

OCT 13 2009 NP/B

RESOLUTION NO. 2009-B-06

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 \$9,000,000 OF INDUSTRIAL DEVELOPMENT REVENUE BONDS BY THE FLORIDA DEVELOPMENT FINANCE CORPORATION TO FINANCE MANUFACTURING FACILITIES ON BEHALF OF HARVILL'S PRODUCE CO., INC., WITHIN ORANGE COUNTY AND RELATED COSTS; AND PROVIDING AN EFFECTIVE DATE.

BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS (THE "BOARD") OF ORANGE COUNTY, 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, Florida (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; and

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), which agreement remains in full force and effect, to permit the Issuer to issue revenue bonds to finance projects located within the jurisdictional limits of the County; and

C. The Issuer intends to issue the revenue bonds in an amount not to exceed \$9,000,000 for the purpose of financing the acquisition, renovation and equipping of an approximately 72,000 square foot building located at 8775 South Orange Avenue, Orlando, Florida, including manufacturing equipment to be located thereon (the "Project") for Harvill's Produce Co., Inc., a Florida corporation, or an affiliate, subsidiary or related entity thereof (collectively the "Company"). The Project will be owned and operated by the Company.

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; and

E. Notice of a public hearing conducted by the Issuer, as evidenced by the attached Exhibit A, was given in the form and manner required by law, as published in the *Orlando*

Sentinel on September 25, 2009 and October 2, 2009, affording interested individuals a reasonable opportunity to express their views both orally and in writing, on all matters pertaining to the proposed Project and the proposed issuance of the bonds; and

F. An extract of the minutes of the public hearing held by the Issuer on October 9, 2009, containing all comments and concerns, expressed orally and in writing, are attached hereto as Exhibit B; and

G. The Issuer has requested that the County approve the issuance of the bonds so that the bonds may be issued in compliance with the provisions of the Code; and

H. It is desirable and in the best interest of the County that the Project be located within the County and that the proposed bonds for the financing of the Project 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 to be located within the County.

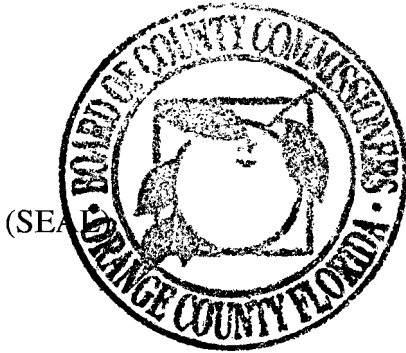
Section 3. Limitation. The bonds approved hereunder and the interest thereon shall not constitute an indebtedness or pledge of the general credit or taxing power of the County, the State of Florida or any political subdivision or agency thereof but shall be payable solely from the revenue pledged therefor 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. Additionally, the approval granted herein shall not be construed as approval by the County of the financial feasibility of the Project or of any financial matters with respect to the Project, the Company or the bonds. The approval granted herein is subject to the condition that any offering or sale of the proposed bonds be accompanied by such offering documents as are necessary, in the opinion of counsel to the Issuer, to comply with the provisions of Rule 10b-5 of the Securities and Exchange Commission, and that such offering documents contain therein a recital that such offering documents and the terms of and security for the proposed bonds have not been reviewed by and not been approved by the County and that the County makes no representations as to the bonds or the security therefore.

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.

PASSED AND ADOPTED this 13th day of October, 2009.

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



By: *Aj D. Salehonda*

ATTEST:

By: *J. Allen. [Signature]*
_____, County Clerk

APPROVED AS TO FORM AND
CORRECTNESS:

_____, County Attorney

EXHIBIT A

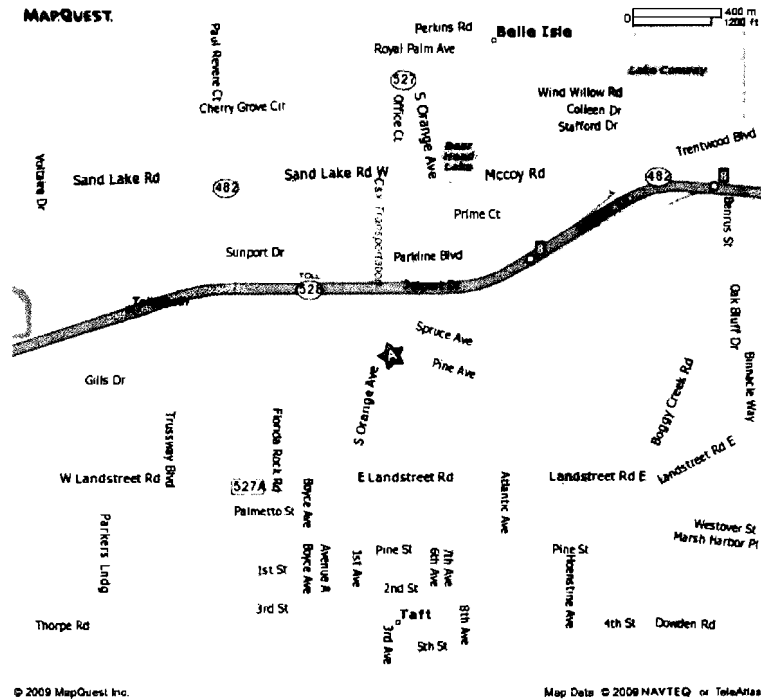
COPY OF NOTICE OF PUBLIC HEARING
[Attached]

FLORIDA DEVELOPMENT FINANCE CORPORATION
NOTICE OF MEETING AND PUBLIC HEARING

To Whom It May Concern:

For the purposes of Section 147(f) of the Internal Revenue Code of 1986, as amended, 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 not exceeding \$9,000,000 in aggregate principal amount of Industrial Development Revenue Bonds (the "Bonds") by the Corporation, at a meeting to be held on October 9, 2009, beginning at 10:00 am, or as soon thereafter as possible, at the offices of the Florida Development Finance Corporation, 800 North Magnolia Avenue, Suite 1100, Orlando, Florida.

The proceeds of the Bonds will be used for the purpose of financing the acquisition, renovation and equipping of an approximately 72,000 sq. ft. building located at 8775 South Orange Avenue, Orlando, Florida, to be used for the purposes of manufacturing in connection with a food procession operation (the "Project"). The Project will be owned by Harvill's Produce Co., Inc. or an affiliated or related entity thereof. The Project will be operated by Harvill's Produce Co., 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 800 North Magnolia Avenue, Suite 1100, Orlando, Florida 32803, directed to the Executive Director. Comments made at the

hearing are for the consideration of the Corporation, the Board of County Commissioners of Orange County, Florida, and the Governor of the State of Florida.

Persons are advised that, if they decide to appeal any decision made at this hearing, they will need a record of the proceedings, and for such purpose, they may need to insure 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 American 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) 956-5696

Dated: September 28, 2009
Florida Development Finance Corporation
By: Peyton Woodard, Executive Director


Orlando Sentinel

Published Daily

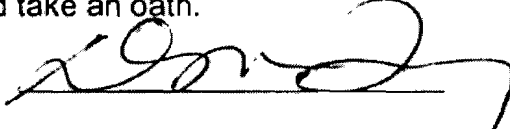
State of Florida }
COUNTY OF ORANGE } S.S.

Before the undersigned authority personally appeared Tamela Vargas, 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 Public Hearing in the matter of Oct. 9 in the Orange County, was published in said newspaper in the issue; of 10/2/09

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 for the purpose of securing this advertisement for publication in the said newspaper.



The foregoing instrument was acknowledge before me this 7 day of October, 2009, by Tamela Vargas, who is personally known to me and who did take an oath.



(SEAL)
DEBORAH M. TONEY
Notary Public
Commission# DD0402769
Expires 11/18/2009
Florida Notary Assn., Inc

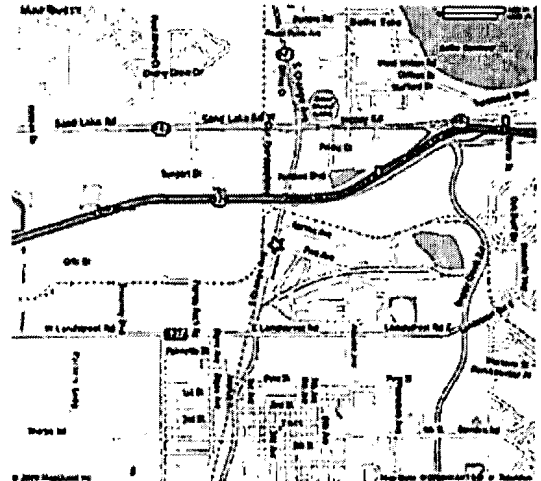
Order# 1022849

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Dated: September 28, 2009 Florida Development Finance Corporation By: Peyton Woodard, Executive Director

COR1027849 10/2/2009

EXHIBIT B

EXTRACT OF MINUTES OF PUBLIC HEARING

[To follow after October 9 hearing]