

OCT 21 1985

RESOLUTION NO. 85-B-42
APPROVING THE ISSUANCE OF
ORANGE COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY
INDUSTRIAL DEVELOPMENT REVENUE BONDS
(FORTUNE PLASTICS, INC. PROJECT)
IN AN AGGREGATE PRINCIPAL AMOUNT OF NOT TO EXCEED \$1,500,000

WHEREAS, the Board of County Commissioners of Orange County 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, the Authority on October 15, 1985, following the public hearing (the "Public Hearing") held pursuant to the Notice of Public Hearing published in The Orlando Sentinel and attached hereto as Exhibit "A" (the "Notice") adopted the Resolution attached hereto as Exhibit "B" (the "Resolution") providing for the issuance of an aggregate principal amount of not to exceed \$1,500,000 of Orange County Industrial Development Authority Industrial Development Revenue Bonds (Fortune Plastics, Inc. Project) (the "Bonds") for acquisition, construction and equipping of the therein described industrial or manufacturing plant for (Fortune Plastics, Inc. Project) (the "Project") in Orange County; and,

WHEREAS, the Board of County Commissioners of Orange County has jurisdiction over Orange County; and,

WHEREAS, the Board of County Commissioners of Orange County has been furnished with a copy of the Notice and of the minutes or extracts of the minutes of the Meeting and Public Hearing of the Authority held on October 15, 1985, with respect to the Authority's approval of the Resolution indicating that the Notice apprised residents of Orange County of the proposed issuance of the Bonds not less than 14 days before the Public Hearing and that the Public Hearing was conducted in a manner which provided a reasonable opportunity for persons with differing views on both the issuance of the Bonds and the location and nature of the Project to be heard; and,

WHEREAS, the Board of County Commissioners has been requested by the Authority to consider and approve the Authority's issuance of the Bonds under the provisions of Section 125.01(1)(z) of the Florida Statutes, as amended, and Section 103(k) of the Internal Revenue Code of 1954, as amended.


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

1. Issuance of the Bonds by the Authority in an aggregate principal amount of not to exceed \$1,500,000 of Orange County Industrial Development Authority Industrial Development Revenue Bonds (Fortune Plastics, Inc. Project) as contemplated by the Resolution is hereby approved, subject to the Bonds being issued and delivered on or before December 31, 1985. If the Bonds are not issued and delivered by that date, the approval granted hereby shall be deemed void and revoked.

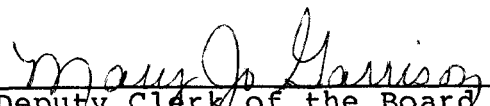
2. This approval is intended to comply with the provisions of Section 125.01(1)(z) of the Florida Statutes, as amended, and Section 103(k) of the Internal Revenue Code of 1954, as amended.

3. Nothing contained in this approval shall be deemed to create any obligation or obligations of Orange County, Florida or the Board of County Commissioners of Orange County.

ADOPTED as of this 21st day of October, 1985, and effective immediately upon its adoption.



Chairman of the Board of County Commissioners



Deputy Clerk of the Board of County Commissioners

ORANGE COUNTY INDUSTRIAL

DEVELOPMENT AUTHORITY

Certificate of Specific Matters Approved

I, Roy L. Harris, being the duly elected and qualified Secretary of the Orange County Industrial Development Authority (the "Authority"), hereby certify that attached hereto is a true, accurate and complete copy of the Minutes of the Regular Meeting held by the Authority commencing at 2:00 p.m. on October 15, 1985 in the offices of the Industrial Development Commission of Mid-Florida, Inc., Landmark Building, 315 East Robinson Street, Orlando, Florida, including with respect to the matters on which public hearings were held the testimony, if any, at such public hearings. Matters approved at such meeting included the following:

<u>Matters Approved</u>	<u>Pages</u>
Bond Resolution for \$5,430,000 of variable rate demand revenue refunding bonds, Series 1985 for Orlando-Hawaiian Motel Companh Project	3 - 7
Inducement Resolution for not to exceed \$1,500,000 of industrial development revenue bonds for Fortune Plastics, Inc. Project	7 - 11

IN WITNESS WHEREOF, I have hereunto subscribed my signature
and impressed hereon the official seal of said Authority this
18th day of October, 1985.


Secretary

(SEAL)

STATE OF FLORIDA
COUNTY OF ORANGE

Subscribed and sworn to before me by said Secretary,
Roy L. Harris, Jr., this 18th day of October, 1985.


Notary Public

My Commission Expires:

Notary Public, State of Florida

My Commission Expires Jan. 3, 1987.

Bonded thru Troy Fein - Insurance, Inc.

(SEAL)

EXECUTIVE OFFICE OF THE GOVERNOR
INDUSTRIAL DEVELOPMENT BOND APPLICATION FORM

Notice of Intent to Issue Bonds
and Request for Written Confirmation

APPROVED BY THE BOARD OF COUNTY
COMMISSIONERS AT THEIR MEETING
OCT 21 1985

PART I. (to be completed by applicant)

Date of Application: _____ Priority Project: YES ___ NO XX

Issuer: Orange County Industrial Development Authority

Company/Unit of Government: Fortune Plastics, Inc./Orange County Industrial
Development Authority

Amount: Not to exceed \$1,500,000 s. 103(k) IRC Approval Date: October 15, 1985

Purpose: Acquisition of approximately four acres of land and the construction thereon of a
building including office space and manufacturing, warehouse and distribution space for
the manufacture of plastic packaging products through the process of extruding, print-
ing and converting polyethylene raw materials into finished bags and sheets.

Contemplated Date of Issue: November 26, 1985

Approving Authority: Orange County Industrial Development Authority
Robert N. Blackford, Esq.

Address for Mailing Purposes: Maguire, Voorhis & Wells, P.A., P. O. Box 633, Orlando, FL 32801

Approving Officer and Title: Board of County Commissioners of Orange County

I hereby certify, under penalty of perjury, that this request for allocation was not made
in consideration of any bribe, gift, gratuity, or direct or indirect contribution to any
political campaign.

Signature of Approving Officer: X Hal Marston
Chairman of the Board of County Commissioners of Orange County

PART II. (to be completed by Executive Office of the Governor)

Date and Time Received: _____ Received by: _____

Status: (approved or rejected) _____

Comments: _____

Amount Approved: _____ Approval Valid Through: _____

Category of Approval: _____

I hereby certify, under penalty of perjury, that this allocation was not made in considera-
tion of any bribe, gift, gratuity, or direct or indirect contribution to any political
campaign.

Title: _____

PART III.

ISSUER IS HEREBY ADVISED THAT THIS APPROVAL IS CONTINGENT ONLY UPON BONDS BEING CLOSED AND
DELIVERED PRIOR TO THE EXPIRATION DATE OF THIS APPROVAL AND UPON NOTIFICATION TO THE STATE
BY OVERNIGHT COMMON CARRIER DELIVERY SERVICE PRIOR TO DELIVERY THAT THE BONDS CONSTITUTE
FULL USE OF THE ALLOCATION HEREBY APPROVED AND THAT ANY UNUSED PORTION OF SUCH ALLOCATION
SHALL REVERT TO THE APPROPRIATE ALLOCATION POOL AT THE TIME OF CLOSING.

Allocation: _____

Par Value Bonds Issued: _____

Surplus Reverting to State: _____

Notified on: _____

Orange County Industrial
Development Authority
P. O. Box 2144
Orlando, FL 32802

Attention: Roy L. Harris, Jr., Secretary

RE: Assignment of Private Activity Bond Limit for Approval of
Project

Gentlemen:


Pursuant to the Internal Revenue Service Regulations and Executive Order Numbers 84-181, 84-244 and 85-20, Orange County hereby assigns a portion of its private activity bond limit to the Orange County Industrial Development Authority for the following Project of the Authority which was approved by the Board of County Commissioners on the date and for the amount indicated:

<u>Project</u>	<u>County Approval Date</u>	<u>Maximum Bond Loan Amount</u>
Fortune Plastics, Inc.	OCT 21 1985	\$1,500,000

This assignment executed this 21st day of October,
1985.



Chairman of the Board of
County Commissioners



Deputy Clerk of the Board of
County Commissioners

(SEAL)

ORANGE COUNTY INDUSTRIAL
DEVELOPMENT AUTHORITY

October 15, 1985

The regular monthly meeting of the Orange County Industrial Development Authority was held in the offices of the Industrial Development Commission of Mid-Florida, Inc., Landmark Building, 315 East Robinson Street, Orlando, Florida at 2:10 p.m. on October 15, 1985. Present at the meeting were Chairman H. Edward Davis and members James L. Harris and Warren L. Tedder, Jr. Absent from the meeting were members Albert I. McCowen, Jr. and John L. Barry. Also present at the meeting were Roy L. Harris, Jr., Secretary of the Authority, and Robert N. Blackford of the firm of Maguire, Voorhis & Wells, P.A., attorneys for the Authority.

Mr. Davis said that the meeting would be both a regular meeting of the Authority and an advertised public hearing and requested the Secretary to file the Notice of Public Hearing as published in the September 30, 1985 edition of The Orlando Sentinel with the minutes of the meeting.

The first order of business on the agenda was the discussion of the minutes of the September 17, 1985 meeting. The Chairman noted that copies of the proposed minutes had been mailed to the members of the Authority. Upon motion made by Mr. J. Harris and seconded by Mr. Tedder, the minutes of the September 17, 1985 meeting were approved.

The next order of business on the agenda was consideration of a Bond Resolution for Jacobson's Stores Realty Company Project. Present on behalf of the Applicant were Michael J. Canan and R. Lawrence Heinkel of the firm of Dean, Mead, Egerton, Bloodworth, Capouano & Bozarth, P.A., bond counsel for the Project.

Mr. Canan reviewed the scope of the Project as a \$400,000 expansion of the existing Jacobsons Project which was financed by the Authority's \$2,000,000 issue of Series A Bonds dated December 21, 1981. He added that the Expansion Project had been approved with the adoption of an Inducement Resolution by the Authority at its meeting held on July 16, 1985 and that the Expansion Project was presently under construction. He said that the Authority was being requested to approve the final form of Bond Resolution for \$400,000 of Series B Bonds to finance the Expansion Project and that the closing for the sale of the Bonds was tentatively scheduled for October 17, 1985. He and Mr. Heinkel offered to answer any questions that members of the Authority might have.

Mr. Davis asked if there were any questions. There being none, Mr. Davis asked Mr. Blackford if the proposed Bond Resolution had been reviewed by legal counsel for the Authority. Mr. Blackford responded that he had reviewed the Bond Resolution and related documents for the Jacobson's Stores Realty Company Project, and found them in satisfactory form for approval by the Authority should they choose to do so.

The Chairman asked if there was any further discussion by any of the members of the Authority. There being none, a motion was

made by Mr. J. Harris and seconded by Mr. Tedder to approve the Resolution in the form submitted by the Applicant attached to these minutes and captioned:

RESOLUTION

A RESOLUTION PROVIDING FOR FINANCING BY ORANGE COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY OF ALL OR PART OF THE COST OF THE ACQUISITION, CONSTRUCTION AND EQUIPPING OF A PROJECT CONSISTING OF IMPROVEMENTS AND ADDITIONS TO A WAREHOUSE PROJECT FOR JACOBSON STORES REALTY COMPANY; PROVIDING FOR THE ISSUANCE BY THE AUTHORITY OF UP TO \$400,000 PRINCIPAL AMOUNT OF ITS INDUSTRIAL DEVELOPMENT REVENUE BOND, AND FOR A LOAN BY THE AUTHORITY TO THE COMPANY IN A PRINCIPAL AMOUNT EQUAL TO THE PRINCIPAL AMOUNT OF SUCH BOND, TO FINANCE ALL OR A PORTION OF THE COST OF SUCH PROJECT; PROVIDING FOR THE RIGHTS OF THE HOLDER OF SUCH BOND AND FOR THE PAYMENT THEREOF; MAKING CERTAIN OTHER COVENANTS AND AGREEMENTS IN CONNECTION WITH THE ISSUANCE OF SUCH BOND; AUTHORIZING A NEGOTIATED SALE OF SUCH BOND; AWARDING SUCH BOND TO THE PURCHASER THEREOF; AND PROVIDING FOR VALIDATION OF SUCH BOND.

Voting in favor of the motion were Messrs. Davis, J. Harris, and Tedder. Voting in opposition: none. The Chairman announced the motion carried.

The next order of business was consideration of a Bond Resolution for a maximum of \$5,430,000 of Variable Rate Demand Revenue Refunding Bonds for refunding of the outstanding principal amount of Orange County Industrial Development Authority Industrial Development Revenue Bonds (Orlando-Hawaiian Motel Company Project), dated as of November 15, 1982, in the original principal amount of \$5,500,000, the proceeds of which were used in the financing of a project consisting of the acquisition, con-

struction and equipping of a 220 room Rodeway Inn Motel located at 9956 Hawaiian Court at International Drive in unincorporated South Orange County. The Project is owned by Orlando-Hawaiian Motel Company, an Ohio general partnership of which David L. Brooks, George L. Heldman and Robert W. Heldman are the general partners, and operated by BRI-LYN, Inc., an Ohio corporation. Present on behalf of the Applicant were David J. Menkhaus of the firm of Buchanan Ingersoll Professional Corporation, bond counsel for the proposed Project, and George A. Weiss, C.H.A., General Manager of Rodeway Inn and an employee of BRI-LYN, Inc.

Mr. Menkhaus reviewed briefly the history of the Project and the outstanding 1982 bond issue noting that the outstanding bonds were callable and that interest rates now available in the market would make it possible for debt service to be reduced by 2 1/2 to 3 1/4 points with a resulting savings of approximately \$150,000 to \$160,000 per year. He also noted that the refunding would not result in an increase in the outstanding bonded indebtedness of the Authority and would not be subject to the volume limitations or allocation procedure under state or federal legislation. Because the Project had already been built and is in service, Mr. Menkhaus said it was unnecessary for the Authority to consider an Inducement Resolution prior to the adoption of the proposed Bond Resolution. He said that the Bond Resolution and supporting documents had been submitted to and reviewed by counsel for the Authority.

In response to a question from Mr. Davis, Mr. Menkhaus said that the purchase of the refunding bonds was to be underwritten by Gradison & Company Incorporated for resale in a public offering rather than sold directly to existing bondholders. He said that because of the variable rate nature of the refunding bonds as opposed to the outstanding fixed rate bonds, the refunding bonds would be likely to attract a different type investor than the prior bond issue. He said that the refunding bonds, like the 1982 bond issue, would be backed by a letter of credit issued by The First National Bank of Cincinnati.

Mr. Blackford said that he had reviewed the proposed Bond Resolution and found it to be in proper form for approval by the Authority should they choose to do so. He said that he had also reviewed and concurred with the opinion of bond counsel that the proposed bond issue would not be subject to the state allocation procedure or the volume limitations. In response to a question from Mr. Davis, Mr. Blackford said that the Authority had previously issued refunding bonds for the Beverly Enterprises-Florida, Inc. Project and perhaps some other projects.

In response to a question from Mr. J. Harris, Mr. Menkhaus said that the form of the letter of credit was included in the Reimbursement Agreement as a part of the Bond Resolution and that the letter of credit was sufficient to include payment in full of the total amount of the bond issue and up to 210 days interest which would include the full six months' coupon period and an extra 30 days. He added that the letter of credit provided the

same coverage as that which was applicable to the 1982 bond issue. Because the bonds would be issued based upon the financial backing of the letter of credit rather than financial statements of the Applicant, Mr. J. Harris said that he wanted to be certain that the letter of credit would be comparable to that furnished in connection with the 1982 bond issue.

Mr. Davis noted that a notice of public hearing on the application had been properly advertised, announced the opening of the public hearing on the Orlando-Hawaiian Motel Company Project bond issue, and asked if there was any member of the public present who would like to speak for or against the Authority's approval of the proposed bond issue. There being no response from any member of the public present, the Chairman announced the public hearing concluded and asked if any member of the Authority had any further questions.

The Chairman asked if there was any further discussion of the proposed bond issue by any of the members of the Authority.

There being no further discussion, a motion was made by Mr. Tedder and seconded by Mr. J. Harris to approve the Bond Resolution in the form submitted by the Applicant attached to these minutes and captioned:

RESOLUTION NO. 82-025B

A RESOLUTION AUTHORIZING THE ISSUANCE OF
\$5,430,000 VARIABLE RATE DEMAND REVENUE
REFUNDING BONDS, SERIES 1985 OF THE ORANGE
COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY, IN
ORDER TO REFUND A PRIOR ISSUE OF BONDS ISSUED
TO ASSIST ORLANDO-HAWAIIAN MOTEL COMPANY IN

THE FINANCING OF COSTS OF COMMERCIAL FACILITIES; AUTHORIZING THE ISSUANCE OF ADDITIONAL BONDS; PROVIDING FOR THE PLEDGE OF REVENUES FOR THE PAYMENT OF SAID BONDS; AUTHORIZING A LOAN AGREEMENT WITH RESPECT TO THE PROCEEDS DERIVED FROM THE SALE OF SAID BONDS; AUTHORIZING A TRUST INDENTURE APPROPRIATE FOR THE PROTECTION AND DISPOSITION OF SUCH REVENUES AND FURTHER TO SECURE THE PAYMENT OF SAID BONDS; AUTHORIZING A BOND PURCHASE AGREEMENT; AUTHORIZING THE ASSIGNMENT BY THE AUTHORITY, OF A NOTE FROM ORLANDO-HAWAIIAN MOTEL COMPANY; AND AUTHORIZING AN ESCROW AGREEMENT AND THE REFUNDING OF A PRIOR ISSUE OF REVENUE BONDS.

Voting in favor of the motion were Messrs. Davis, J. Harris and Tedder. Voting in opposition: none. The Chairman announced the motion carried and indicated the Authority would request further approval of the bond issue by the Board of County Commissioners of Orange County under the provisions of Section 125.01(1)(z) of the Florida Statutes, as amended.

The next order of business was consideration of an Inducement Resolution for a maximum of \$1,500,000 of industrial development revenue bonds for Fortune Plastics, Inc., a Connecticut corporation, for the acquisition of approximately 4 acres of land located on Ryland Court in Regency Industrial Park in unincorporated South Orange County and the construction thereon of an approximately 28,600 sq. ft. building including approximately 1,500 sq. ft. of office space and approximately 27,100 sq. ft. of manufacturing, warehouse and distribution space for the manufacture of plastic packaging products through the process of extruding, printing and converting polyethylene raw materials into finished bags and sheets. Present on behalf of the

Applicant were William L. Zvara of the firm of Livermore, Klein & Lott, bond counsel for the proposed Project, Earnest E. Howarth, Jr., Treasurer of Fortune Plastics, Inc., and Anne E. Kelley, Corporate Banking Officer of Barnett Bank of Central Florida.

Mr. Zvara reviewed briefly the scope of the Project as outlined in the application noting that the Company manufactures plastic packaging products for service merchandise industries, such as Winn Dixie and others, making both custom-made products and stock items. He said that the Applicant, Fortune Plastics, Inc., would be the owner and lessor of the Project and Fortune Plastics of Florida, Inc., its wholly-owned subsidiary, would be the lessee.

In response to a question from Mr. Tedder, Mr. Howarth said that the Company does not presently have an office or operations in the Orlando area. In response to a question from Mr. Davis, Mr. Howarth said that the Company was privately held with the largest stockholder being the President and Chairman of the Board owning approximately 37.6 percent of the stock and that the remainder of the shares are held by approximately 85 other stockholders including family members and others. Under the rules of attribution applied under the Internal Revenue Code, Mr. Howarth said that there probably was more than 50 percent ownership within a single family.

In response to a question from Mr. Davis, Mr. Blackford said that he had reviewed the proposed form of Inducement Resolution

and Memorandum of Agreement and found them to be in satisfactory form for approval by the Authority should they choose to do so. He noted that because the published notice of public hearing did not indicate that the Project was to be leased by a party other than the owner, he would request an opinion of bond counsel indicating that the notice was sufficient for purposes of compliance with TEFRA. Mr. Zvara said that it was his understanding that IRS regulations required disclosure in the published notice of the owner, operator or manager but not necessarily the disclosure of all three of such parties. Because the owner of the Project had been disclosed as the parent company and further because the lessee would be a wholly-owned subsidiary of the owner, he did not feel that his firm would have any difficulty in rendering the requested opinion. Mr. Blackford suggested that the Authority proceed with the public hearing as advertised.

A motion was then made by Mr. Tedder and seconded by Mr. J. Harris and unanimously adopted to proceed with the public hearing as advertised.

Mr. Davis then announced the opening of the public hearing on the Fortune Plastics, Inc. bond issue, and asked if there was any member of the public present who would like to speak for or against the Authority's approval of the proposed bond issue. There being no response from any member of the public present, the Chairman announced the public hearing concluded and asked if any member of the Authority had any further questions.

The Chairman asked if there was any further discussion of the proposed bond issue by any of the members of the Authority.

In response to questions from Mr. J. Harris, Mr. Zvara said that the parent company would be the primary obligor on the bond issue and that the lease to the subsidiary would also be pledged as security, and Mr. Howarth said that the Project would have a recirculating system to deal with wastes created by the manufacturing process and, therefore, there would be no discharge of wastes. He also noted that the site which is in an established industrial park is proper and that the use of a septic tank was approved for that location.

There being no further discussion, a motion was made by Mr. J. Harris and seconded by Mr. Tedder to approve the Resolution in the form submitted by the Applicant attached to these minutes and captioned:

A RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY OF A LETTER OF INTENT AND INDUCEMENT TO FORTUNE PLASTICS, INC., A CONNECTICUT CORPORATION, OR ITS SUBSIDIARY, WITH RESPECT TO THE ISSUANCE BY THE ORANGE COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY OF REVENUE BONDS TO FINANCE THE COST OF THE ACQUISITION OF CERTAIN REAL PROPERTY CONTAINING APPROXIMATELY 4 ACRES LOCATED ON RYLAND COURT, IN THE REGENCY INDUSTRIAL PARK, IN ORLANDO, ORANGE COUNTY, FLORIDA, BEING A PORTION OF LOT 2, SECTION 17, AS RECORDED IN PLAT BOOK 15, PAGES 33-34 OF THE PUBLIC RECORDS OF ORANGE COUNTY, AND THE ACQUISITION, CONSTRUCTION AND EQUIPPING THEREON OF A CAPITAL PROJECT CONSTITUTING A MANUFACTURING, WAREHOUSE AND DISTRIBUTION FACILITY FOR PLASTIC PACKAGING PRODUCTS, AND OFFICES RELATED THERETO, CONTAINING A TOTAL OF APPROXIMATELY 28,600 SQUARE FEET; PROVIDING APPROVAL OF THE PUBLICATION OF THE NOTICE OF PUBLIC HEARING; AND PROVIDING AN EFFECTIVE DATE.

Voting in favor of the motion were Messrs. Davis, J. Harris and Tedder. Voting in opposition: none. The Chairman announced the motion carried and indicated the Authority would request further approval of the bond issue by the Board of County Commissioners of Orange County under the provisions of Section 125.01(1)(z) of the Florida Statutes, as amended, and Section 103(k) of the Internal Revenue Code of 1954, as amended.

The next order of business was consideration of an Inducement Resolution for a maximum of \$1,600,000 of industrial development revenue bonds for Reynolds, Smith and Hills Architects, Engineers, Planners Incorporated, a Florida corporation, for renovation of an existing 8,284 sq. ft. one-story office building located at 7120 Lake Ellenor Drive in Orlando Central Park in unincorporated South Orange County and the construction of an approximately 15,000 sq. ft. three-story addition thereto for use as offices for an architectural, engineering, planning and construction firm. Present on behalf of the Applicant were Michael E. Wodrich of the firm of Rogers, Towers, Bailey, Jones & Gay, bond counsel for the proposed Project, L. E. (Gene) Bebermeyer, A.I.A., Vice President of the Company, and Alan B. Harrison, C.P.A., Vice President-Finance and Treasurer of the Company.

Mr. Wodrich briefly reviewed the scope of the Project as outlined in the application and explained that it was the intention of the Applicant to submit the bond issue for validation and to close the sale of the bonds before the end of the year.

In response to a question from Mr. Davis, Mr. Blackford said he had reviewed the proposed form of Inducement Resolution and Letter of Intent included in the application book. Based upon his review, Mr. Blackford said he had suggested revisions to the Letter of Intent to require the furnishing of financial statements until the issuance of the bonds and that with such addition, he was of the opinion that the Inducement Resolution and Letter of Intent were in proper form for approval should the Authority choose to do so.

Mr. J. Harris said that he was familiar with the Applicant and knew it to be an excellent firm, operating successfully in Central Florida for more than 20 years and that the application indicated that their revenues were significantly increased from the prior year. Because under the circumstances, he said he felt it difficult to believe that the firm would not stay in Central Florida or expand here whether or not the bond issue were approved, he did not feel that the use of industrial development revenue bonds was a necessary inducement for the Project. In response, Mr. Bebermeyer said that the Company could relocate in Osceola or Seminole Counties or on the east coast and that they are presently examining the alternatives, recognizing that they already have employees who travel to the Orlando office from Deland and Daytona Beach and that the office had moved to the Orlando area from Deland 21 years ago.

Mr. Harrison said that the Company's analysis indicated that without the attractive interest rate made possible by industrial

development bonds, it may not be feasible for the Company to build and own their space as opposed to entering into leases on an as-needed basis. Mr. Wodrich explained that the Company has not proceeded with expansion or hired any new people in the last 12 to 14 months even though at least 8 new positions are required, as the Company does not have adequate space for the new employees.

Mr. Davis said that he concurred with Mr. J. Harris that the Authority should not use industrial development bonds merely for the purpose of providing lower interest rates unless such lower interest rates served as a catalyst for development which would not otherwise occur. He said he believed this would be a misuse of industrial development revenue financing from a public standpoint and that he felt the County Commission would share that opinion.

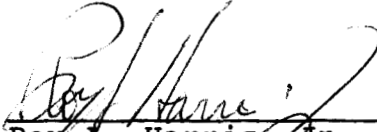
Mr. J. Harris said that he was also concerned that there was a limited amount of industrial development revenue financing which would be available under the current allocation procedures. In response, Mr. Wodrich said that at this time of the year, all allocations come from the state allocation pool and that it was his understanding that adequate bonding capacity with the state allocation pool remained available at this time and probably would remain available until the end of the year. Mr. Wodrich also distributed a supplement to the application with respect to additional employment which would be created by the Project. Mr.

R. Harris observed that, in addition to the creation of the 8 new jobs referred to on the amendment, the Company would be preserving their existing employment.

Mr. Bebermeyer said that the planned expansion would bring together approximately 80 employees and that the renovation of the existing space would make it possible for their facilities to accomodate over 100 employees.

The Chairman asked if there were any further questions from any of the members of the Authority. There being none, a motion was made by Mr. J. Harris and seconded by Mr. Tedder to deny the application for the proposed bond issue. The Chairman, noting that the Authority had advertised a public hearing on the project bond issue, before calling for a vote on the motion, announced the commencement of the public hearing and asked if there was any member of the public present who wished to speak for or in opposition to the requested bond issue. There being no response from any member of the public present, the Chairman announced the public hearing concluded and asked if any of the members of the Authority had any further discussion on the pending motion. There being none, the Chairman called for a vote on the motion to deny the application for the proposed bond issue. Voting in favor of the motion to deny: Messrs. Davis, J. Harris and Tedder. Voting in opposition to deny: none. The Chairman announced the motion carried and that the application for the proposed bond issue had been denied.

There being no further business to come before the Authority,
a motion was made by Mr. J. Harris, seconded by Mr. Tedder and
unanimously adopted adjourning the meeting at 3:00 p.m.



Roy L. Harris, Jr., Secretary
Orange County Industrial
Development Authority