lender, or to the knowledge of the Lender, with the Issuer, for any paid or promised compensation or valuable consideration, directly or indirectly, expressly or implied, to act solely as an intermediary between the Issuer and the Lender or to exercise or attempt to exercise any influence to affect any transaction in the purchase of the Series 2022 Bond.

3. The amount of the underwriting spread expected to be realized by the Lender is \$0.

4. The management fee to be charged by the Lender is \$0.

5. Truth-in-Bonding Statement:

The Series 2022 Bond is being issued primarily to finance the Project (as such term is defined in the Resolution) and pay the cost of issuance of the Series 2022 Bond.

Unless earlier redeemed, the Series 2022 Bond is expected to be repaid by October 1, 2038; based on the full amount of \$60,000,000 being drawn at closing and an assumed initial interest

rate of _____% per annum, total interest paid over the life of the Series 2022 Bond is estimated to be \$_____. Actual interest on the Series 2022 Bond will vary based on changes to the variable interest rate, timing of the draws and the amortization of the Series 2022 Bond.

The Series 2022 Bond will be payable solely from the Non-ad Valorem Revenues budgeted, appropriated and deposited as provided in a resolution duly adopted by the City Council of the Issuer on March __, 2022 (the "Resolution"). Based on the assumed initial interest rate and the amortization of the full \$60,000,000, issuance of the Series 2022 Bond is estimated to result in a maximum annual of \$_____ of revenues of the Issuer not being available to finance the other services of the Issuer during the life of the Series 2022 Bond. This paragraph is provided pursuant to Section 218.385, Florida Statutes.

6. The name and address of the Lender is as follows:

[To Come]

This Disclosure Letter is for informational purposes only and shall not affect or control the actual terms of the Series 2022 Bond.

IN WITNESS WHEREOF, the undersigned has executed this Disclosure Letter on behalf of the Lender this ____ day of _____, 2022.

[BANK]

By: _____

Name: _____

Title: _____