

EXHIBIT C-2

AMENDMENT NO. 3

Dated as of February 1, 2014

TO

SERIES 2009A GROUND LEASE

Dated as of June 1, 2009

BETWEEN

THE SCHOOL BOARD OF BROWARD COUNTY, FLORIDA

**acting as the governing body of
the School District of Broward County, Florida,
as Lessor**

AND

U.S. BANK NATIONAL ASSOCIATION

(successor in interest to First Union National Bank of Florida)

as Trustee and as Assignee of

BROWARD SCHOOL BOARD LEASING CORP.,

as Lessee

(Series 2009A-1 Facility Sites)

AMENDMENT NO. 3 TO THE SERIES 2009A GROUND LEASE
(Series 2009A-1 Facility Sites)

THIS AMENDMENT NO. 3, dated as of February 1, 2014 ("Amendment No. 3"), to the Series 2009A Ground Lease dated as of June 1, 2009 (the "Original Ground Lease"), as previously amended as of July 1, 2011 and May 1, 2012 ("Amendment No. 1"), between THE SCHOOL BOARD OF BROWARD COUNTY, FLORIDA (the "School Board"), acting as the governing body of the School District of Broward County, Florida (the "District"), as Lessor, and U.S. BANK NATIONAL ASSOCIATION (successor in interest to First Union National Bank of Florida), as Trustee (the "Trustee") and as Assignee pursuant to a Series 2009A Assignment Agreement dated as of June 1, 2009 (the "Series 2009A Assignment Agreement"), of BROWARD SCHOOL BOARD LEASING CORP. (the "Corporation"), a not-for-profit corporation organized and existing under and pursuant to Chapter 617 and Section 1001.453, Florida Statutes, as Lessee. All terms used herein and not otherwise defined shall have the meanings given to such terms in the Original Ground Lease. The Original Ground Lease, as amended by Amendment No. 1, Amendment No. 2 and this Amendment No. 3, is hereinafter collectively referred to as the "Series 2009A Ground Lease."

WITNESSETH:

WHEREAS, as of June 1, 2009, the School Board and the Corporation entered into the Series 2009A Ground Lease; and

WHEREAS, the Corporation assigned all of its interest in the Series 2009A Ground Lease to the Trustee pursuant to the Series 2009A Assignment Agreement; and

WHEREAS, on June 1, 2011, the School Board amended the Series 2009A Ground Lease in order to (i) release the Series 2009A-1 Facility Sites designated as "Annabel C. Perry Elementary School," "Lloyd Estates Elementary School" and "Pines Lakes Elementary School" from the lien of the Series 2009A Ground Lease and (ii) add the legal descriptions and permitted encumbrances for the real property designated as "PPO Zone 4," "Northeast High School," "Fort Lauderdale High School Pool Replacement" and "South Broward High School Pool Replacement" to the Series 2009A Ground Lease in order to subject such real property to the lien of the Series 2009A Ground Lease; and

WHEREAS, on May 1, 2012, the School Board further amended the Series 2009A Ground Lease in order to (i) remove the legal description and permitted encumbrances for the Series 2009A-1 Facility Site designated as "South Broward High School Pool Replacement" from the list of Series 2009A-1 Facility Sites and thereby release such real property and the improvements thereon from the lien of the Series 2009A Ground Lease and (ii) add the legal description and permitted encumbrances for a 3.033 acre area of the real property designated by the School Board as "Fort Lauderdale High School – Phased Concurrent Replacement" in order to subject such real property and the classroom building to be constructed thereon to the lien of the Series 2009A Ground Lease; and

WHEREAS, the School Board wishes to further amend the Series 2009A Ground Lease in order to remove the legal description and permitted encumbrances for the Series 2009A-1 Facility Site designated as "PPO Zone 4" from the list of Series 2009A-1 Facility Sites and thereby release such real property and the improvements thereon from the lien of the Series 2009A Ground Lease.

NOW, THEREFORE, the parties hereto mutually agree to the following amendments to the Series 2009A Ground Lease:

I. EXHIBIT A - SERIES 2009A-1 FACILITY SITES - Part A. Description of Real Estate is hereby amended by removing the legal description for the Series 2009A-1 Facility Site designated as "PPO Zone 4" as described in Exhibit A attached hereto from the real estate descriptions as shown in "EXHIBIT A" to the Series 2009A Ground Lease, thereby removing such facility site from the Series 2009A-1 Facility Sites encumbered under the Series 2009A Ground Lease.

II. EXHIBIT A - Part B. Permitted Encumbrances is hereby amended by deleting the permitted encumbrances for the Series 2009A-1 Facility Site known as "PPO Zone 4" as described in Exhibit B attached hereto from the permitted encumbrances as shown in Exhibit A - Part B attached to the Series 2009A Ground Lease.

This Amendment No. 3 may be executed in several counterparts, each of which shall be an original and all of which constitute but one and the same instrument.

Except as amended hereby, the Original Ground Lease shall remain in full force and effect and the parties hereto, by their execution hereof hereby ratify and confirm the 2009A Ground Lease.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the School Board has caused this Amendment No. 3 to Series 2009A Ground Lease to be executed in its name and its seal to be hereunto affixed and attested by its duly authorized officials and the Trustee has caused this Amendment No. 3 to Series 2009A Ground Lease to be executed in its name by one of its duly authorized officers, all as of the date first above written.

**THE SCHOOL BOARD OF BROWARD
COUNTY, FLORIDA**

[SEAL]

By: _____
Patricia Good
Chair

Attest:

By: _____
Robert W. Runcie
Secretary

U.S. BANK NATIONAL ASSOCIATION

By: _____
Michael C. Daly
Vice President

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