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June 25, 2018

VIA HAND DELIVERY AND EMAIL

Mayor Teresa Jacobs
AND
Orange County Board of County Commissioners
Orange County Administration Center
201 South Rosalind Avenue, 5th Floor
Orlando, FL 32801

Re: **Action Requested:** Approval and Execution of a Resolution Approving the Reissuance of the Orange County Industrial Development Authority Industrial Development Refunding Revenue Bonds (Anuvia Florida LLC Project) in an Aggregate Principal Amount of Not to Exceed \$51,000,000

Dear Mayor Jacobs:

We serve as legal counsel to the Orange County Industrial Development Authority (the "Authority") in connection with the proposed Orange County Industrial Development Authority Industrial Development Refunding Revenue Bonds (Anuvia Florida LLC Project) in an aggregate principal amount of not to exceed \$51,000,000 (the "Anuvia Bonds").

The Authority hereby respectfully requests that at its July 10, 2018 meeting, the Orange County Board of County Commissioners (the "Board") approve under Sections 159.47(1)(f) and 125.01(1)(z), Florida Statutes, the exchange and reissuance by the Authority of the Bonds. The Authority adopted Resolution No. 2018-03 relating to the Bonds (the "Authority Bond Resolution") at the regular meeting of the Authority held on June 19, 2018.

The Anuvia Bonds will be issued in exchange for the Authority's previously outstanding Industrial Development Revenue Bonds (VitAG Florida LLC Project) Series 2014. The Series 2014 Bonds were issued for the purpose of financing the cost of acquisition, construction, and equipping of solid waste disposal facilities, including an 11,000 square foot processing building, a 24,000 square foot warehouse, and related facilities (collectively, the "Project") located at 6751 West Jones Avenue, Zellwood, Orange County, Florida for use by Anuvia Florida LLC f/k/a VitAG Florida LLC, a Florida limited liability company (the "Borrower").

As you know, the Bonds may be issued only if the Board has approved the Bonds as required by Sections 159.47(l)(f) and 125.01(l)(z), Florida Statutes (collectively, the "Statutory Requirements"). For the Board's convenience, I have enclosed the following in this package:

1. The proposed Board Resolution in the form similar to that used in the past by the Board for its approval of industrial development refunding revenue bonds issued by the Authority (the "Board Resolution"). Section 2 of the proposed Board Resolution explicitly provides that the approval therein is limited solely to the approval of the Bonds as required by the Statutory Requirements;
2. A copy of the Authority's published Notice of Public Hearing for the public hearing held on June 19, 2018 related to the Anuvia Bonds is attached to the Board Resolution as Exhibit A;
3. A copy of the Authority's Bond Resolution, attested by the Authority's Secretary as adopted by the Authority on June 19, 2018, is attached to the Board Resolution as Exhibit B;
4. A copy of the executed Memorandum of Agreement referenced in the Authority's Bond Resolution;
5. Draft minutes of the Authority's June 19, 2018 meeting, including the TEFRA public hearing, without attachments; and
6. A copy of the Borrower's Application for the Issuance of Industrial Development Refunding Revenue Bonds dated May 29, 2018 that was addressed to the Authority.

Once the Board has adopted the Board Resolution, the Authority and the Borrower will have all of the legislative authority necessary to exchange and reissue the Bonds to the Borrower and to finalize various customary financing documents with the assistance of staff and advisors.

In order to permit the exchange and reissuance of the Bonds, we will appreciate the Board's consideration of the Board Resolution at its July 10, 2018 meeting.

If there is a problem with scheduling this matter on July 10, 2018 or if you or any of the other members of the Board or its staff should require any additional information, please get in touch with me at your earliest convenience.

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ACTION REQUESTED: Approval and execution of a resolution approving the Reissuance of the Orange County Industrial Development Authority Industrial Development Refunding Revenue Bonds (Anuvia Florida LLC Project) in an aggregate principal amount of not to exceed \$51,000,000.

Sincerely,



Glenn A. Adams

cc: (All with enclosures)
Ms. Cheryl Gillespie, Agenda Development (3 copies) (cheryl.gillespie@ocfl.net)
Mr. Ajit Lalchandani, Orange County Administrator (ajit.lalchandani@ocfl.net)
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