

APPROVED
BY ORANGE COUNTY BOARD
OF COUNTY COMMISSIONERS
AUG 29 2006

RESOLUTION NO. 2006-B-08

A RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF ORANGE COUNTY, FLORIDA APPROVING FOR THE PURPOSES OF SECTION 147(f) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED, THE ISSUANCE OF NOT TO EXCEED \$4,000,000 OF INDUSTRIAL DEVELOPMENT REVENUE BONDS BY FLORIDA DEVELOPMENT FINANCE CORPORATION TO FINANCE A MANUFACTURING FACILITY WITHIN ORANGE COUNTY; AND PROVIDING AN EFFECTIVE DATE,

BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF SEMINOLE COUNTY (THE "BOARD"), FLORIDA:

Section 1. Findings and Recitals. It is hereby found, ascertained, determined and declared:

A. Florida Development Finance Corporation (the "Issuer") was created by the Florida Development Finance Corporation Act, Chapter 288, Part IX, Florida Statutes (the "Act"), which provides, in part that the Issuer may issue revenue bonds to finance projects in Orange County (the "County"), for the benefit of approved Florida businesses to enhance the economic development of the State of Florida, provided that the Issuer has entered into an interlocal agreement with the local governmental agency in which the project will be located;

B. The Issuer and the County have previously entered into an interlocal agreement pursuant to the Act and the Florida Interlocal Cooperation Act of 1969, as amended (to the extent that the exercise of such powers is consistent with the purposes of the Act) to permit the Issuer to issue revenue bonds to finance projects located within the jurisdictional limits of the County;

C. The Issuer intends to issue revenue bonds in an amount not to exceed \$4,000,000 to finance a project for the benefit of K. B. Lemieux, Ltd. (the "Company") consisting of approximately 45,000 square feet of new building improvements to be leased to qualifying manufacturers, Superior Trim & Door, INC., a maker of wood doors and accessories (or a subsidiary or affiliated company thereof), and Diversified Window Solutions, Inc. a maker of windows and accessories (or a subsidiary or affiliated company thereof.) The project will be located at 2900 West Orange Avenue, Apopka, Orange County, Florida (the "Project");

D. The Internal Revenue Code of 1986, as amended (the "Code"), requires that the Board as the highest elected body of the County, approve the issuance of the bonds by the Issuer after a public hearing has been conducted by the Issuer;

E. The Issuer conducted a public hearing within the County on July 27, 2006; notice of such hearing, as evidenced by the attached Exhibit "A," was given in the form and manner required by law and interested individuals were afforded reasonable opportunity to express their views both orally and in writing, on all matters pertaining to the proposed project and the proposed issue of bonds;

F. The minutes of the public hearing held by the Issuer, containing all comments and concerns, expressed orally and in writing, are attached hereto as Exhibit "B;" and

G. It is desirable and in the best interest of the County that the proposed bonds be approved by the Board.

Section 2. Approval of Bonds. Solely for the purposes of Section 147 (f) of the Code, the Board hereby approves the issuance of the proposed bonds by the Issuer and the use of the proceeds to finance the proposed Project in the County.

Section 3. Limitation. The bonds approved hereunder and the interest thereon shall not constitute an indebtedness or pledge of the general credit or taxing power of the County, the State of Florida or any political subdivision or agency thereof, but shall be payable solely from the revenue pledged therefor pursuant to a loan agreement and/or other financing agreement entered into by the Issuer prior to or contemporaneously with the issuance of the bonds. The approval given herein is solely for the purposes of Section 147(f) of the Code and shall not be construed as an approval of any zoning application or any regulatory permit required in connection with such Project nor creating any vested rights with respect to any land use regulations, and this Board shall not be construed by virtue of its adoption of this Resolution to have waived, or be estopped from asserting, any authority or responsibilities it may have in that regard. Further, the approval by the Board of the issuance of the Bonds by the Issuer shall not be construed to obligate the County to incur any liability, pecuniary or otherwise, in connection with either the issuance of the Bonds or the acquisition and construction of the Project, and the Issuer shall so provide in the financing documents setting forth the details of the Bonds. Finally, the County shall not be construed by reason of its adoption of this resolution to: (i) attest to the ability of the Company to repay the indebtedness represented by the Bonds, or (ii) recommend to prospective purchasers of the Bonds to purchase the same.

Section 4. Repealing Clause. All restrictions or resolutions or portions thereof in conflict herewith are, to the extent of such conflict, hereby superseded and repealed.

Section 5. Effective Date. This resolution shall take effect immediately upon its adoption.

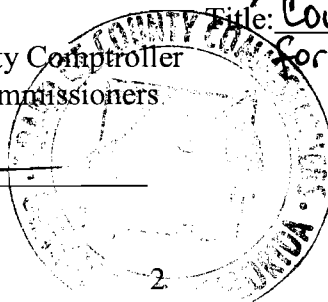
Upon motion by Commissioner Sindler and seconded by Commissioner Fernandez, the forgoing resolution was passed by the following vote on this 29 day of August, 2006.

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

By: Ajit Lalchandani
Name: Ajit Lalchandani
Title: County Administrator
for the County Mayor

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

By: [Signature]
Deputy Clerk



[APPROVED AS TO FORM

_____, County Attorney
Office of the County Attorney, Orange County, Florida

_____]

Orlando Sentinel

Published Daily

State of Florida } s.s.
COUNTY OF ORANGE

Before the undersigned authority personally appeared BEVERLY C. SIMMONS

who on oath says that he/she is the Legal Advertising Representative of Orlando Sentinel, a daily newspaper published at ORLANDO in ORANGE County, Florida; that the attached copy of advertisement, being a FLORIDA DEVELOPMENT in the matter of JULY 27

in the ORANGE Court, was published in said newspaper in the issue of 07/11/06

Affiant further says that the said Orlando Sentinel is a newspaper published at ORLANDO in said ORANGE County, Florida, and that the said newspaper has heretofore been continuously published in said ORANGE County, Florida, each Week Day and has been entered as second-class mail matter at the post office in ORLANDO in said ORANGE County, Florida, for a period of one year next preceding the first publication of the attached copy of advertisement; and affiant further says that he/she has neither paid nor promised any person, firm or corporation any discount, rebata, commission or refund for the purpose of securing the advertisement for publication in the said newspaper.

The foregoing instrument was acknowledged before me this 17 day of JULY, 20 06, by BEVERLY C. SIMMONS, who is personally known to me and who did take an oath.

(SEAL)

DEBORAH M. TONEY
Comm# 000482788
Expires 10/18/2009
Receives thru (800)432-4254
Florida Notary Assn., Inc.

FLORIDA DEVELOPMENT FINANCE CORPORATION NOTICE OF MEETING AND PUBLIC HEARING

To Whom It May Concern:

For the purposes of Section 147(1) of the Internal Revenue Code, notice is hereby given that the Florida Development Finance Corporation (the "Corporation") will hold a public meeting and hearing with respect to the proposed issuance and sale of 2007 bonds exceeding \$4,000,000 (excluding Development Revenue Bonds) by the Corporation, as a result of which to be held July 27, 2006, beginning at 11:00 a.m. or as soon thereafter at the offices of Akerman & Associates, 430 South Orange Avenue, Suite 1200, Orlando, Florida, 32801.

The proceeds of such bond issue would be used for the purpose of constructing an approximately 46,000 square foot building located at 200 West Orange Avenue, Apopka, Florida, as well as the acquisition of additional manufacturing equipment for the purpose of expanding existing wooden door, window, and accessories for commercial and industrial use (the "Project"). The Project will be owned by K. J. Lemkau, Ltd. or an affiliate, subsidiary, or related entity thereof. The Project will be operated by two entities, Superior Trim & Door, Inc. and Fiberglass Window Solutions, Inc.

The public hearing will be conducted in a manner that provides a reasonable opportunity for persons with differing views to be heard on both issuance of the bonds and the location and nature of the Project. Any person desiring to be heard on this matter is requested to attend the public hearing, or send a representative. Written comments to be presented at the hearing may be submitted to the Florida Development Finance Corporation at 200 West Orange Avenue, Suite 1200, Orlando, Florida 32801, directed to the President. Comments made at the hearings are for the consideration of the Corporation, the Board of County Commissioners of Orange County, and the Governor of Florida.

Persons are advised that, if they decide to oppose any decision made at this hearing, they will need a transcript of the proceedings, and for such purpose, they may need to ensure that a verbatim record of the proceedings is made, which record includes the testimony and evidence upon which the appeal is to be based.

In accordance with the Americans with Disabilities Act, persons needing a special accommodation to participate in this proceeding should contact the Corporation no later than seven days prior to the proceeding at the address given in this notice or telephone (407) 316-4699.

Dated: July 4, 2006
Florida Development Finance Corporation
By: Louis Lombardi,
Executive Director
COR467007 JUL11.0006

**Florida Development Finance Corporation
Extract from Report of Public Hearing**

EXTRACT from the report of the Public Hearing held at the offices of Akerman Senterfit, 290 North Orange Avenue, Suite 1200 Orlando, Florida 32801 at 11:00 a.m. regarding the proposed issuance by the Corporation of its Industrial Development Revenue Bonds for K. B. Lemieux, Ltd. to finance improvements to be occupied by Superior Trim & Door, Inc. and Diversified Window Solutions, Inc., Florida manufacturers.

Present on behalf of the Florida Development Finance Corporation was Louis Laubscher, Executive Director of the corporation. Also present were Meg Wettach of Akerman Senterfitt and Charles Sands, financial advisor to the borrower.

Mr. Laubscher announced that public notice of the hearing was given according to statutory requirement of the Internal Revenue Code Section 147(f).

No objection to the project was made by any person either at the hearing or by written communication prior to the hearing. The project was found to be an eligible project pursuant to the Florida Development Finance Corporation Act of 1993, as amended, and to have met applicable criteria. For this reason and for economic benefits that will accrue to the community, the Florida Development Finance Corporation recommends approval of the Project by the Board of County Commissioners of Orange County and the Governor of Florida.