

RESOLUTION NO. 97-86

A RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF NASSAU COUNTY, FLORIDA, AUTHORIZING EXECUTION OF A JOINDER TO INTERLOCAL AGREEMENT BETWEEN ORANGE COUNTY, FLORIDA AND THE FLORIDA DEVELOPMENT FINANCE CORPORATION FOR THE PURPOSE OF AUTHORIZING THE FLORIDA DEVELOPMENT FINANCE CORPORATION TO EXERCISE ITS POWER AND AUTHORITY WITHIN THE JURISDICTIONAL LIMITS OF NASSAU COUNTY, FLORIDA; PROVIDING AN EFFECTIVE DATE

WHEREAS, pursuant to Chapter 93-187, *Laws of Florida*, (1993) the Legislature of the State of Florida adopted the Florida Development Finance Corporation Act of 1993 (Chapter 288, Part IX Florida Statutes, hereinafter the "Act"); and

WHEREAS, pursuant to the provisions of the Act and, in particular, Section 288.9604, *Florida Statutes*, the Florida Development Finance Corporation (the "FDFC") was created as a body corporate and politic of the State of Florida upon a finding of necessity by Orange County, Florida ("Orange County"), a county of the State of Florida, which county was selected by a search committee of the Board of Directors of Enterprise Florida Capital Partnership, Inc., pursuant to Resolution No. 94-M-21 of the Board of County Commissioners of Orange County, Florida; and

WHEREAS, the Act further provides that, to efficiently and effectively achieve the purposes of the Act, it is necessary and in the public interest that the FDFC cooperate and act in conjunction with public agencies of the State of Florida and local governments of the State of Florida through interlocal agreements pursuant to the Florida Interlocal Cooperation Act of 1969, as amended (the

"Interlocal Act"); and

WHEREAS, Orange County and the FDFC have heretofore entered into that certain Interlocal Agreement, dated as of April 12, 1994 (the "Interlocal Agreement"), a copy of which is attached hereto as Annex I, pursuant to which Orange County granted the FDFC full right, power, and authority to exercise any and all powers set forth in the Act and under the Interlocal Act (to the extent that the exercise of such powers is consistent with the purposes of the Act) within the jurisdictional limits of Orange County; and

WHEREAS, the Interlocal Agreement provides that any other public agency (as defined in the Act) may join in the Interlocal Agreement at any time for the purpose of granting the FDFC full right, power, and authority to exercise any and all powers set forth in the Act and under the Interlocal Agreement (to the extent that the exercise of such powers is consistent with the purposes of the Act) within the jurisdictional limits of such public agency by the execution of an addendum to the Interlocal Agreement in the form of Exhibit "A" attached thereto; and

WHEREAS, in order to grant the FDFC full right, power, and authority to exercise any and all powers set forth in the Act and under the Interlocal Act (to the extent that the exercise of such powers is consistent with the purposes of the Act) within the jurisdictional limits of Nassau County, Florida, including without limitation the issuance of the Bonds to finance projects, the Board wishes to authorize the execution of an addendum to the Interlocal Agreement in the form of Exhibit "A" attached hereto.

NOW, THEREFORE, BE IT RESOLVED BY THE Board of County Commissioners of Nassau County, Florida:

Section 1. *Findings and Declaration of Necessity.* The Board finds and declares that:

a. There is a need to enhance economic activity in the cities and counties of the state by attracting manufacturing, development, business enterprise management, and other activities conducive to economic promotion in order to provide a stronger, more balanced, and stable economy in the cities and counties of the state.

b. A significant portion of the businesses located in the cities and counties of the state, or desiring to locate in the cities and counties of the state, encounter difficulty in obtaining financing or are unable to obtain financing at all.

c. The difficulty in obtaining such financing impairs the expansion of the economic activity and the creation of jobs and income in communities throughout the state.

d. The businesses most often affected by these financing difficulties are small businesses critical to the economic development of the cities and counties of Florida.

e. The economic well-being of the people in, and the commercial and industrial resources of, the cities and counties of the state would be enhanced by the provision of financing to businesses on terms competitive with those available in the most developed financial markets world-wide.

f. In order to improve the prosperity and welfare of

the cities and counties of the state and its inhabitants, to improve and promote the financing of projects related to the economic development of the cities and counties of this state, and to increase the purchasing power and opportunities for gainful employment of citizens of the cities and counties of this state, it is necessary and in the public interest to facilitate the financing of such projects as provided for in the Act and to do so without regard to the boundaries between counties, municipalities, special districts, and other local governmental bodies or agencies in order to more effectively and efficiently serve the interest of the greatest number of people in the widest area practicable.

g. In order to promote and stimulate development and advance the business prosperity and economic welfare of the cities and counties of this state and its inhabitants; to encourage and assist new business and industry in this state through loans, investments, or other business transactions; to rehabilitate and assist existing businesses; to stimulate and assist in the expansion of all kinds of business activity; and to create maximum opportunities for employment, encouragement of thrift, and improvement of the standard of living of the citizens of Florida, it is necessary and in the public interest to facilitate the cooperation and action between organizations, public and private, in the promotion, development and conduct of all kinds of business activity in the state.

Section 2. The Board of County Commissioners of Nassau County, Florida, hereby approves the Interlocal Agreement and

authorizes the Chairman of the Board of County Commissioners to execute and deliver a joinder to the Interlocal Agreement, substantially in the form of Exhibit "A" hereto, with such changes therein as may be hereafter approved by the Chairman, with execution by such person to constitute conclusive evidence of such approval.

Section 3. The execution of the joinder to the Interlocal Agreement authorized herein shall be solely for the purpose of satisfying the requirements of the Act in order to grant the FDFC full right, power, and authority to exercise any and all powers set forth in the Act and under the Interlocal Act (to the extent that the exercise of such powers is consistent with the purposes of the Act) within the jurisdictional limits of Nassau County and shall not be construed as an approval of any zoning, building, or other developmental or regulatory permit, and the Board of County Commissioners shall not be construed by virtue of its adoption of this resolution to have waived, or be estopped from asserting, any rights or responsibilities it may have in that regard.

Section 4. Nassau County shall not be liable or responsible for any of the indebtedness, liabilities, costs, or expenses of the FDFC. All debts, liabilities, costs and expenses incurred by the FDFC shall be paid solely by the FDFC as permitted under the Act.

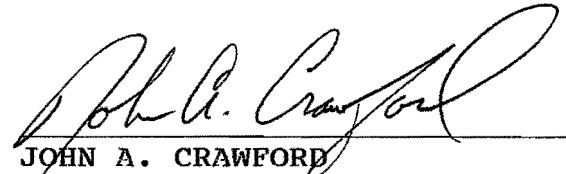
Section 5. Bonds, notes, or other indebtedness issued or insured by FDFC shall not constitute a debt, liability, or obligation of Nassau County, or the State of Florida, or any

political subdivision thereof or a pledge of the faith and credit or any taxing power of Nassau County or the State of Florida or any political subdivision thereof, but shall be limited obligations of the FDFC payable solely from and secured by a pledge of payments made by the FDFC and other funds provided therefor.

Section 6. That this resolution shall take effect immediately upon its adoption.


Done and adopted in Regular Session this 10th day of March, 1997.

BOARD OF COUNTY COMMISSIONERS
NASSAU COUNTY, FLORIDA




JOHN A. CRAWFORD
Its: Chairman

ATTEST:



J. M. "CHIP" OXLEY, JR.
Its: Ex-Officio Clerk

Approved as to form by the
Nassau County Attorney:



MICHAEL S. MELLIN

Exhibit "A"

JOINDER TO INTERLOCAL AGREEMENT

WHEREAS, Orange County, Florida, and the Florida Development Finance Corporation have heretofore entered into that certain Interlocal Agreement, dated as of April 12, 1994 (the "Interlocal Agreement"), providing for the activation of the Florida Development Finance Corporation (the "FDFC"), pursuant to the provisions of the Florida Development Finance Corporation Act of 1993 (such Act, as now or hereafter amended, is herein referred to as the "Act"); and

WHEREAS, the Act and the Interlocal Agreement provide that any other public agency (as defined in the Act) may enter into an Interlocal Agreement in order to permit the FDFC to function within the corporate limits of such public agency; and

WHEREAS, Nassau County, a public agency as defined in the Act, desires that the FDFC function within the jurisdictional limits of Nassau County;

NOW, THEREFORE BE IT RESOLVED Nassau County hereby joins in the Interlocal Agreement and agrees to be bound by all the terms and provisions thereof. Nassau County further agrees to file an executed copy of this joinder, together with a copy of the Interlocal Agreement, with the Clerk of the Circuit Court of Nassau County.

IN WITNESS WHEREOF, Nassau County has caused this Joinder to Interlocal Agreement to be executed for the uses and purposes therein expressed on this 10th day of March, A.D., 1997.

BOARD OF COUNTY COMMISSIONERS
NASSAU COUNTY, FLORIDA



JOHN A. CRAWFORD
Its: Chairman

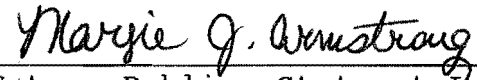
STATE OF FLORIDA,
COUNTY OF NASSAU.

BEFORE ME, the undersigned authority, personally appeared John A. Crawford, Chairman, Board of County Commissioners, Nassau County, Florida, to me personally known, and acknowledged before me that (s)he is the person who signed the above and foregoing Joinder to Interlocal Agreement for the uses and purposes therein contained.

WITNESS my hand and seal of my office at Fernandina Beach, Nassau County, Florida, this 10th day of March, A.D., 1997.



MARGIE J. ARMSTRONG
Notary Public, State of Florida
My Comm. expires Nov. 5, 1999
Comm. No. CC 503215



Notary Public, State at Large

My Commission expires: _____

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INTERLOCAL AGREEMENT

Annex I

This INTERLOCAL AGREEMENT, dated for convenience as of April 12, 1994 (the "Agreement"), is among ORANGE COUNTY, FLORIDA ("Orange County"), each of the other public agencies which may hereafter become a party to this Agreement pursuant to the provisions of Section 3 hereof (individually, a "Participating Public Agency" and, collectively, "Participating Public Agencies"), and the FLORIDA DEVELOPMENT FINANCE CORPORATION, a public body corporate and politic organized under the laws of Florida (the "Corporation").

WHEREAS, pursuant to Chapter 93-187, Laws of Florida (1993), the Legislature of the State of Florida adopted the Florida Development Finance Corporation Act of 1993 (such Act, as may from time to time be amended, is herein referred to as the "Act"); and

WHEREAS, in order to efficiently and effectively achieve the purposes of the Act, the Legislature determined that it was necessary and in the public interest to create a special development finance authority to cooperate and act in conjunction with public agencies of this state and local governments of this state, through interlocal agreements pursuant to the Florida Interlocal Cooperation Act of 1969, as amended (the "Interlocal Act"), in the promotion and advancement of projects related to economic development throughout the state; and

WHEREAS, pursuant to the Act there was created a public body corporate and politic known as the "Florida Development Finance Corporation" with the power to function for any purposes of the Act within the corporate limits of any public agency with which it has entered into an interlocal agreement; and

WHEREAS, the Act provides that a city or county of Florida shall be selected by a search committee of the Enterprise Florida Capital Partnership Board, which city or county shall be authorized to activate the corporation; and

WHEREAS, Orange County has been selected by the Enterprise Florida Capital Partnership Board as the appropriate county to activate the corporation and Orange County has agreed to enter into this Interlocal Agreement pursuant to the Interlocal Act for the purpose of activating the Corporation.

NOW, THEREFORE, Orange County and the Corporation have agreed to enter into this Interlocal Agreement pursuant to the following terms:

Section 1. Activation of Corporation.

Orange County hereby confirms that it has activated the Corporation pursuant to the Act by resolution adopted by the Board of County Commissioners of Orange County on April 12, 1994 for purposes of authorizing the Corporation to function within the corporate limits of Orange County for any of the purposes of the Act.

Section 2. Authorization to Act.

Orange County and each Participating Public Agency which hereafter joins in this Interlocal Agreement by its execution of a joinder hereto as provided in Section 3 hereof hereby agrees that the Corporation shall have full right, power and authority to exercise any and all

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This Instrument Was Prepared By
JAMES E. MORGAN, Esq.
Shelf Hector & Davis

powers set forth in the Act and under the Interlocal Act (to the extent that the exercise of such powers is consistent with the purposes of the Act) for the Corporation within their respective corporate limits.

Section 3. Joinder by Additional Participating Public Agencies.

Any other public agency may join in this Agreement at any time hereafter by execution of an addendum to this Agreement in the form of Exhibit A attached hereto. Neither Orange County nor any other Participating Public Agency shall be required to consent to or authorize the joinder of any other Participating Public Agency in this Agreement and any such joinder by any other Participating Public Agency shall be deemed to be effective upon the later of the filing of a copy of this Agreement and the joinder with the Clerk of the Circuit Court of the County in the State of Florida within which each such Participating Public Agency is located and the delivery of a copy of the executed joinder to the office of the Corporation in Orlando, Florida. A Participating Public Agency shall have the right to terminate its status as a Participating Public Agency by written notice delivered to the office of the Corporation in Orlando; provided, that no such termination shall be effective until all bonds or other indebtedness of the Corporation authorized by the Participating Public Agency to be issued by the Corporation pursuant to the Act shall have been fully repaid or redeemed (or provision made for such full repayment or redemption) by the Corporation.

Section 4. Corporate Existence.

The Corporation shall have perpetual succession as a body corporate and politic of the State of Florida in accordance with the Act. This Agreement shall continue in full force and effect for so long as the Corporation shall remain in existence.

Section 5. Costs of the Corporation.

Neither Orange County nor any other Participating Public Agency shall be liable or responsible for any of the indebtedness, liabilities, costs or expenses of the Corporation, which indebtedness, liabilities, costs and expenses shall be funded solely by the Corporation as permitted pursuant to the Act. Bonds, notes, or other indebtedness issued or insured by FDFC shall not constitute a debt, liability or obligation of Orange County, Florida, or the State of Florida or any political subdivision thereof or any other Participating Public Agency or a pledge of the faith and credit or any taxing power of Orange County or the State of Florida or any political subdivision thereof or any other Participating Public Agency, but shall be limited obligations of the FDFC payable solely from and secured by a pledge of payments made by the FDFC and other funds provided therefor. Neither Orange County nor any other Participating Public Agency shall be entitled to receive any fees or other payments from the Corporation in connection with its execution or joinder in this Agreement or with respect to the operation or exercise of the powers of the Corporation.

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Section 6. Corporation Operations.

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The Corporation shall be responsible for the administration of its own affairs pursuant to this Agreement and the Act and shall not be hereafter required to obtain any approval, consent or authorization in any respect from Orange County or any other Participating Public Agency except as may otherwise be expressly provided by the Act or any other provision of applicable law.

Section 7. Effective Date of Agreement.

This Interlocal Agreement shall be effective upon the filing hereof with the Comptroller of Orange County, Florida, and the Clerk of the Circuit Court of Orange County, Florida, as required by the Interlocal Act.

Section 8. Definitions.

Unless otherwise defined herein, capitalized terms used in this Agreement shall have the same meanings when used herein as in the Act.

Section 9. Counterparts.

This Agreement may be executed in any number of counterparts and by different parties hereto in separate counterparts, each of which when so executed and delivered shall be deemed an original and all of which when taken together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be signed by their duly authorized representatives and their respective seals affixed as of the date set forth next to their respective signatures below.

ORANGE COUNTY, FLORIDA

Tom Staley

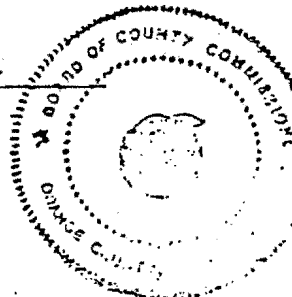
County Chairman

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

Martha O. Haynie

Clerk

(SEAL)



Date: 7/14/94

FLORIDA DEVELOPMENT FINANCE
CORPORATION

By: Thomas D. Stewart
Chairman

Attest:

John A. Mitchell III
Secretary

(SEAL)

Date: May 26, 1994


OR Bk 4774 Pg 973
Orange Co FL 4951764

STATE OF FLORIDA)
)
COUNTY OF ORANGE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Tom Staley as Vice-chairman of ORANGE COUNTY, FLORIDA, who executed the foregoing instrument on behalf of said county and acknowledged to and before me that (s)he did so voluntarily and for the purposes set forth herein, and who produced (personally known) as identification and who did take an oath.

WITNESS my hand and official seal in the State and County last aforesaid this 11th day of July, 1994

Trisha M. Grennell
Notary Public
State of Florida
Name: Trisha M. Grennell
Commission No. CC316626

(Seal)  TRISHA M. GRENNELL
MY COMMISSION # CC316626 EXPIRES
September 18, 1997
BONDED THRU TRIZY FAIR INSURANCE, INC.
My commission expires: September 16, 1997