

JUN 16 1998 AA/VS

RESOLUTION

of the
**ORANGE COUNTY
BOARD OF COUNTY COMMISSIONERS**

regarding
**COMMERCIAL PAPER NOTES
SERIES A PROJECT 5**

Resolution No. 98-M-19

BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS IN AND FOR
ORANGE COUNTY, FLORIDA, THAT:

ARTICLE I

GENERAL PROVISIONS

SECTION 1.01. AUTHORITY FOR THIS RESOLUTION. This Amending Resolution is adopted pursuant to Section 8.02 and other provisions of Resolution No. 91-M-04 of Orange County, Florida (the "County") the Constitution of the State of Florida; Chapter 125, Florida Statutes; and other applicable provisions of law (collectively, the "Act").

SECTION 1.02. 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 the Series A Project No. 5 as herein amended and authorized.

B. Resolution No. 91-M-04 of the County was duly adopted by the Board of County Commissioners (the "Board") 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. The County has previously authorized and issued certain Commercial Paper Notes (the "Series A Project No. 5 Notes") of the County pursuant to Resolution No. 96-M-13 of the County adopted February 27, 1996, as amended (collectively, the "Supplemental Resolution").

D. Pursuant to the Supplemental Resolution, the proceeds of the Series A Project No. 5 Notes will be used to finance all or a portion of the costs of Series A Project No. 5, which includes capital facilities described on Exhibit A attached to the Supplemental Resolution.

E. The Board hereby deems it necessary, desirable and in furtherance of a valid public purpose for the County to modify the description of the Series A Project No. 5 included in the Supplemental Resolution by amending the Supplemental Resolution as provided herein. Such modifications include the addition of projects contemplated to be financed from proceeds of Series A Project No. 5 Notes previously issued or to be issued in the future, and the removal of projects that have been financed with other funds.

F. NationsBank, N.A. has, or will have prior to the disbursement of any funds for the capital projects added to the Series A Project No. 5 by the amendments herein, consented to the amendments herein made as required by the Authorizing Resolution, a copy of which consent shall be filed with the Clerk to the Board.

SECTION 1.03. DEFINITIONS. Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Authorizing Resolution, unless the context requires otherwise.

ARTICLE II

AMENDING PROVISIONS

SECTION 2.01. AMENDMENTS TO SUPPLEMENTAL RESOLUTION. The Supplemental Resolution is hereby amended as follows:

Exhibit "A" to the Supplemental Resolution is hereby amended to read as set forth on Exhibit A attached hereto.

SECTION 2.02. REMAINING PROVISIONS UNAFFECTED. Except as amended herein, the provisions of the Supplemental Resolution shall remain in full force and effect.

ARTICLE III

MISCELLANEOUS PROVISIONS

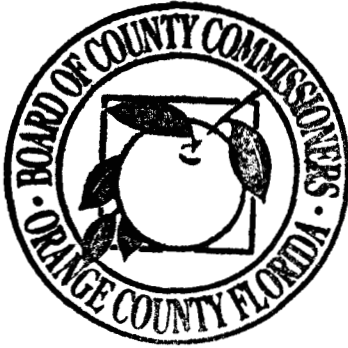
SECTION 3.01. FURTHER ACTIONS. The County Chairman, the County Comptroller, the County Administrator, the County Attorney or their designees, and any other appropriate officials of the County are hereby authorized and directed to execute any and all certifications or other instruments or documents required by the Authorizing Resolution, the Supplemental Resolution, the Dealer Agreement, the Line of Credit and Reimbursement Agreement, the Issuing and Paying Agent Agreement or any other document referred to in the Authorizing Resolution, necessary or convenient to effect the purposes of this Amending Resolution, including any supplemental tax certifications necessary and all documentation necessary for the issuance of the Series A Project No. 5 Notes authorized by the Supplemental Resolution as amended herein.

SECTION 3.02. SEVERABILITY OF INVALID PROVISIONS. If any one or more of the provisions of this Amending 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 provisions shall be null and void and shall be deemed separate from the remaining provisions of, and in no way affect the validity of, all the other provisions of this Amending Resolution.

SECTION 3.03. REPEALING CLAUSE. All resolutions of the County, or parts thereof, in conflict with the provisions of this Amending Resolution are to the extent of such conflict hereby superseded and repealed.

SECTION 3.04. EFFECTIVE DATE. This Amending Resolution shall take effect upon its adoption and the amendments herein approved shall be effective upon the receipt by the County of the consent of Nations Bank, N.A. referred to in Section 1.02(F) hereof.

PASSED AND ADOPTED ON THIS 16th DAY OF June, 1998.



ORANGE COUNTY, FLORIDA
By: Board of County Commissioners

By: Linda W. Chapin
Linda W. Chapin
Orange County Chairman

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

By: [Signature]
Deputy Clerk

EXHIBIT A

SERIES A PROJECT No. 5

The Series A Project No. 5 consists of the following:

1. Courthouse Conversion Project - Convert the 1927 Orange County Courthouse to the new home of the Orange County Historical Museum. Funds are for the completion of the design phase, asbestos removal, construction documents, construction/renovation, and a project construction manager.
2. Restoration of Corrections Facility - Restore Main Facility to its original condition. Restore Buildings B, D, E and F including restoring all plumbing, heating, and air conditioning systems, upgrade, repair and modify all electrical systems to meet current code requirements.
3. Pine Street Administration Building Improvements - Relocation associated with air quality issues, including relocation, building analysis, renovations, design and construction.
4. New County Courthouse Complex - Construction, equipment, and costs related to the construction of a Courthouse facility.
5. Science Center - Payment to assist in construction of new center.
6. Juvenile Education / Vocation Program Secure School - Design and construction of a secure school which provides services for up to 250 juveniles.
7. Juvenile Residential Program - Construction of a 60-bed facility to serve juveniles who are classified as moderate risk.
8. Computer Aided Dispatch System - Purchase of emergency communication equipment.
9. Fingerprinting ID System - Purchase of equipment for computerized fingerprinting analysis.
10. Relocation of CAT School - Land acquisition and construction of a facility for collision avoidance training.
11. Animal Services Expansion - Expansion will provide additional kennels to reduce

the spread of disease and renovate the existing kennels and administration offices.

12. Information Technologies Projects - Consisting of technology upgrades and expansion of Orange County's information/communication facilities and infrastructure. This includes data processing equipment, voice/data communications equipment (inclusive of PCS, printers, and terminals), radio/video/paging systems, and Cable TV/broadcast and kiosk technologies, and computer software and associated licenses costs.

13. Relocation of Downtown Tag Agency - Design and construction of the Downtown Tag Agency space and customer service area to be incorporated into the first floor of the Administration Center Parking Garage.

14. Hagood House - Restoration of Hagood House including design, construction, and lead-based paint removal.

15. Ft. Christmas Park Development - The permanent relocation and restoration of approximately 14 historic buildings and construction of site improvements.

16. Water and wastewater utility capital improvement projects approved by the Board from time to time to be paid from commercial paper proceeds as evidenced by inclusion in the capital improvement plan budget for the water and wastewater utility system and certified to by the County Administrator, or her designee, or otherwise approved by Note Counsel.

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