

APPROVED
BY ORANGE COUNTY BOARD
OF COUNTY COMMISSIONERS

SEP 25 2001

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RESOLUTION

of the

ORANGE COUNTY

BOARD OF COUNTY COMMISSIONERS

Regarding

COMMERCIAL PAPER NOTES
SERIES A PROJECT NO. 8

Resolution No. 2001-M-42

9/5/01

A RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF ORANGE COUNTY, FLORIDA SUPPLEMENTING RESOLUTION NO. 91-M-04 DULY ADOPTED ON FEBRUARY 26, 1991, PROVIDING FOR THE ISSUANCE OF THE COUNTY'S COMMERCIAL PAPER NOTES TO FINANCE THE COST OF CAPITAL PROJECTS; PROVIDING FOR THE ACQUISITION, CONSTRUCTION AND EQUIPPING OF VARIOUS CAPITAL PROJECTS; AUTHORIZING THE ISSUANCE OF NOT TO EXCEED \$90,000,000 IN AGGREGATE PRINCIPAL AMOUNT OF ORANGE COUNTY COMMERCIAL PAPER NOTES SERIES A TO PAY PART OF THE COSTS OF SUCH PROJECTS; PROVIDING FOR THE USE OF THE PROCEEDS OF SAID NOTES; PROVIDING FOR SAID NOTES TO BE PAYABLE AND SECURED IN THE MANNER SET FORTH IN THE AUTHORIZING RESOLUTION; ESTABLISHING CERTAIN OTHER TERMS AND DETAILS OF SAID NOTES; AUTHORIZING THE NEGOTIATED SALE OF SAID NOTES; AUTHORIZING THE EXECUTION OF DOCUMENTS AND CERTIFICATES IN CONNECTION WITH THE ISSUANCE OF SAID NOTES; MAKING CERTAIN OTHER COVENANTS AND AGREEMENTS IN CONNECTION THEREWITH; AND PROVIDING AN EFFECTIVE DATE.

BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF ORANGE COUNTY, FLORIDA:

ARTICLE I

GENERAL PROVISIONS

SECTION 1.01. AUTHORITY FOR THIS RESOLUTION. This Supplemental Resolution is adopted pursuant to Section 2.07 and other provisions of Resolution No. 91-M-04 of the Board of County Commissioners (the "Board") of Orange County, Florida (the "County") on February 26, 1991; the Constitution of the State of Florida, Chapter 125, Part I, Florida Statutes; and other applicable provisions of law (collectively, the "Act").

SECTION 1.02. DEFINITIONS. Capitalized terms used in this Supplemental Resolution shall have meanings ascribed to such terms in the Authorizing Resolution unless the context otherwise expressly requires. Additionally, the following capitalized terms shall have the following meanings, unless the context otherwise expressly requires:

9/5/01

"Authorizing Resolution" means that certain Resolution No. 91-M-04 of the Board duly adopted on February 26, 1991, which authorized the issuance of the Commercial Paper Notes, as supplemented and amended from time to time.

"Commercial Paper Notes" means all of the County's Commercial Paper Notes authorized, issued and outstanding under the Authorizing Resolution, including the Commercial Paper Notes previously issued and currently outstanding under the Authorizing Resolution.

"Series A Project No. 8 Notes" means the County's Commercial Paper Notes Series A herein authorized to be issued in the Stated Authorized Amount pursuant to this Supplemental Resolution and all renewals thereof.

"Series A Project No. 8" means those certain capital projects of the County, including without limitation the design and construction of phases I and II/III of an expansion of the existing correctional complex, all as more particularly described on Exhibit "A" attached hereto and by this referenced incorporated herein.

"Stated Authorized Amount" means ninety million dollars (\$90,000,000).

SECTION 1.03. FINDINGS. It is hereby ascertained, determined, and declared as follows:

A. The County is duly created and existing as a political subdivision of the State of Florida and is duly empowered under the Act to undertake Series A Project No. 8 herein authorized and to issue the Series A Notes as herein provided.

B. Resolution No. 91-M-04 of the Board was duly adopted on February 26, 1991 (the "Authorizing Resolution"), and authorized the establishment of the County's Commercial Paper Program to finance the cost of various capital projects on an interim basis through the issuance from time to time of the County's Commercial Paper Notes.

C. It is deemed necessary and desirable and will serve a valid public purpose for the County to design and construct the Series A Project No. 8 and to issue Series A Notes pursuant to the Authorizing Resolution in an amount not to exceed the Stated Authorized Amount to finance all or a portion of the Cost

thereof on an interim basis as provided in the Authorizing Resolution.

D. The Series A Project No. 8 constitutes a "project" authorized by the Act to be undertaken by the County.

E. The County has the power and authority under the Act and the Authorizing Resolution to authorize the issuance of and to issue and sell the Series A Project No. 8 Notes in an amount not to exceed the Stated Authorized Amount and to use the proceeds thereof to pay a portion of the Cost of the Series A Project No. 8.

F. The authorization, issuance and sale of the Series A Project No. 8 Notes and the use of the proceeds thereof as provided in this Supplemental Resolution will serve a proper and valid public purpose.

G. The Series A Project No. 8 Notes shall be payable solely from the Pledged Funds as provided in the Authorizing Resolution. The County shall never be required to levy ad valorem taxes on any property to pay the Series A Project No. 8 Notes and the Series A Project No. 8 Notes shall not constitute a lien on any property owned by the County except proceeds of Series A Project No. 8 Notes and Pledged Funds.

H. The County has complied or will comply prior to the date of issuance of the Series A Project No. 8 Notes herein authorized with all the requirements of Section 2.07 of the Authorizing Resolution regarding the issuance of the Series A Project No. 8 Notes.

I. The County presently intends (but is not obligated) to provide permanent financing for Series A Project No. 8 by the issuance of long-term obligations payable from half-cent sales tax revenues received by the County.

SECTION 1.04. THIS SUPPLEMENTAL RESOLUTION AND AUTHORIZING RESOLUTION CONSTITUTE A CONTRACT. In consideration of the acceptance of the Series A Project No. 8 Notes, authorized to be issued hereunder by those who shall be the Holders of the same from time to time and in consideration of the establishment of the Line of Credit by the Bank, this Supplemental Resolution and the Authorizing Resolution shall be deemed to be and shall constitute a contract between the County and such Holders and the Bank, and the covenants and agreements herein and therein set forth to be performed by the County shall be for the equal

benefit, protection, and security of the Holders of all such Series A Project No. 8 Notes and the Bank, all of which shall be of equal rank and without preference, priority, or distinction among each other, over any other thereof, except as expressly provided in the Series A Project No. 8 Notes, this Supplemental Resolution or the Authorizing Resolution.

ARTICLE II

AUTHORIZATION AND DETAILS OF SERIES A PROJECT NO. 8 NOTES

SECTION 2.01. AUTHORIZATION OF SERIES A PROJECT NO. 8. The Series A Project No. 8 is hereby specifically authorized to be undertaken by the County.

SECTION 2.02. AUTHORIZATION OF SERIES A PROJECT NO. 8 NOTES. Subject and pursuant to the provisions of this Supplemental Resolution and for purposes of financing and refinancing all or a portion of the cost of acquiring Series A Project No. 8, commercial paper notes of the County, to be known as "Orange County, Florida Commercial Paper Notes Series A", are hereby authorized to be issued from time to time under and in accordance with the provisions of the Authorizing Resolution in the original aggregate principal amount not to exceed the Stated Authorized Amount. This authorization includes the issuance from time to time of commercial paper notes to refinance or refund outstanding Series A Project No. 8 Notes issued for such purposes, provided that the aggregate principal amount of indebtedness represented thereby shall not exceed an aggregate principal amount of the Stated Authorized Amount outstanding at any one time. Such limitation on the aggregate amount of Series A Project No. 8 Notes outstanding at any one time shall be in addition to and not a limitation upon any Commercial Paper Notes previously authorized by the County.

The Notes described in the previous paragraph are hereby designated as Series A Notes under the Authorizing Resolution and the capital project for which such Notes are authorized is hereby designated as Series A Project No. 8. The Series A Project No. 8 Notes shall be for all purposes "Notes" issued under and pursuant to Article II of the Authorizing Resolution.

This Resolution shall serve as the County's Declaration of Official Intent for purposes of Treasury Regulation 1.150-2. It is the County's intention that all expenditures for Series A Project No. 8, if any, incurred or paid by the County on or after a date which is sixty (60) days prior to the date of

adoption of this Resolution may be reimbursed from proceeds of the Series A Project No. 8 Notes upon the issuance thereof.

SECTION 2.03. DETAILS OF SERIES A PROJECT NO. 8 NOTES. The interest rate, date, maturity date and other details of the Series A Project No. 8 Notes shall be determined and established by the Authorized Officers in the manner provided in the Authorizing Resolution. Such interest rate, issue date, maturity date and other details of the Series A Project No. 8 Notes shall be determined and established so as to result in the lowest overall borrowing cost reasonably achievable in the opinion of such Authorized Officers. In no event shall (i) the term of any Series A Note exceed 270 days, or (ii) the interest rate on any Series A Note exceed the Maximum Rate.

The Series A Project No. 8 Notes are not subject to redemption prior to maturity.

The Series A Project No. 8 Notes shall be in substantially the form set forth in the Authorizing Resolution.

SECTION 2.04. USE OF PROCEEDS OF SERIES A PROJECT NO. 8 NOTES. Simultaneously with the delivery of the Series A Project No. 8 Notes, the County shall deposit the proceeds of the sale thereof into a separate subaccount within the Series A Project Account, which is hereby created and established (the "Series A Project No. 8 Subaccount"), and used to pay the Cost of the Series A Project No. 8.

The cost of issuing the Series A Project No. 8 Notes shall be paid from the Series A Project No. 8 Subaccount, or from other legally available funds of the County.

ARTICLE III

SERIES A PROJECT NO. 8 NOTES NOT DEBT OF COUNTY

SECTION 3.01. SERIES A PROJECT NO. 8 NOTES NOT TO BE INDEBTEDNESS OF THE COUNTY. The Series A Project No. 8 Notes shall not be or constitute a general obligation or indebtedness of the County, but shall be payable solely from the Pledged Funds as provided in the Authorizing Resolution. No Holder of any Series A Project No. 8 Notes issued hereunder shall ever have the right to require or compel the exercise of the ad valorem taxing power of the County, or taxation in any form of any property of or in the County to pay the Series A Project No. 8 Notes or the interest thereon.

ARTICLE IV

SALE PROVISIONS; AUTHORIZATION OF AGREEMENTS

SECTION 4.01. AUTHORIZATION OF SALE OF NOTES PURSUANT TO DEALER AGREEMENT. Pursuant to Section 218.385, Florida Statutes, as amended, the Board has found and determined that a negotiated sale of the County's Commercial Paper Notes is in the best interests of the County, and the sale of the Series A Project No. 8 Notes is hereby authorized, based upon the following findings as to the reasons requiring such negotiated sale: (a) the nature of the financing and varying construction start-up dates necessitates extensive planning by the County and the County's Financial Advisor with respect to the structure and timing of the issuance of Commercial Paper Notes, and it is impracticable for the County and the County's Financial Advisor to engage in such planning within the time constraints and other uncertainties inherent in the competitive bidding process; and (b) the uncertainties of the current and future municipal bond market necessitate a negotiated sale in order to achieve flexibility in pricing and marketing Commercial Paper Notes and to assure that the County obtains the best interest rates available.

The County has entered into a Dealer Agreement with Salomon Smith Barney Inc. (formerly Smith Barney Inc.) dated as of September 1, 1997 for the delivery and sale of the Commercial Paper Notes issued under the Authorizing Resolution. The Board hereby finds, determines and declares that it is in the best interest of the County to sell the Series A Project No. 8 Notes herein authorized by negotiated sale pursuant to the terms of the Dealer Agreement.

SECTION 4.02. FURTHER ACTIONS. The County Chairman, the County Comptroller, the County Administrator, the County Attorney, and any other appropriate officials of the County are hereby authorized and directed to execute any and all certifications or other instruments or documents required by the Authorizing Resolution, this Supplemental Resolution, the Dealer Agreement, the Line of Credit and Reimbursement Agreement, the Issuing and Paying Agent Agreement or any other document referred to herein or in the Authorizing Resolution as a prerequisite or precondition to the issuance of the Series A Project No. 8 Notes herein authorized, and any representations made therein shall be deemed to be made on behalf of the County. All action taken to date by the County in furtherance of the

issuance of the Series A Project No. 8 Notes herein authorized is hereby approved, confirmed and ratified.

SECTION 4.03. ACTIONS. Any action to be taken by the County Chairman hereunder, in the absence of the County Chairman, may be taken by the Vice Chairman or such other County official, officer or employee as is authorized or designated by the County Chairman to take such action. Any action to be taken by the County Comptroller in the absence of the County Comptroller, may be taken by a Deputy County Comptroller. Any action to be taken by the County Administrator hereunder, in the absence of the County Administrator, may be taken by a Deputy County Administrator. Any action to be taken by the County Attorney may be taken by a Deputy County Attorney.

SECTION 4.04. SEVERABILITY OF INVALID PROVISIONS. If any one or more of the covenants, agreements or provisions of the Authorizing Resolution or this Supplemental Resolution should be held to be contrary to any express provision of law or to be contrary to the policy of express law, though not expressly prohibited, or to be against public policy, or should for any reason whatsoever be held invalid, then such covenants, agreements, or provisions shall be null and void and shall be deemed separate from the remaining covenants, agreements, or provisions of, and in no way affect the validity of, all the other provisions of the Authorizing Resolution, this Supplemental Resolution or of the Commercial Paper Notes.

SECTION 4.05. REPEALING CLAUSE. Except as provided herein with respect to the Authorizing Resolution, all resolutions of the County, or parts thereof, in conflict with the provisions of this Supplemental Resolution are to the extent of such conflict hereby superseded and repealed.

SECTION 4.06. EFFECTIVE DATE. This Supplemental Resolution shall take effect upon its adoption.

PASSED AND ADOPTED ON THIS 25th DAY OF September,
2001.

Orange County, Florida
By: Board of County Commissioners

By: Richard Crotty
Richard Crotty
Orange County Chairman

Attest: Martha O. Haynie, Orange
County Comptroller as Clerk to the
Board of County Commissioners

By: Martha O. Haynie
Deputy Clerk

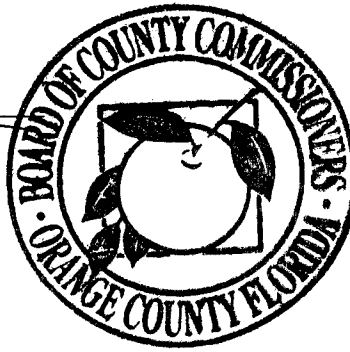


EXHIBIT A

SERIES A PROJECT NO. 8

The Series A Project No. 8 consists of the following:

1. Design and construction of approximately 650 additional beds of inmate housing, to be located on the existing 33rd Street Correctional Complex. This project will also include the development of surface parking for both staff and visitors, and infrastructure modifications required to integrate the entire expansion into the larger 33rd Street Correctional Complex. The detailed scope of this long term project, and the description of the expansion and infrastructure modifications included, will be more fully described in the final design drawings to be completed at a future point in the Phase I design schedule as contemplated in the design/build process approved for this project.

The design and construction of a medium rise Intake and Release Facility. As part of the Intake and Release Facility, there will be 256 beds of housing for the classification of inmates. Also included is the design and construction of a 300 bed Medical/Mental Health Facility, and infrastructure modifications required to integrate the entire expansion into the larger 33rd Street Correctional Complex. As part of the design process, the design team will determine the best value technology delivery possible for intake records, medical technology, and even possible implementation of video visitation, within the framework of the project budget. The detailed scope of this long term project, and the description of the expansion, infrastructure modifications, and evolving technology selected for inclusion, will be more fully described in the final design drawings to be completed at a future point in the Phase II/III design schedule as contemplated in the design/manager process approved for this project.

The Corrections Expansion costs also include, but are not limited to, providing various automation improvements to facilitate the operations as are determined to provide best value by the design/manager team after review of the evolving technology. These automation improvements will also be more fully described in the final design drawings to be completed at a future point in the Phase II/III

design schedule, as contemplated in the design/manager process approved for this project.

2. The fit-out of the Sunterra Buildings.
3. Other capital projects of the County approved by the Board as evidenced by inclusion in the capital improvement budget for the County, as amended from time to time, as certified to by the County Administrator, or his designee, prior to the issuance of the Series A Project No. 8 Notes for such projects.

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