

APPROVED  
BY ORANGE COUNTY BOARD  
OF COUNTY COMMISSIONERS

FEB 20 2001 BBBS

RESOLUTION NO. 2001-B-04

A RESOLUTION AMENDING AND SUPPLEMENTING A RESOLUTION ENTITLED "A RESOLUTION APPROVING THE ISSUANCE BY THE ORANGE COUNTY HEALTH FACILITIES AUTHORITY OF ITS FIRST MORTGAGE HEALTHCARE FACILITIES REVENUE BONDS IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$17,500,000, THE PROCEEDS FROM THE SALE OF WHICH WILL BE USED FOR THE PRIMARY PURPOSE OF FINANCING AND REFINANCING COSTS INCURRED OR TO BE INCURRED BY GF/ORLANDO, INC. IN CONNECTION WITH THE ACQUISITION, RENOVATION, AND EQUIPPING OF CERTAIN INTERMEDIATE CARE AND GROUP HOME FACILITIES FOR THE DEVELOPMENTALLY DISABLED;" PROVIDING CERTAIN TERMS AND DETAILS OF SAID BONDS, INCLUDING AUTHORIZING A CHANGE IN THE DENOMINATIONS AND DESIGNATION OF SAID BONDS; AND PROVIDING AN EFFECTIVE DATE.

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

**SECTION 1. FINDINGS.** It is hereby ascertained, determined and declared as follows:

A. The Board of County Commissioners of Orange County, Florida (the "County") adopted Resolution 2000-B-20 on December 19, 2000 (the "County Resolution") approving the issuance by the Orange County Health Facilities Authority (the "Authority") of its First Mortgage Healthcare Facilities Revenue Bonds (GF/Orlando, Inc. Project), Series 2000 (the "Bonds").

B. The Authority has submitted to the County, a copy of a resolution of the Authority which was adopted on January 26, 2001 (the "Authority Resolution"), amending and supplementing its resolution authorizing the issuance of the Bonds by (1) authorizing a change in the denominations and designation of the Bonds and (2) designating the Bonds as "Series 2001." A copy of the Authority Resolution is attached hereto as Exhibit A.

C. The Authority has requested the County to approve the Authority Resolution in order to satisfy the requirements of Section 147(f) of the Internal Revenue Code of 1986, as amended and Section 125.01(Z), Florida Statutes.

D. The purposes of Part II of Chapter 159, Florida Statutes, will be effectively served and it is desirable and in the best interests of the County that the issuance of the Bonds and the changes indicated above be approved by the Board of County Commissioners of the County (the "Board").

**SECTION 2. APPROVAL OF CHANGE IN THE DENOMINATIONS AND DESIGNATION OF SAID BONDS.** The change in the denominations and designation of the Bonds as contemplated by the Authority Resolution are hereby approved.

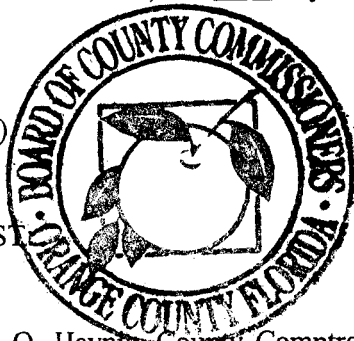
**SECTION 3. LIMITED APPROVAL.** The approval given herein shall not be construed as (i) an endorsement of the creditworthiness of GF/Orlando, Inc. and Central Florida Group Homes L.L.C. or the financial viability of the Project (as defined in the County Resolution), (ii) a recommendation to any prospective purchaser to purchase the Bonds, (iii) an evaluation of the likelihood of the repayment of the debt service on the Bonds, or (iv) approval of any necessary rezoning applications or approval or acquiescence to the alteration of existing zoning or land use nor approval for any other regulatory permits relating to the Project, and the Board shall not be construed by reason of its adoption of this Resolution to make any such endorsement, finding or recommendation or to have waived any right of the Board or estopping the Board from asserting any rights or responsibilities it may have in such regard. Further, the approval by the Board of the issuance of the Bonds by the Authority shall not be construed to obligate the County to incur any liability, pecuniary or otherwise, in connection with either the issuance of the Bonds, the acquisition and construction of the Project, and the Authority shall so provide in the financing documents setting forth the details of the Bonds.

**SECTION 4. RESOLUTION TO CONTINUE IN FORCE.** Except as herein expressly provided, the County Resolution and all the terms and provisions thereof are and shall remain in full force and effect.

**SECTION 5. EFFECTIVE DATE.** This Resolution shall take effect immediately upon its adoption.

ADOPTED, this 20 day of February 2001.

(SEAL)



ATTEST

Martha O. Haynie, County Comptroller, As Clerk to the Board of County Commissioners

By: \_\_\_\_\_

**BOARD OF COUNTY COMMISSIONERS OF ORANGE COUNTY, FLORIDA**

By: AW Dalehanda  
Chairman

**EXHIBIT A**

**AUTHORITY RESOLUTION**

## SUPPLEMENTAL RESOLUTION

RESOLUTION AMENDING AND SUPPLEMENTING A RESOLUTION ENTITLED "A RESOLUTION BY THE ORANGE COUNTY HEALTH FACILITIES AUTHORITY, PROVIDING FOR (A) THE FINANCING AND REFINANCING OF COSTS INCURRED OR TO BE INCURRED BY GF/ORLANDO, INC. ("GF/ORLANDO") IN CONNECTION WITH THE ACQUISITION, RENOVATION AND EQUIPPING OF CERTAIN INTERMEDIATE CARE FACILITIES AND GROUP HOMES FOR THE DEVELOPMENTALLY DISABLED (THE "PROJECT"); PROVIDING FOR THE ISSUANCE BY THE AUTHORITY OF NOT TO EXCEED \$18,000,000 INITIAL AGGREGATE PRINCIPAL AMOUNT OF ITS FIRST MORTGAGE HEALTHCARE FACILITIES REVENUE BONDS (GF/ORLANDO, INC. PROJECT), SERIES 2000; AND FOR A LOAN BY THE AUTHORITY TO GF/ORLANDO AND CENTRAL FLORIDA GROUP HOMES, L.L.C., LESSEE OF THE GROUP HOMES ("CENTRAL FLORIDA") IN AN AMOUNT EQUAL TO THE AGGREGATE PRINCIPAL AMOUNT OF SUCH BONDS TO FINANCE OR REFINANCE ALL OR A PORTION OF THE COST OF SUCH PROJECT; PROVIDING FOR THE RIGHTS OF THE OWNERS OF SUCH BONDS AND FOR THE PAYMENT THEREOF; MAKING CERTAIN OTHER COVENANTS AND AGREEMENTS IN CONNECTION WITH THE ISSUANCE OF SUCH BONDS; AUTHORIZING A DELEGATED NEGOTIATED SALE OF SUCH BONDS UPON MEETING CERTAIN CONDITIONS SPECIFIED HEREIN; DELEGATING TO THE CHAIRMAN OR VICE-CHAIRMAN OF THE AUTHORITY THE POWER TO APPROVE THE FINAL TERMS AND DETAILS OF THE BONDS ONLY UPON SATISFACTION OF THE CONDITIONS SET FORTH HEREIN; AUTHORIZING, RATIFYING AND APPROVING THE USE OF A PRELIMINARY OFFICIAL STATEMENT AND FINAL OFFICIAL STATEMENT IN CONNECTION WITH SUCH NEGOTIATED SALE OF THE BONDS; AUTHORIZING THE EXECUTION AND DELIVERY OF A BOND PURCHASE AGREEMENT UPON SATISFACTION OF THE CONDITIONS SET FORTH HEREIN; AUTHORIZING THE EXECUTION AND DELIVERY OF THE BONDS AND ALL OTHER RELATED INSTRUMENTS AND CERTIFICATES; PROVIDING FOR OTHER MISCELLANEOUS MATTERS IN CONNECTION WITH THE FOREGOING; AND PROVIDING AN EFFECTIVE DATE;" PROVIDING CERTAIN TERMS AND DETAILS OF SAID BONDS, INCLUDING

AUTHORIZING A CHANGE IN THE DENOMINATIONS AND DESIGNATION OF SAID BONDS; AUTHORIZING THE APPOINTMENT OF A TRUSTEE; AND PROVIDING AN EFFECTIVE DATE.

**BE IT RESOLVED BY THE ORANGE COUNTY HEALTH FACILITIES AUTHORITY AS FOLLOWS:**

**SECTION 1. FINDINGS.** It is hereby found and determined that:

(A) On November 14, 2000, the Orange County Health Facilities Authority (the "Authority") duly adopted a resolution (the "Resolution"), the title of which is quoted in the title of this Supplemental Resolution, for the purposes described therein, authorizing, among other things, the issuance of not exceeding \$18,000,000 aggregate principal amount Orange County Health Facilities Authority First Mortgage Healthcare Facilities Revenue Bonds (GF/Orlando, Inc. Project), Series 2000 (the "Bonds").

(B) Pursuant to the Resolution, the Authority deemed it to be in its best interest to issue the Bonds for the principal purpose of financing and refinancing the cost of the Project, as more particularly described in the Resolution.

(C) Due to current market conditions and at the request of the Borrower, it is desirable for the Authority to amend and supplement the Resolution to allow for a change in the authorized denominations of the Bonds from \$100,000 to \$50,000 or any integral multiple of \$5,000 in excess thereof and to acknowledge the continued application of the terms and provisions of the Resolution.

(D) Due to the timing of the transaction, the Bonds will be designated as Series 2001.

(E) In light of the change in the authorized denominations of the Bonds, United States Trust Company of New York, as co-trustee with U.S. Trust Company of Florida Savings Bank shall be appointed Trustee.

**SECTION 2. DEFINITIONS.** When used in this Supplemental Resolution, the defined terms herein shall have the meanings provided in the Resolution.

**SECTION 3. AUTHORITY FOR THIS SUPPLEMENTAL RESOLUTION.** This Supplemental Resolution is adopted pursuant to the provisions of the Act and the Resolution.

**SECTION 4. ESTABLISHING CHANGE OF AUTHORIZED DENOMINATIONS.** Pursuant to the Resolution, the Authority has authorized the issuance of the Bonds in denominations of \$100,000 or any integral multiple of \$5,000 in excess thereof. The Authority hereby modifies the authorized denomination to \$50,000 or any integral multiple of \$5,000 in excess thereof and, due to

the timing of the transaction, the Bonds are hereby designated as the "Orange County Health Facilities Authority First Mortgage Healthcare Facilities Revenue Bonds (GF/Orlando, Inc. Project), Series 2001."

**SECTION 5. APPOINTMENT OF TRUSTEE; PAYMENT OF THE BONDS.** In light of the change in the authorized denominations of the Bonds, the Bonds shall be payable as to principal and interest in lawful money of the United States of America by United States Trust Company of New York, as co-trustee with U.S. Trust Company of Florida Savings Bank, as Trustee, Paying Agent and Bond Registrar under the Agreement.

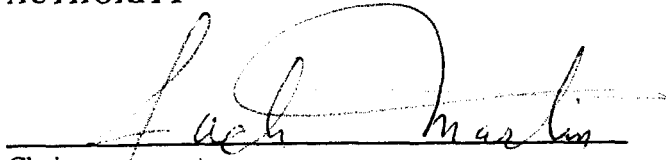
**SECTION 6. RESOLUTION TO CONTINUE IN FORCE.** Except as herein expressly provided, the Resolution and all the terms and provisions thereof are and shall remain in full force and effect.

**SECTION 7. EFFECTIVE DATE.** This Supplemental Resolution shall become effective immediately upon its adoption.

**PASSED AND ADOPTED** this 26th day of January, 2001.

**ORANGE COUNTY HEALTH FACILITIES  
AUTHORITY**

(SEAL)

  
\_\_\_\_\_  
Chairman

ATTEST:

\_\_\_\_\_  
Member