February 23, 1982

MEMO TO: BOARD OF COUNTY COMMISSIONERS
FROM: J. CHARLES GRAY, COUNTY ATTORNEY
SUBJECT: ADMINISTRATION BUILDING BONDS

On March 18, 1982, the County and its nonprofit corporation will deliver the Administration Building Bonds to the underwriters in New York. At that time, two opinions will be required of our law firm; the first will be rendered by the firm in its position as County Attorney, and the second will be rendered by the firm as general counsel to the nonprofit corporation.

As you know, the corporation was created solely for this financing and has no other function or activities. Nevertheless, it is a technical conflict of interest for our firm to represent both the County and the corporation in this transaction unless the parties agree to the dual representation.

We have discussed this situation with the County Administrator's staff and bond counsel several months ago. Also, the underwriters were recently apprised of the situation. There seem to be no objections. However, for our records, we would appreciate formal authorization by the Board for us to serve in both capacities. If the Board does approve, we would request authorization for the Chairman to sign the consent contained below.

Thank you.

CONSENT

Orange County hereby consents to the law firm of Gray, Harris & Robinson, P.A. representing both Orange County and the Orange County Civic Improvement Corporation, Inc. in the authorization, issuance and delivery of the corporation's $23,180,000 Revenue Bonds, Series 1982.

ORANGE COUNTY, FLORIDA
By: Chairman, Board of County Commissioners

CG/ls
RESOLUTION NO. 82-M-03

A RESOLUTION AUTHORIZING THE EXECUTION OF A LEASE IN CONNECTION WITH THE $23,180,000 ORANGE COUNTY CIVIC IMPROVEMENT CORPORATION, INC. REVENUE BONDS, SERIES 1982 (COUNTY ADMINISTRATIVE FACILITIES), APPROVING A REVISED SALE PRICE FOR THE BONDS, MAKING OTHER PROVISIONS IN CONNECTION THERewith, AND CORRECTING CERTAIN BOARD MINUTES REGARDING THE CORPORATION.

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WHEREAS, there has been filed with the Board of County Commissioners of Orange County, Florida, a resolution adopted by the Board of Directors of Orange County Civic Improvement Corporation, Inc., a Florida not-for-profit corporation, adopted February 19, 1982, and captioned as follows:

A RESOLUTION AUTHORIZING THE ISSUANCE AND CONFIRMING THE SALE OF $23,180,000 REVENUE BONDS, SERIES 1982 (COUNTY ADMINISTRATIVE FACILITIES) OF ORANGE COUNTY CIVIC IMPROVEMENT CORPORATION, INC., AUTHORIZING THE EXECUTION AND DELIVERY OF A BOND PURCHASE AGREEMENT, AN OFFICIAL STATEMENT, A GROUND LEASE, A LEASE AND AN INDENTURE IN CONNECTION THERewith, RATIFYING THE USE OF A PRELIMINARY OFFICIAL STATEMENT, AUTHORIZING THE USE OF AN OFFICIAL STATEMENT, AND MAKING OTHER PROVISIONS IN CONNECTION WITH SAID BONDS.

and a resolution adopted by such Board this date and captioned as follows:

A RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY OF REVISED FORMS OF LEASE AND OFFICIAL STATEMENT IN CONNECTION WITH $23,180,000 REVENUE BONDS, SERIES 1982 (COUNTY ADMINISTRATIVE FACILITIES) OF ORANGE COUNTY CIVIC IMPROVEMENT CORPORATION, INC., REVISING THE SALE PRICE OF THE BONDS, AND MAKING OTHER PROVISIONS IN CONNECTION WITH SAID BONDS.

and
WHEREAS the Board of County Commissioners on February 19, 1982, adopted a resolution captioned as follows in connection with said resolution of February 19, 1982 of said Board of Directors:

A RESOLUTION APPROVING THE ISSUANCE AND SALE OF $23,180,000 ORANGE COUNTY CIVIC IMPROVEMENT CORPORATION, INC. REVENUE BONDS, SERIES 1982 (COUNTY ADMINISTRATIVE FACILITIES), AUTHORIZING THE EXECUTION OF A GROUND LEASE AND A LEASE IN THAT CONNECTION, CONCURRING WITH THE BOARD OF DIRECTORS OF ORANGE COUNTY CIVIC IMPROVEMENT CORPORATION, INC. THAT THE NEGOTIATED SALE OF SAID BONDS IS IN THE BEST INTEREST OF ORANGE COUNTY, AND MAKING OTHER PROVISIONS IN CONNECTION THEREWITH.

WHEREAS, this Board of County Commissioners desires to express its approval of and concurrence in the action taken by said Corporation in adopting said Resolutions; and

WHEREAS, this Board desires to correct certain portions of its minutes of November 10, 1981, regarding reappointment of the Corporation's Directors;

NOW, THEREFORE, Be It Resolved by the Board of County Commissioners of Orange County, Florida, as follows:

Section 1. That the resolution of Orange County Civic Improvement Corporation, Inc. adopted on the date of this resolution and referred to in the preamble hereto is hereby approved and concurred in by this Board of County Commissioners and ordered recorded with the minutes of this meeting.

Section 2. That the Board hereby authorizes the execution and delivery, on behalf of Orange County, Florida, of both a Lease in substantially the form attached as Exhibit A to said
resolution of this date of said Corporation and such other instru-
ment as appropriate to evidence this Board's approval of the
revised sale price for the bonds. Said documents shall be executed
by the Chairman of the Board of County Commissioners and attested
by the Clerk thereof under the official seal of the County.

Section 3. That the Board hereby directs its Clerk to
correct that portion on page 445 of the Board's minutes of November
10, 1981, relating to appointments to the Orange County Civic
Improvement Corporation, Inc. to read as follows:

Upon a motion by Commissioner Treadway,
seconded by Commissioner Carter and
carried, with all present Commissioners
voting aye (Commissioner Neidig was ab-
sent), the Board reappointed Comptroller
Thomas H. Locker and Mayor Bill Frederick
to the Board of Directors of the Orange
County Civic Improvement Corporation, Inc.

Section 4. That all resolutions and orders or parts
thereof in conflict herewith be and the same are hereby repealed
and this resolution shall take effect immediately.

PASSED AND ADOPTED this 16th day of March, 1982.

Chairman, Board of County
Commissioners

ATTEST:

Clerk, Board of County
Commissioners
STATE OF FLORIDA  )  SS
COUNTY OF ORANGE  )

We, the undersigned Chairman and members of the Board of County Commissioners of Orange County, recognizing that the purchasers and subsequent holders of $23,180,000 Orange County Civic Improvement Corporation, Inc., Revenue Bonds, Series 1982 (County Administrative Facilities), referred to in the foregoing resolution will have accepted such Bonds in reliance upon this certificate, do hereby certify, individually and collectively, that no two or more of us, meeting together in any meeting which was not open to the public or of which the public did not have notice, reached any prior conclusion as to whether the action taken either by said resolution or by this Board's resolution of February 19, 1982, in connection with such Bonds, or any part thereof, should or should not be taken by said Board of County Commissioners or should be recommended as an action to be taken or not to be taken by said Board:

WITNESS our official Signatures:

[Signatures of Chair and Commissioners]

Subscribed and sworn to before me, a Notary Public in the State and County aforesaid, this 16th day of March, 1982.

[Notary Public Signature]

(My Commission Expires 1985)