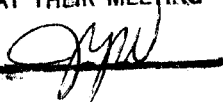


JUN 23 1992



RESOLUTION NO. 92 - M-35

**A RESOLUTION AUTHORIZING THE EXECUTION OF AN INTERLOCAL AGREEMENT BETWEEN THE SEMINOLE COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY AND ORANGE COUNTY, FLORIDA, REGARDING A LOAN OF NOT EXCEEDING \$9,000,000 TO SALEM VILLAGES, INC. FROM THE SEMINOLE COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY PROGRAM FOR ACQUISITION, CONSTRUCTION AND IMPROVEMENT OF INTERMEDIATE CARE FACILITIES FOR THE DEVELOPMENTALLY DISABLED; APPROVING THE PROJECT FINANCING, FOLLOWING A PUBLIC HEARING; AUTHORIZING CERTAIN OTHER MATTERS IN CONNECTION THEREWITH; AND PROVIDING AN EFFECTIVE DATE.**

**BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF ORANGE COUNTY, FLORIDA ("GOVERNMENTAL UNIT"), AS FOLLOWS:**

**Section 1. Findings.** It is hereby ascertained, determined and declared that:

**A.** The Seminole County Industrial Development Authority (the "Sponsor") has heretofore established a program (the "Program") for the purpose of financing the acquisition, construction and improvement of health care facilities for the benefit of Salem Villages, Inc., a North Carolina not-for-profit corporation, or its affiliates, including Salem Villages MRDD, Inc., a Florida not-for-profit corporation (collectively, the "Borrower").

**B.** The Sponsor will finance the Program by the issuance of not exceeding \$9,000,000 of its Health Facilities Revenue Bonds, Series 1992 (Salem Villages Projects) in one or more series (the "Bonds") pursuant to Chapter 163, Part I and Chapter 159, Parts II and III, Florida Statutes, as amended, and other applicable provisions of law (the "Act").

**C.** The facilities described in the Notice hereinafter referred to (the "Project") are within the territory and jurisdiction of Orange County, Florida, a political subdivision of the State of Florida and the Borrower desires to borrow not exceeding \$500,000 from the Program to acquire, construct and improve the Project.

**D.** In order for the Borrower to borrow such funds from the Program the Sponsor and the Governmental Unit must enter into an interlocal agreement within the terms of Section 163.01, Florida Statutes, as amended.

**E.** The Sponsor has approved, and the Governmental Unit herein desires to approve, the form of Interlocal Agreement between the Sponsor and the Governmental Unit regarding the loan from the Program to the Borrower, a copy of which is attached hereto as Exhibit "A" (the "Interlocal Agreement").

**F.** The Governmental Unit is authorized by the Act to make and execute financing agreements, contracts, deeds and other instruments necessary or convenient for the purpose of facilitating the financing of the acquisition, construction and equipping of projects as defined in the Act, including machinery, equipment, land, rights in land and other appurtenances and facilities related thereto, to the end that the Governmental Unit may be able to promote the economic growth of the State of

Florida, increase opportunities for gainful employment and otherwise contribute to the welfare of the State of Florida and its inhabitants, and to finance the cost of such projects pursuant to the issuance of revenue bonds.

**G.** To that end the Governmental Unit is authorized and empowered under the Act to enter into the Interlocal Agreement with the Sponsor.

**H.** The Project is a "project" and a "health care facility" within the meaning of the Act. The Project is appropriate to the needs and circumstances of Governmental Unit's community and the location of the Project therein will make a significant contribution to the economic growth of the area of operation of the Governmental Unit, shall increase opportunities for gainful employment, and shall serve a public purpose by advancing the general welfare of the State of Florida and its people.

**I.** The Governmental Unit will be able to cope satisfactorily with the impact of the Project, and all the necessary public facilities, utilities and services that will be necessary for the construction, operation, repair and maintenance of the Project and on account of any increase in population or other circumstances resulting by reason of the location of the Project within the area of operation of the Governmental Unit are available now or can be provided when needed. Notwithstanding any provisions to the contrary, the Governmental Unit will not incur any obligation (financial or otherwise) to provide such public facilities, utilities and services by virtue of this Resolution or the Interlocal Agreement.

**J.** Section 147 of the Internal Revenue Code of 1986, as amended (the "Code"), requires public approval of certain revenue bonds by the governmental unit on behalf of which such bonds are to be issued, following a public hearing. On June 23, 1992 the Governmental Unit held such a public hearing following the public notice required by the Code. The Governmental Unit provided at such hearing reasonable opportunity for all interested individuals to express their views, both orally and in writing, concerning the approval of the issuance of the Bonds and of the Project financing pursuant to the Interlocal Agreement and of the location and nature of the Project. The Governmental Unit has diligently and conscientiously considered all comments and concerns expressed by such individuals and desires to express its approval of the action taken by the Sponsor and its officials with respect to the Project.

**Section 2. DEFINITIONS.** Terms defined in Section 1 hereof shall have the meanings set forth therein. All capitalized terms used herein which are defined in the Interlocal Agreement shall have the meanings assigned thereto therein, unless the context hereof affirmatively requires otherwise.

**Section 3. AUTHORIZATION OF EXECUTION AND DELIVERY OF INTERLOCAL AGREEMENT.** The Interlocal Agreement, in substantially the form attached hereto as Exhibit "A", with such changes, alterations and corrections as may be approved by the Chairman or Vice-Chairman of the Governmental Unit, such approval to be presumed by their execution thereof, is hereby approved by the Governmental Unit, and the Governmental Unit hereby authorizes and directs its Chairman or Vice-Chairman to execute, and Clerk to the Board of County Commissioners to attest under the seal of the Governmental Unit, the Interlocal Agreement and to deliver to the parties thereof executed counterparts of the Interlocal Agreement, all of the provisions of which, when executed and delivered by the Governmental Unit as authorized herein, and by the Sponsor as heretofore authorized, shall be deemed to be a part of this instrument as fully and to the same extent as if incorporated verbatim herein.

**Section 4. PROJECT FINANCING APPROVED.** After consideration of the views expressed by the persons appearing at the public hearing, the Governmental Unit hereby approves the issuance by the Sponsor of not exceeding \$9,000,000 of its Bonds and hereby approves the application of not exceeding \$500,000 of the proceeds of the Bonds to the Project pursuant to the Interlocal Agreement.

**Section 5. NO PERSONAL LIABILITY.** No covenant, stipulation, obligation or agreement herein contained or contained in the Interlocal Agreement shall be deemed to be a covenant, stipulation, obligation or agreement of any member, officer, agent or employee of the Governmental Unit or its governing body in his individual capacity, and neither the officers, agents, employees, or members of the Governmental Unit nor any official executing the Interlocal Agreement shall be liable personally thereon or be subject to any personal liability or accountability by reason of the execution thereof.

**Section 6. SEVERABILITY OF INVALID PROVISIONS.** If any one or more of the covenants, agreements or provisions herein contained shall be held contrary to any express provisions of law or contrary to the policy of express law, though not expressly prohibited, or against public policy, or shall for any reason whatsoever be held invalid, then such covenants, agreements or provisions shall be null and void and shall be deemed separable from the remaining covenants, agreements or provisions and shall in no way affect the validity of any of the other provisions hereof.

**Section 7. FILING OF INTERLOCAL AGREEMENT.** The Interlocal Agreement shall be filed of record by the Sponsor or its authorized agent or representative, with the clerk of the circuit court of Seminole County and with the clerk of the circuit court of the Governmental Unit or of the county in which the Governmental Unit is located, as applicable, all in accordance with Chapter 163, Part I, Florida Statutes.

**Section 8. AUTHORIZATION OF ALL OTHER NECESSARY ACTION.** The Chairman and Vice-Chairman to the Governmental Unit are authorized and empowered, collectively or individually, to take all action and steps to execute and deliver the Interlocal Agreement on behalf of the Governmental Unit.

**Section 9. EFFECTIVE DATE.** This instrument shall take effect immediately upon its adoption.

**Section 10. LIMITED OBLIGATION.** Neither the Governmental Unit, the State of Florida, nor any political subdivision thereof shall in any way be obligated to pay the principal, premium, if any, or interest on the Bonds as the same shall become due, and the issuance of the Bonds shall not directly, indirectly, or contingently obligate the Governmental Unit, the State of Florida, or any political subdivision thereof, to levy or pledge any form of taxation whatsoever therefor, or to make any appropriation from ad valorem tax revenues for their payment.

**Section 11. APPROVAL.** The approval given herein shall not be construed as an approval of any necessary zoning or rezoning applications nor for any planning or regulatory permits relating to the Project, and approval of this Resolution and the Interlocal Agreement shall not be construed to be a waiver by the Governmental Unit of, and the Governmental Unit shall be estopped from asserting, any regulatory rights or responsibilities it may have with regard to the Project.

**ORANGE COUNTY, FLORIDA**  
Governmental Unit

By: *Seneca Chapin*  
County Chairman

(SEAL)

Attest:

By: *Martha O. Haynie*  
Clerk of the  
Board of County Commissioners

Date Adopted: JUN 23 1992

**STATE OF FLORIDA**

**COUNTY OF ORANGE**

I, Martha O. Haynie, ex-officio Clerk of the Board of County Commissioners of Orange County, Florida, do hereby certify that the above and foregoing is a true and correct copy of Resolution No. 92 - M-35 as the same was duly adopted and passed at a regular meeting of the Governmental Unit on the 23<sup>rd</sup> day of June, 1992, and as the same appears on record in my office.

**IN WITNESS WHEREOF**, I hereunto set my hand and official seal this 19<sup>th</sup> day of August, 1992.

By: Martha O. Haynie