

APPROVED
BY ORANGE COUNTY BOARD
OF COUNTY COMMISSIONERS

OCT 23 2007 JV/LH

No. 2007-B-15

RESOLUTION
APPROVING A THIRD PARTY LOAN TO
ORANGE COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY
PURSUANT TO SECTION 147(f) OF THE
INTERNAL REVENUE CODE OF 1986, AS AMENDED

WHEREAS, the Board of County Commissioners of Orange County (the "Board") declared a need for the Orange County Industrial Development Authority (the "Authority"), appointed its members, and empowered it to act under the provisions of Chapter 159, Part III of the Florida Statutes; and

WHEREAS, at the Board's June 5, 2007 meeting, the Board approved under the provisions of Sections 125.01(1)(z) and 159.47(1)(f), Florida Statutes the \$5,500,000 third-party loan (the "Loan") to the Authority that enabled the Authority to provide financing to Orangewood Christian School, Inc., a Florida corporation not for profit (the "Corporation") for the purpose of (i) paying all or any part of the cost of issuance of the financing (within applicable limits), (ii) financing the acquisition, construction, and equipping of a 45,000 square foot addition to the Corporation's existing main building located in Maitland, Orange County, Florida for use as an educational facility (the "Project"), and (iii) paying any other costs associated with the Project; and

WHEREAS, on June 27, 2007 the Authority and the Corporation closed the Loan on a taxable basis because the Corporation had not yet received an IRS determination letter that the Corporation was exempt from taxation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code"); and

WHEREAS, since the closing of the Loan on a taxable basis the Corporation has obtained its IRS determination letter as a tax exempt corporation under Section 501(c)(3) of the Internal Revenue Code, and has requested a public hearing before the Authority as required by the Tax Equity and Fiscal Responsibility Act of 1985 (a "TEFRA Hearing"); and

WHEREAS, after publication in The Orlando Sentinel of the Notice of Public Hearing, a copy of which is attached hereto as Exhibit A and incorporated herein by reference (the "Notice of Public Hearing"), the Authority held at its September 18, 2007 regular meeting the TEFRA Hearing relating to the Loan that the Authority has used to provide financing for the Project; and

WHEREAS, the Board is the elected legislative body of Orange County (the "County"), and the County has jurisdiction over the Loan and the Project for purposes of Section 147(f) of the Internal Revenue Code; and

WHEREAS, the Board has been furnished with a copy of the Notice of Public Hearing for the TEFRA Hearing held by the Authority on September 18, 2007 and has been advised that: (a) the Notice of Public Hearing apprised residents of the County of the proposed Loan not less than 14 days before the TEFRA Hearing; (b) the TEFRA Hearing was conducted in a manner which provided a reasonable opportunity for persons with differing views on both the Loan and

the location and nature of the Project to be heard; and (c) no members of the public (other than those present on behalf of the Corporation and members of the Authority and its staff) appeared at the public hearing or otherwise expressly objected to the Loan for the Project; and

WHEREAS, the Board has been requested by the Authority to consider and approve the Loan under the provisions of Section 147(f) of the Internal Revenue Code; and

NOW, THEREFORE, BE IT RESOLVED by the Board of County Commissioners of Orange County as follows:

SECTION 1. The \$5,500,000 Loan to the Authority as contemplated by the Notice of Public Hearing shall be and hereby is approved.

SECTION 2. This approval is solely for the purpose of Section 147(f) of the Internal Revenue Code.

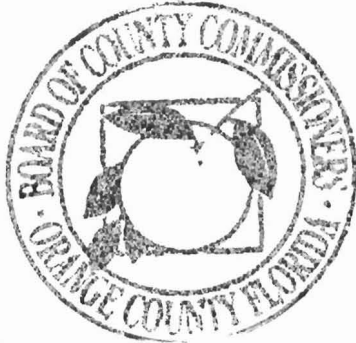
SECTION 3. The approval given herein shall not be construed as (i) an endorsement of the creditworthiness of the Corporation or the financial viability of the Project, (ii) a recommendation to any prospective creditor for the Loan, (iii) an evaluation of the likelihood of the repayment of the debt service on the Loan, 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 to have estopped the Board from asserting any rights or responsibilities it may have in such regard. Further, the approval by the Board of the Loan by the Authority shall not be construed to obligate the County to incur any liability, pecuniary or otherwise, in connection with either the Loan or the acquisition and construction of the Project, and the Authority shall so provide in the financing documents setting forth the details of the Loan.

SECTION 4. Nothing contained in this approval shall be deemed to create any obligation or obligations of the County or the Board.

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

ADOPTED this 23rd day of October, 2007.

ORANGE COUNTY, FLORIDA



By: *Richard T. Crotty*
Richard T. Crotty
Orange County Mayor
(SEAL)

ATTEST:

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

By: *[Signature]*
POC Deputy Clerk

Exhibit A

Notice of Public Hearing

Orlando Sentinel

Published Daily

State of Florida } s.s.
COUNTY OF ORANGE }

Before the undersigned authority personally appeared Deborah M. Toney, 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 Meeting Notice in the matter of CM#6902-0038 in the Orange Court, was published in said newspaper in the issue; of 09/04/07

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, rebate, commission or refund fro the purpose of securing this advertisement for publication in the said newspaper.

The foregoing instrument was acknowledge before me this 6th day of September, 2007, by Deborah M. Toney, who is personally known to me and who did take an oath.

(SEAL)

BEVERLY C. SIMMONS
Comm# DD0397737
Expires 3/18/2009
Florida Notary Assn., Inc.

Order# 472718

NOTICE

For the purpose of Section 147(1) of the Internal Revenue Code of 1986, as amended (the "Code"), notice is hereby given that the Orange County Industrial Development Authority (the "Issuer") will conduct a public hearing in the Orange County Administration Building, 201 South Rosalind Avenue, 3rd Floor, Conference Room 30MB, Orlando, Florida, at 2:00 p.m. on September 18, 2007, concerning a proposed loan of up to \$5,500,000 (the "Loan"). If approved, the Loan will be made pursuant to the authority and provisions of Part II, Chapter 159, Title 11 of the Florida Statutes.

Proceeds of the Loan will be loaned by the Issuer to Orangewood Christian School, Inc., a nonprofit corporation organized under the laws of the State of Florida and a corporation described in Section 501(c)(3) of the Code (the "User"), as the initial owner of the Project (as defined below).

The Issuer proposes to use the proceeds of the Loan to finance the acquisition, construction and equipping of a 45,000 square foot addition to the User's existing main building (the "Project"), which is located at 1200 West Mallard Boulevard, Maitland, Florida, with such site being shown on the following map and such site being located wholly within Orange County, Florida:

The Loan will be a limited obligation of the Issuer and will be payable solely from the payments payable by the User. An agreement between the Issuer and the User will provide for the payments by the User sufficient to pay debt service on the Loan when due. The Loan will be secured under an agreement whereby the Issuer will pledge the payments by the User for the benefit of the payee of the Loan. The Loan will not be a general obligation of the Issuer and will not in any way constitute a debt, liability or obligation of the State of Florida, Orange County, Florida, the City of Maitland, Florida, or any other political subdivision of the State of Florida. The Loan will not be payable from any tax revenues.

The public hearing will provide an opportunity for persons with different views on the proposed Loan and the location and nature of the Project to express their views, both orally and in writing.

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