

MAR 31 1986

RESOLUTION NO. 86-M-11

A RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF ORANGE COUNTY, FLORIDA, APPROVING THE FORM OF AND AUTHORIZING THE EXECUTION OF AN AMENDED INTERLOCAL AGREEMENT WITH THE ORLANDO-ORANGE COUNTY EXPRESSWAY AUTHORITY (THE "AUTHORITY"); PROVIDING FOR THE DEPOSIT OF SECOND GAS TAX MONIES FOR THE PURPOSES PROVIDED HEREIN; PROVIDING FOR SEVERABILITY, CONFLICTS AND FOR AN EFFECTIVE DATE.

WHEREAS, Orange County, Florida is empowered under Florida Statutes, Section 163.01 et seq., to enter into interlocal agreements for the purposes provided therein and Orlando-Orange County Expressway Authority is empowered under Florida Statutes, Section 348.754 to enter into contracts with Orange County for its purposes; and

WHEREAS, it is necessary for the public health, safety and welfare of the County and its citizens that provision be made for the continuing acquisition and construction of certain roads and for financing the cost of such roads; and

WHEREAS, the County did on August 20, 1985 enter into an Interlocal Agreement with the Orlando-Orange County Expressway Authority whereby the County makes available to the Authority the "second gas tax monies" received by the County, and the Authority finances and refinances the acquisition and construction of part of the "state road system" by the issuance of bonds secured, in part, by a pledge of the second gas tax monies; and

WHEREAS, the County now desires to make available to the Authority the second gas tax monies to secure in part additional parity bonds of the Authority and in addition deems it necessary to clarify certain ambiguities contained in the Interlocal Agreement to indicate the County's intent to make the second gas tax monies available to the Authority as security for Additional Parity Bonds as herein defined.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF ORANGE COUNTY, FLORIDA, AS FOLLOWS:

Section 1. DEFINITIONS. As used in this Resolution, the following words and terms shall have the following meanings, unless some other meaning is plainly intended:

(1) The term "Additional Parity Bonds" shall mean pari passu Bonds issued in accordance with the provisions of the Original Resolution.

(2) The term "Agreement" shall mean the Interlocal Agreement by and between the County and the Authority, adopted August 20, 1985, providing for the pledge of the Second Gas Tax Monies as additional security for the 1985 Bonds.

(3) The term "Amended Agreement" shall mean the Amended Interlocal Agreement by and between the County and the Authority in substantially the form attached hereto as Exhibit A.

(4) The term "Authority" shall mean the Orlando-Orange County Expressway Authority.

(5) The term "Board" shall mean the Board of County Commissioners of the County.

(6) The term "Bonds" shall have the meaning ascribed thereto in the Original Resolution.

(7) The term "County" shall mean Orange County, Florida.

(8) The term "County Resolution" shall mean the resolution of the County adopted August 19, 1985 approving the Interlocal Agreement.

(9) The term "Division" shall mean the Division of Bond Finance of the State of Florida Department of General Services.

(10) The term "Original Resolution" shall mean the resolution of the Governor and Cabinet of the State of Florida adopted August 20, 1985 authorizing the 1985 Bonds and additional parity bonds, as supplemented and amended.

(11) The term "Second Gas Tax Monies" shall have the meaning ascribed thereto in the Agreement.

(12) The term "1985 Bonds" shall mean the not to exceed \$85,000,000 State of Florida, Orlando-Orange County Expressway Authority Revenue Refunding Bonds, Series of 1985, authorized by the Original Resolution.

(13) The term "1986 Bonds" shall mean the not to exceed \$800,000,000 State of Florida, Orlando-Orange County Expressway

Authority Revenue Bonds, Series of 1986 (or in one or more additional series as may be determined by the Authority).

SECTION 2. APPROVAL OF AMENDED INTERLOCAL AGREEMENT.

(1) The County hereby approves the terms of the Amended Interlocal Agreement in substantially the form attached as Exhibit A hereto and authorizes the Chairman or the Vice Chairman to execute the Amended Agreement, such approval to be conclusively evidenced by the execution and delivery thereof by such officer. The Clerk to the Board is hereby authorized to cause the Seal of the County to be affixed to such Amended Agreement and to attest the same. Such officers are hereby authorized to deliver the executed Amended Agreement on behalf of the County.

SECTION 3. SUBSEQUENT RESOLUTIONS. It is agreed that this Board shall adopt such further resolutions in such legal form as may be required to carry into effect the purposes and intent of this Resolution. It is understood that any minor deviations, changes, or additions to the proposals outlined in this Resolution which, in the collective judgment of the County, the Authority and the Division, may be necessary to carry out the general purposes and intent of this Resolution substantially in accordance herewith shall not require additional resolutions or approval on the part of this Board.

SECTION 4. INCONSISTENT PROVISIONS. Provisions of any resolution of the County in conflict herewith are hereby conformed to the provisions of this Resolution. Except as hereby amended, the County Resolution shall remain in full force and effect.

SECTION 5. SEVERABILITY. If any provision of this Resolution or the application thereof to any person or circumstance is held invalid, the invalidity shall not affect other provisions or applications of this Resolution which can be given effect without the invalid provision or application, and to this end the provisions of this Resolution are declared severable.

SECTION 6. CONFLICTS. In the event of any conflict between the provisions hereof and those of the Original Resolution, the provisions of the Original Resolution shall control.

SECTION 7. EFFECTIVE DATE. This Resolution shall take effect immediately.

*Tom Harman*

\_\_\_\_\_  
Chairman  
Board of County Commissioners  
Orange County, Florida

ATTEST:

THOMAS H. LOCKER,  
Clerk  
Board of County Commissioners  
Orange County, Florida

By: *Mary Jo Garrison*  
Deputy Clerk

AMENDED INTERLOCAL AGREEMENT

AMENDED INTERLOCAL AGREEMENT, dated as of \_\_\_\_\_, 1986, by and between Orange County, Florida (the "County") and Orlando-Orange County Expressway Authority (the "Authority").

WHEREAS, pursuant to Florida law, the County is authorized to provide arterial, toll and other roads and related facilities; and

WHEREAS, pursuant to Section 163.01, Florida Statutes, the County may enter into agreements with other governmental agencies within or without the boundaries of the County for joint performance, or performance by one unit in behalf of the other, of any of the County's authorized functions; and

WHEREAS, the County desires that the Authority provide, operate and maintain, or cause to be provided, operated and maintained, on the County's behalf existing and future arterial, toll or other roads and related facilities within the County which constitute, pursuant to Section 348.757(7), Florida Statutes, part of the "state road system", where said system is interpreted in the hereinafter defined Original Resolution to have the same meaning as the "state highway system" which appears throughout the Florida Transportation Code and are defined in Section 334.03(22), Florida Statutes (the "System"); and

WHEREAS, in order to refinance indebtedness incurred with respect to the System the State of Florida acting by and through the Division of Bond Finance of the State of Florida Department of General Services did issue bonds for and on behalf of the Authority secured by toll revenues of the Authority and certain other monies, including payments by the County to be made under an interlocal agreement, and

WHEREAS, the Authority is empowered under the Orlando Orange County Expressway Authority Law to enter into contracts with the County; and

WHEREAS, in order to effectuate the matters set forth above, the County and the Authority did enter into an Interlocal Agreement adopted August 20, 1985; and

EXHIBIT "A"

WHEREAS, the County and the Authority now deem it necessary to approve the use of certain payments to be made pursuant to the Interlocal Agreement as security for one or more new series of bonds to be issued by the Authority and to clarify certain ambiguities in the Interlocal Agreement pursuant to Section 5.1 thereof.

In accordance with the foregoing, the County and the Authority agree as follows:

#### ARTICLE I

##### Definitions

SECTION 1.1. Definitions. The following definitions contained in Section 1 of the Agreement are hereby amended as follows and the amended definitions shall apply wherever such defined terms appear in the Agreement and the Amended Agreement:

"Act" shall mean Chapter 163, Part I, Florida Statutes; Chapter 348, Part IV, Florida Statutes; and the State Bond Act, Sections 215.57 - 215.83, Florida Statutes, inclusive, as supplemented by Sections 215.84 and 215.845; each as amended and supplemented.

"Additional Parity Bonds" means pari passu Bonds issued in accordance with the provisions of the Original Resolution.

"Agreement" means the Interlocal Agreement between the County and the Authority, adopted August 20, 1985.

"Amended Agreement" means this agreement amending the Interlocal Agreement.

"Bonds" shall mean the not to exceed \$85,000,000 State of Florida, Orlando-Orange County Expressway Authority Revenue Refunding Bonds, Series of 1985 authorized to be issued by the Authority or on behalf of the Authority by the Division of Bond Finance of the State of Florida Department of General Services pursuant to the Original Resolution and any Additional Bonds issued in accordance with the Original Resolution and approved by resolution of the County.

"1985 Bonds" means the not to exceed \$85,000,000 State of Florida, Orlando-Orange County Expressway Authority Revenue Refunding Bonds, Series of 1985, authorized by the Original Resolution.

"1986 Bonds" means the not to exceed \$800,000,000 State of Florida, Orlando-Orange County Expressway Authority Revenue Bonds, Series of 1986 (or in one or more additional series as may be determined by the Authority).

"Original Resolution" shall mean the resolution of the Division of Bond Finance of the State of Florida Department of General Services authorizing the Bonds adopted August 20, 1985, as supplemented and amended.

## ARTICLE II

### Second Gas Tax Monies and Application Thereof

SECTION 2.1. Second Gas Tax Monies. The covenants of the County contained in Sections 2.1 and 2.2 of the Agreement concerning payment of Second Gas Tax Monies by the County to the Authority are for the benefit of the 1985 Bonds, the 1986 Bonds and any Additional Parity Bonds approved by subsequent resolution of the County and by supplemental interlocal agreement between the County and the Authority. The County further covenants that it will not repeal or rescind the provisions of Sections 2.1 and 2.2 of the Agreement or this Article II so long as any Bonds to which the Second Gas Tax Monies have been pledged are outstanding.

SECTION 2.2. Application of Second Gas Tax Monies. The Authority hereby agrees with respect to the 1986 Bonds to apply the Second Gas Tax Monies in accordance with Section 2.2 of the Agreement and Section 3.04(F) of the Original Resolution.

## ARTICLE III

### Miscellaneous

SECTION 3.1. Severability. Any provision of this Amended Agreement which is prohibited, unenforceable or not authorized, shall be ineffective to the extent of such prohibition, unenforceability or non-authorization without invalidating the remaining provisions hereof or affecting the validity, enforceability or legality of such provisions in any other jurisdiction.

SECTION 3.2. Binding Effect. This Amended Agreement shall become effective immediately upon passage, adoption and filing in the manner provided in Chapter 163, Florida Statutes and shall be

binding upon and inure to the benefit of the holders of Bonds from time to time, the County and the Authority and their respective successors and assigns. Except as hereby amended, the Agreement shall remain in full force and effect.

SECTION 3.3. Governing Law. This Amended Agreement shall be governed by and construed in accordance with the laws of the State of Florida.

SECTION 3.4. Execution in Counterparts. This Amended Agreement may be executed in any number of counterparts and by different parties hereto on separate counterparts and by different parties hereto on separate counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement.

SECTION 3.5. Conflicts. In the event of any conflict between the provisions hereof, the Agreement as hereby amended and the Original Resolution, the provisions of the Original Resolution shall control.

IN WITNESS WHEREOF, ORANGE COUNTY, FLORIDA has caused this Agreement to be executed and the seal of said County to be hereunto affixed and ORLANDO-ORANGE COUNTY EXPRESSWAY AUTHORITY has caused this Agreement to be signed in its name, as of the date and year first above written.

ORANGE COUNTY, FLORIDA

ATTEST:

By: \_\_\_\_\_  
Title:  
Deputy Clerk

By: \_\_\_\_\_  
Vice-Chairman

ORLANDO-ORANGE COUNTY  
EXPRESSWAY AUTHORITY

ATTEST:

By: \_\_\_\_\_

By: \_\_\_\_\_