

APPROVED
BY ORANGE COUNTY BOARD
OF COUNTY COMMISSIONERS
SEP 19 2006 *LDH/DPW*

**RESOLUTION
OF THE
ORANGE COUNTY
BOARD OF COUNTY COMMISSIONERS**

regarding

AUTHORIZATION OF COMMERCIAL PAPER NOTES SERIES A

and

**DECLARATION OF OFFICIAL INTENT
TO REIMBURSE COSTS INCURRED**

to finance projects included in the

**INVEST IN ORANGE COUNTY-
OUR CHILDREN'S LEGACY INITIATIVE**

Resolution No. 2006-B-09

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

ARTICLE I
GENERAL PROVISIONS

SECTION 1.01. **AUTHORITY FOR THIS RESOLUTION.** This Resolution is adopted pursuant to Article VIII, Section 12 of the Constitution of the State of Florida, Section 125.01, Florida Statutes, the County Charter of Orange County, Florida (the "County"), Resolution No 91-M-04 adopted by the Board of County Commissioners of the County (the "Board") on February 26, 1991, as supplemented and amended (the "Commercial Paper Authorizing Resolution") and other applicable provisions of law.

SECTION 1.02. **FINDINGS.**

A. The County has developed the Invest in Orange County – Our Children's Legacy Initiative (the "Initiative") pursuant to which the County intends to dedicate approximately \$40,000,000 of non-ad valorem revenues of the County annually in each of the next twenty-five (25) years to acquire, construct and finance projects included in the Initiative.

B. The September 11, 2006 *Invest in Orange County, Our Children's Legacy* report, a copy of which is on file in the Clerk's Office, (the "Initiative Report") describes the Initiative. The Initiative Report is hereby approved and accepted by the Board.

C. The projects to be included in the Initiative include:

(i) Roadway improvements for the County roadway system including widening of existing roads and building new roads to provide additional travel lanes and increase capacity (the "Roadway Projects");

(ii) Streetscape improvements including the repair and restoration of existing landscaping and the installation of new landscaping for collector and arterial roads in the County (the "Streetscape Projects");

(iii) Trail improvements including the construction and improvement of off-road recreational and transportation trails in the County (the "Trail Projects");

(iv) Pedestrian sidewalk and bridge improvements including construction and improvement of pedestrian sidewalks and bridges along and over collector and arterial roads in the County (the "Pedestrian Sidewalk and Bridge Projects");

(v) Gymnasium and indoor recreational facilities including the construction of indoor gymnasiums and recreational facilities at County parks and County property located in each of the County Districts (the "Gymnasium Projects");

(vi) Commuter Rail initiative, including the funding of the County's share of the cost of implementing the Central Florida Commuter Rail Transit project (the "Commuter Rail Project");

(vii) Environmentally sensitive land acquisition including the acquisition of environmentally sensitive land in the County (the "Environmental Lands Project");

(viii) Intersection Improvements including signalization, turn lane improvements and design advancements (the "Intersection Improvements Projects"); and

(ix) Bus Shelters including the construction of bus shelters, bus bays and Superstops (the "Bus Shelter Projects");

in each case as more particularly described in the Initiative Report. The Roadway Projects, the Streetscape Projects, the Trail Projects, the Pedestrian Sidewalk and Bridge Projects, the Gymnasium Projects, the Commuter Rail Project, the Environmental Lands Project, the Intersection Improvements Projects and the Bus Shelter Projects are collectively referred to herein as the "Legacy Initiative Projects."

D. The County intends to finance the Initiative in part on a pay-as-you-go basis, in part on an interim basis with the proceeds of commercial paper notes and in part on a long-term basis with the proceeds of revenue bonds of the County secured by the portion of the sales tax revenues distributed to the County from the Local Government Half-Cent Sales Tax Clearing Trust Fund pursuant to Part VI of Chapter 218, Florida Statutes (the "Sales Tax"), the public service tax levied pursuant to the County's Ordinance No. 91-17, as amended (the "Public Service Tax") or other legally available non-ad valorem revenues of the County.

E. The Commercial Paper Authorizing Resolution authorized the establishment of the County's Commercial Paper Program to finance various capital projects on an interim basis through the issuance from time to time of the County's Commercial Paper Notes.

F. It is necessary and desirable for the County to acquire and construct the Legacy Initiative Projects and to issue Series A Notes pursuant to the Commercial Paper Authorizing Resolution in an aggregate principal amount outstanding at any one time or not to exceed \$150,000,000 (the "Series A Legacy Initiative Commercial Paper Notes") to finance all or a portion of the cost thereof on an interim basis as provided in the Commercial Paper Authorizing Resolution.

G. The Legacy Initiative Projects each constitute a "project" authorized under the Act to be undertaken by the County.

H. The County has the power and authority under the Act and the Commercial Paper Authorizing Resolution to authorize the issuance of and to sell the Series A Legacy Initiative Commercial Paper Notes in an aggregate principal amount outstanding at any one time of not to exceed \$150,000,000 and use the proceeds thereof to pay costs of the Legacy Initiative Projects.

I. The acquisition and construction of the Legacy Initiative Projects and the financing thereof as contemplated hereby serve a proper and valid public purpose of the County.

J. The Series A Legacy Initiative Commercial Paper Notes shall be limited obligations of the County, payable solely from the Pledged Funds as defined and provided in the Commercial Paper Authorizing Resolution. The County shall never be required to levy ad valorem taxes on any property to pay the Series A Legacy Initiative Commercial Paper Notes and the Series A Legacy Initiative Commercial Paper Notes shall not constitute a lien on any property owned by the County, except the proceeds of the Series A Legacy Initiative Commercial Paper Notes and the Pledged Funds in the manner and to the extent provided in the Commercial Paper Authorizing Resolution.

K. The County has complied or will comply prior to the date of issuance of the Series A Legacy Initiative Commercial Paper Notes with the requirements of Section 2.07 of the Commercial Paper Authorizing Resolution regarding the issuance of Series A Legacy Initiative Commercial Paper Notes.

L. The County presently intends (but is not obligated to) repay the Series A Legacy Initiative Commercial Paper Notes with, or provide permanent financing for the Legacy Initiative Projects financed thereby through the refunding thereof with the proceeds of, long-term debt obligations payable from, the Sales Tax, Public Service Tax or other non-ad valorem revenues of the County available for such purpose.

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

SECTION 1.04. THIS RESOLUTION AND COMMERCIAL PAPER AUTHORIZING RESOLUTION CONSTITUTE A CONTRACT. In consideration of the acceptance of the Series A Legacy Initiative Commercial Paper 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 Resolution and the Commercial Paper 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 Legacy Initiative Commercial Paper Notes and the Bank, all of which shall be equal rank and without preference, priority, or distinction among each other, over any other thereof, except as expressly provided in the Series A Legacy Initiative Commercial Paper Notes, this Resolution or the Commercial Paper Authorizing Resolution.

ARTICLE II
AUTHORIZATION AND DETAILS OF SERIES A
LEGACY INITIATIVE COMMERCIAL PAPER NOTES

SECTION 2.01. AUTHORIZATION OF LEGACY INITIATIVE PROJECTS. Legacy Initiative Projects are hereby authorized to be undertaken by the County.

SECTION 2.02. AUTHORIZATION OF SERIES A LEGACY INITIATIVE COMMERCIAL PAPER NOTES. Subject and pursuant to the provisions of this Resolution and for purposes of financing and refinancing all or a portion of the cost of acquiring and constructing the Legacy Initiative Projects, 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 Commercial Paper Authorizing Resolution in the aggregate principal amount outstanding at any one time of not to exceed one-hundred and fifty million dollars (\$150,000,000). This authorization includes the issuance from time to time of commercial paper notes to finance or refinance portions of the Legacy Initiative Projects and to refinance or refund outstanding Series A Legacy Initiative Commercial Paper Notes issued for such purposes, provided that the aggregate principal amount outstanding at any one time shall not exceed one-hundred and fifty million dollars (\$150,000,000). Such limitation on the aggregate amount of Series A Legacy Initiative Commercial Paper 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 Commercial Paper Authorizing Resolution and the capital projects for which such Notes are authorized are hereby designated as the Series A Legacy Initiative Projects. The Series A Legacy Initiative Commercial Paper Notes shall be for all purposes "Notes" issued under and pursuant to Article II of the Commercial Paper Authorizing Resolution.

SECTION 2.03. DETAILS OF SERIES A LEGACY INITIATIVE COMMERCIAL PAPER NOTES. The interest rate, issue date, maturity date and other details of the Series A Legacy Initiative Commercial Paper Notes shall be determined and established by the Authorized Officer in the manner provided in the Commercial Paper Authorizing Resolution. Such interest rate, issue date, maturity date and other details of the Series A Legacy Initiative Commercial Paper Notes shall be determined and established so as to result in the lowest overall borrowing cost reasonably achievable in the opinion of such Authorized Officer. 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 Legacy Initiative Commercial Paper Notes are not subject to redemption prior to maturity.

The Series A Legacy Initiative Commercial Paper Notes shall be in substantially the form set forth in the Commercial Paper Authorizing Resolution.

SECTION 2.04. USE OF PROCEEDS OF SERIES A LEGACY INITIATIVE COMMERCIAL PAPER NOTES. Simultaneously with the delivery of the Series A Legacy Initiative Commercial Paper 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 Legacy Initiative Projects Subaccount"), and used to pay the Cost of the Legacy Initiative Projects.

The cost of issuing the Series A Legacy Initiative Commercial Paper Notes shall be paid from the Series A Legacy Initiative Projects Subaccount.

SECTION 2.05. SERIES A LEGACY INITIATIVE COMMERCIAL PAPER NOTES NOT TO BE INDEBTEDNESS OF THE COUNTY. The Series A Legacy Initiative Commercial Paper 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 Commercial Paper Authorizing Resolution. No Holder of any Series A Legacy Initiative Commercial Paper 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 Legacy Initiative Commercial Paper Notes or the interest thereon.

SECTION 2.06. 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 Legacy Initiative Commercial Paper 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 Lehman Brothers, Inc. dated as of September 1, 2003, for the delivery and sale of the Commercial Paper Notes issued under the Commercial Paper Authorizing Resolution. The Board hereby finds, determines, and declares that it is in the best interest of the County to sell the Series A Legacy Initiative Commercial Paper Notes herein authorized by negotiated sale pursuant to the terms of the Dealer Agreement.

**ARTICLE III
DECLARATION OF OFFICIAL INTENT**

SECTION 3.01. DECLARATION OF OFFICIAL INTENT. The County hereby expresses its intention to be reimbursed from the proceeds of future tax-exempt financing for capital expenditures to be paid by the County in connection with the Legacy Initiative Projects. Pending reimbursement, the County expects to use available non-ad valorem revenues of the County to pay costs incurred in connection with the Legacy Initiative Projects. It is reasonably expected that the total amount of debt to be incurred by the County with respect to the Legacy Initiative Projects (excluding refundings and rollovers) will not exceed \$550,000,000. This Resolution is intended to constitute a "declaration of official intent" within the meaning of Section 1.150-2 of the Income Tax Regulations.

**ARTICLE IV
MISCELLANEOUS**

SECTION 4.01. FURTHER ACTIONS. The Mayor, the 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 Commercial Paper Authorizing Resolution, this Resolution, the Dealer Agreement, the Line of Credit and Reimbursement Agreement, the Issuing and Paying Agent Agreement or any other document referred to above as a prerequisite or precondition to the issuance of the Series A Legacy Initiative Commercial Paper 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 Legacy Initiative Commercial Paper Notes herein authorized is hereby approved, confirmed, and ratified.

SECTION 4.02. SEVERABILITY OF INVALID PROVISIONS. If any one or more of the covenants, agreements or provisions of the Commercial Paper Authorizing Resolution or this 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 an reason whatsoever be held invalid, then such covenants, agreements, or provisions of, and in no way affect the validity of, all the other provisions of the Commercial Paper Authorizing Resolution, this Resolution or of the Commercial Paper Notes.

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SECTION 4.03. REPEALING CLAUSE. Except as provided herein with respect to the Commercial Paper Authorizing Resolution, all resolutions of the County, or parts thereof, in conflict with the provisions of the Resolution are to the extent of such conflict hereby superseded and repealed.

SECTION 4.04. EFFECTIVE DATE. This Resolution shall take effect upon its adoption.

PASSED AND ADOPTED ON THIS 19th DAY OF September 2006.

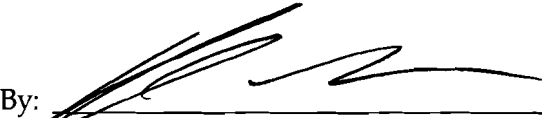


**BOARD OF COUNTY COMMISSIONERS OF
ORANGE COUNTY, FLORIDA**

By: 
Richard T. Crotty
Orange County Mayor

ATTEST:

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

By: 
Deputy Clerk