

WALK-ON #2

Lee County Board Of County Commissioners
Agenda Item Summary

Blue Sheet No. 20060427

1. ACTION REQUESTED/PURPOSE: Adopt a Resolution approving the issuance of Lee County Industrial Development Authority Private Activity Variable Rate Demand Revenue Bonds, Series 2006 for the benefit of Canterbury School, Inc., in an initial aggregate principal amount not to exceed \$20,500,000.00 for the primary purposes of (i) refinancing certain indebtedness, (ii) financing the cost of construction and equipping of a new high school complex, a new pool, fields, parking, roads and ancillary facilities, located at 8141 College Parkway, Fort Myers, Florida in Lee County, Florida (the "Project"), and (iii) financing costs associated with the issuance of the Series 2006 Bonds. A copy of the Authority Resolution is attached hereto as Exhibit A.

2. WHAT ACTION ACCOMPLISHES: Provides Board consideration of proposed Industrial Development Authority Bonds as required by the Internal Revenue Code and Florida Statutes. Board approval will authorize and adopt the approving Bond Issuance Resolution.

3. MANAGEMENT RECOMMENDATION: Adopt Resolution approving the issuance of Lee County Industrial Development Authority Private Activity Variable Rate Demand Revenue Bonds, Series 2006.

4. Departmental Category:

WO # 2

5. Meeting Date:

04-11-2006

6. Agenda:

7. Requirement/Purpose: (specify)

8. Request Initiated:

Consent

Statute

CH. 159,
F.S.

Commissioner

Administrative

Ordinance

Department

County Attorney

Appeals

Admin. Code

Division

Public

Other

Sec. 147
IRC

By: David M. Owen
County Attorney

Walk-On

9. Background:

The Lee County Industrial Development Authority has entered into an agreement for the issuance of Private Activity Revenue Bonds, Series 2006 for Canterbury School, Inc.. On March 17, 2006, the Industrial Development Authority held noticed public hearings and has adopted an inducement Resolution for the proposed issuance of Industrial Development Authority Private Activity Revenue Bonds in an initial amount not to exceed \$20,500,000.00 for the primary purposes of (i) refinancing certain indebtedness, (ii) financing the cost of construction and equipping of a new high school complex, a new pool, fields, parking, roads and ancillary facilities, located at 8141 College Parkway, Fort Myers, Florida in Lee County, Florida (the "Project"), and (iii) financing costs associated with the issuance of the Series 2006 Bonds.

(BACKGROUND CONTINUED - NEXT PAGE)

10. Review for Scheduling:

Department Director	Purchasing or Contracts	Human Resources	Other	County Attorney	Budget Services				County Manager/P.W. Director
					Analyst	Risk	Grants	Other	
				<i>[Signature]</i>	RK 4/4	4/5/06	4/5/06	4/4/06	<i>[Signature]</i> 4-5-06

11. Commission Action:

- Approved
- Deferred
- Denied
- Other

RECEIVED BY COUNTY ADMIN: *[Signature]*

COUNTY ADMIN FORWARDED TO: 4-5-06 P.A. 4:45

CO. ATTY FORWARDED TO CO. ADMIN. 4/5/06 3:25 PM

BACKGROUND: (Continued)

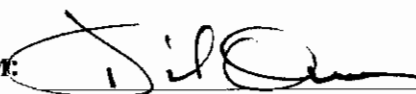
The Internal Revenue Code and Florida Statutes require the applicable elected body governing the area where the Project is located to approve the prospective bond financing for the project. The County Resolution approves the issuance of the Bonds and the Project. Section 3 of the County-approving Resolution provides that the Board's action is a limited approval, to include no financial obligation(s) to the County upon the Industrial Development Authority's issuance of the Bonds.

**MEMORANDUM
FROM THE
OFFICE OF COUNTY ATTORNEY**

DATE: April 4, 2006

TO: Elizabeth Walker, Director
Public Resources

FROM:



David M. Owen
County Attorney

**RE: WALK-ON BLUESHEET NO. 20060427 FOR THE REGULAR MEETING
OF APRIL 11, 2006; BOARD OF COUNTY COMMISSIONERS' APPROVAL
OF CERTAIN INDUSTRIAL DEVELOPMENT AUTHORITY (IDA) BONDS**

I am respectfully requesting that the above bluesheet be walked on for this Board's weekly meeting.

The IDA's bond counsel has recently advised that they are scheduled to close on the bonds on Friday, April 14th, and need the County Commission's statutory approval in order to do so with all necessary documents and approvals in hand prior to that date.

There is no financial liability to the County as the result of the approval, or the subsequent issuance of the IDA Bonds.

Thanks.

DMO/dm

xc: Donald D. Stilwell, County Manager
Tony Majul, Director, Budget Services
Lisa Pierce, Supervisor, Minutes Department

NABORS, GIBLIN & NICKERSON, P.A.

Attorneys at Law
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2502 Rocky Point Drive
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(813) 821-2222
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March 20, 2006

VIA E-MAIL

David Owen, Esq.
Lee County Attorney
2115 Second Street
Fort Myers, Florida 33901

Dear David:

Attached please find a proposed resolution for consideration by the Board of County Commissioners at the Board's next meeting. Adoption of the resolution would provide the Board's limited approval to the issuance of not exceeding \$20,500,000 of Lee County Industrial Development Authority Revenue Bonds, Series 2006 (The Canterbury School, Inc. Project), in one or more series, pursuant to a plan of financing, for the benefit of The Canterbury School, Inc. As always, the approval of the County is extremely limited and is required by Section 147(f) of the Internal Revenue Code and Part II, Section 159, Florida Statutes. In essence, these provisions provide that an elected public body must give its approval to the issuance of private activity bonds prior to their issuance. The Board's approval is given in accordance with Section 125.01(1)(z), Florida Statutes.

Section 3 of the Board's resolution makes it clear that the approval being given by the Board is limited and, importantly, that the Board is not incurring any liability as a result thereof. Please note that Section 20 of the Authority's Resolution adopted on March 17, which is attached as an Exhibit to the Board's resolution, also contains the same provision.

Please let us know whether or not it will be necessary to have any representatives from the Authority, the Company or their counsel present at the meeting. Also, please provide me with a certified copy of the adopted resolution.

Once again, thank you for your assistance in this matter.

Very truly yours,

Christopher M. Traber

CMT:daw
Attachment

RESOLUTION NO. 2006 -

A RESOLUTION APPROVING THE ISSUANCE BY THE LEE COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY OF ITS PRIVATE ACTIVITY VARIABLE RATE DEMAND REVENUE BONDS IN ONE OR MORE SERIES IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$20,500,000, THE PROCEEDS FROM THE SALE OF WHICH WILL BE USED TO PROVIDE FUNDS TO MAKE A LOAN TO CANTERBURY SCHOOL, INC. IN A PRINCIPAL AMOUNT EQUAL TO THE PRINCIPAL AMOUNT OF SAID BONDS FOR THE PRIMARY PURPOSES OF REFINANCING CERTAIN OUTSTANDING INDEBTEDNESS AND ACQUIRE AND CONSTRUCT CERTAIN EDUCATIONAL FACILITIES LOCATED IN LEE COUNTY, FLORIDA AND PAYING COSTS ASSOCIATED WITH THE ISSUANCE OF THE SERIES 2006 BONDS.

BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF LEE COUNTY, FLORIDA:

SECTION 1. FINDINGS. It is hereby ascertained, determined and declared as follows:

A. The Lee County Industrial Development Authority (the "Authority") has submitted to the Board of County Commissioners of Lee County, Florida (the "County"), a copy of a resolution of the Authority adopted on March 17, 2006 (the "Authority Resolution"), granting its preliminary approval for the issuance by the Authority of its private activity variable rate demand revenue bonds (the "Series 2006 Bonds"), in one or more series in an aggregate principal amount not to exceed \$20,500,000 and a loan by the Authority to Canterbury School, Inc., a Florida not-for-profit corporation (the "Borrower"), in a principal amount equal to the principal amount of the Series 2006 Bonds for the primary purposes of (i) refinancing certain indebtedness, (ii) financing the cost of construction and equipping of a new high school complex, a new pool, fields, parking, roads and ancillary facilities, located at 8141 College Parkway, Ft. Myers, Florida in Lee County, Florida (the "Project"), and (iii) financing costs associated with the issuance of the Series 2006 Bonds. A copy of the Authority Resolution is attached hereto as Exhibit A.

B. On March 17, 2006, the Authority held a public hearing, which public hearing was duly conducted by the Authority on such date upon reasonable public notice, and at which hearing members of the public were afforded reasonable opportunity to be

heard on all matters pertaining to the location and nature of the Project and to the issuance of the Series 2006 Bonds.

C. Pursuant to the Authority Resolution, the Authority has requested the County approve the issuance of the Series 2006 Bonds and the location and nature of the Project in accordance with the requirements of Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code").

D. The purposes of Part II, Chapter 159, Florida Statutes, will be effectively served and it is desirable and in the best interests of the County that the issuance of the Series 2006 Bonds and the use of the proceeds thereof to finance the costs of the Project be approved by the Board of County Commissioners of the County (the "Board").

SECTION 2. APPROVAL OF ISSUANCE OF SERIES 2006 BONDS.

The issuance of the Series 2006 Bonds and the use of the proceeds thereof to finance the costs of the Project as contemplated by the Authority Resolution be and hereby are approved in accordance with the provisions of the Code.

SECTION 3. LIMITED APPROVAL.

The approval given herein shall not be construed as an approval of any necessary rezoning applications or approval or acquiescence to the alteration of existing zoning or land use nor approval for any other regulatory permits relating to the Project and the Board shall not be construed by reason of its adoption of this resolution to have waived any right of the Board or estopping the Board from asserting any rights or responsibilities it may have in such regard. Further, the approval by the Board of the issuance of the Series 2006 Bonds by the Authority shall not be construed to obligate the County to incur any liability, pecuniary or otherwise, in connection with either the issuance of the Series 2006 Bonds or the acquisition of the Project, and the Authority shall so provide in the financing documents setting forth the details of the Series 2006 Bonds. Finally, the County shall not be construed by reason of its adoption of this resolution to (i) attest to the Borrower's ability to repay the indebtedness represented by the Series 2006 Bonds, or (ii) a recommendation to prospective purchasers of the Series 2006 Bonds to purchase the same.

SECTION 4. EFFECTIVE DATE. This Resolution shall take effect immediately.

ADOPTED this ____ day of _____, 2006.

LEE COUNTY, FLORIDA

Chairman, Board of County Commissioners of
Lee County, Florida

ATTEST:

Clerk of the Circuit Court of Lee County
and ex-officio Clerk of the Board of County
Commissioners of Lee County, Florida

APPROVED AS TO FORM AND LEGAL
SUFFICIENCY

County Attorney

EXHIBIT A
AUTHORITY RESOLUTION

A RESOLUTION OF THE LEE COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY PROVIDING FOR THE ISSUANCE BY THE AUTHORITY OF NOT TO EXCEED \$20,500,000 IN AGGREGATE PRINCIPAL AMOUNT OF ITS EDUCATIONAL FACILITIES REVENUE BONDS (THE CANTERBURY SCHOOL, INC. PROJECT), SERIES 2006 IN ONE OR MORE SERIES AND FOR A LOAN BY THE AUTHORITY TO THE CANTERBURY SCHOOL, INC., IN AN AMOUNT EQUAL TO THE PRINCIPAL AMOUNT OF SUCH BONDS, TO REFINANCE CERTAIN OUTSTANDING INDEBTEDNESS AND ACQUIRE AND CONSTRUCT CERTAIN EDUCATIONAL FACILITIES TO BE LOCATED IN LEE COUNTY, FLORIDA; AUTHORIZING A NEGOTIATED SALE OF SUCH SERIES 2006 BONDS; PROVIDING CERTAIN TERMS AND DETAILS OF SAID SERIES 2006 BONDS, INCLUDING CONFIRMING THE SALE THEREOF; AUTHORIZING THE EXECUTION AND DELIVERY OF A BOND PURCHASE AGREEMENT, AN INDENTURE OF TRUST, THE SERIES 2006 BONDS, A LOAN AGREEMENT AND ALL OTHER RELATED INSTRUMENTS INCLUDING, WITHOUT LIMITATION, A TAX AGREEMENT; APPROVING THE FORM OF AN IRREVOCABLE DIRECT-PAY LETTER OF CREDIT TO BE ISSUED BY SUNTRUST BANK FOR THE PURPOSE OF SECURING THE PAYMENT OF PRINCIPAL OF, PURCHASE PRICE AND INTEREST ON THE SERIES 2006 BONDS; AND PROVIDING FOR AN EFFECTIVE DATE FOR THIS RESOLUTION.

BE IT RESOLVED BY THE LEE COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY, LEE COUNTY, FLORIDA, THAT:

SECTION 1. AUTHORITY FOR THIS RESOLUTION. This Resolution, hereafter called "Resolution," is adopted pursuant to the provisions of Chapter 159, Parts II and III, Florida Statutes, and other applicable provisions of law.

SECTION 2. DEFINITIONS. Unless the context otherwise requires, the terms used in this Resolution shall have the meanings specified in this section. Any capitalized terms used but not otherwise defined herein shall have the meanings assigned

such terms in the Indenture (as defined below.) Words importing the singular shall include the plural, words importing the plural shall include the singular, and words importing persons shall include corporations and other entities or associations.

"Act" means the Constitution and laws of the State of Florida, particularly Chapter 159, Parts II and III, Florida Statutes, and other applicable provisions of law.

"Authority" means the Lee County Industrial Development Authority, Lee County, Florida, a public body corporate and politic and an industrial development authority under the Act.

"Authority's Counsel" means James T. Humphrey, Esq., Fort Myers, Florida.

"Bank" means, initially, SunTrust Bank, a banking corporation organized and existing under the laws of the State of Georgia.

"Bond Counsel" means the law firm of Nabors, Giblin & Nickerson, P.A., Tampa, Florida or a firm of nationally recognized standing in the field of municipal finance law whose opinions are generally accepted by purchasers of public obligations and who is acceptable to the Trustee.

"Bond Documents" shall have the meaning ascribed to such term in Section 14 hereof.

"Borrower" means The Canterbury School, Inc., a Florida not-for-profit corporation, and any surviving, resulting, or transferee entity as provided in the Loan Agreement.

"Code" means the Internal Revenue Code of 1986, as amended from time to time, including, when appropriate, the statutory predecessor thereof, or any applicable corresponding provisions of any future laws of the United States of America relating to federal income taxation, and except as otherwise provided herein or required by the context hereof, includes interpretations thereof contained or set forth in the applicable regulations of the Department of the Treasury (including applicable final or temporary regulations and also including regulations issued pursuant to the statutory predecessor of the Code), the applicable rulings of the Internal Revenue Service (including published Revenue Rulings and private letter rulings), and applicable court decisions.

"County" means Lee County, Florida, a political subdivision of the State.

"Credit Agreement" means the Letter of Credit Agreement to be executed by and between the Bank and the Borrower pursuant to which said Bank shall issue the Letter of Credit.

"Indenture " means the Indenture of Trust to be executed by the Authority and the Trustee, substantially in the form attached hereto as Exhibit D and incorporated herein by reference.

"Letter of Credit" means the irrevocable direct-pay letter of credit to be issued by the Bank pursuant to the Credit Agreement, to secure payment of debt service on the Series 2006 Bonds, being substantially in the form attached hereto as Exhibit E and incorporated herein by reference.

"Loan Agreement" means the Loan Agreement, to be executed by and between the Authority and Borrower substantially in the form attached hereto as Exhibit C and incorporated herein by reference.

"Official Statement" means the Preliminary Official Statement and Official Statement relating to the Series 2006 Bonds, substantially in the form attached hereto as Exhibit A and incorporated herein by reference.

"Project" means the educational facilities of the Borrower described in subsection F(1) of Section 3 of this Resolution and in the Loan Agreement, to be acquired and constructed in the County and owned and operated by the Borrower.

"Purchase Agreement" means the Bond Purchase Agreement to be executed by and among the Authority, the Underwriter and the Borrower, substantially in the form attached hereto as Exhibit B and incorporated herein by reference.

"Refunded Bonds" means the Authority's Outstanding Educational Facilities Revenue Bonds (The Canterbury School, Inc. Project), Series 1999.

"Remarketing Agent" means SunTrust Capital Markets, Inc., and its successors and assigns under the Remarketing Agreement.

"Remarketing Agreement" means the Remarketing Agreement, to be executed by and between the Remarketing Agent and the Borrower.

"Secretary" means the Secretary, any Assistant Secretary or any other representative of the Authority appointed for the purpose of attesting to the signatures of the Chairman or Vice Chairman.

"Series 2006 Bonds" means the Authority's Educational Facilities Revenue Bonds (The Canterbury School, Inc. Project), Series 2006 (or such other series as may be designated by the Authority), issued under the Indenture in the aggregate principal amount of not to exceed \$20,500,000 substantially in the form and with the rates of interest, maturity dates and other details provided for herein and in the Indenture or

established in accordance with the terms hereof and thereof, to be authorized and issued by the Authority, authenticated by the Trustee and delivered under the Indenture.

"**State**" means the State of Florida.

"**Tax Agreement**" means the Tax Exemption Agreement and Certificate to be executed by the Authority and the Borrower in connection with the issuance of the Series 2006 Bonds.

"**Trustee**" means SunTrust Bank, and any successors or assigns, as Trustee under the Indenture.

"**Underwriter**" means SunTrust Capital Markets, Inc.

SECTION 3. FINDINGS. It is hereby ascertained, determined and declared as follows:

A. The Authority is a duly created industrial development authority created under the Act, and constitutes a public body corporate and politic within the meaning of the Act and is authorized by the Act to finance and refinance any capital project, including any "project" for any "educational facilities" as defined in the Act, including land, rights in land, buildings, machinery and other improvements essential or convenient for the orderly conduct of such "project."

B. The Borrower is an accredited non-profit institution of education.

C. The Borrower has heretofore requested the Authority to assist the Borrower by financing, refinancing and reimbursing the Borrower for the costs of the acquisition and construction of the Project, and the refunding of the Refunded Bonds, through the issuance by the Authority of not exceeding \$20,500,000 in aggregate principal amount of its Series 2006 Bonds and the loan to the Borrower of the proceeds from the sale of the Series 2006 Bonds.

D. In order to satisfy certain requirements of Section 147(f) of the Code, the Authority held a public hearing on the date hereof for the proposed issuance of the Series 2006 Bonds for the purposes herein stated, which date is more than 14 days following the first publication of notice of such public hearing in a newspaper of general circulation in the County, (a true and accurate copy of the affidavit of publication of such notice is attached hereto as Exhibit F), which public hearing was conducted in a manner that provided a reasonable opportunity for persons with differing views to be heard, both orally and in writing, on the issuance of such Series 2006 Bonds and the location and nature of the Project and was held in a location which, under the facts and circumstances, was convenient for the residents of the County, such notice was reasonably designed to

inform residents of the County of the proposed issue, stated that the Authority would be the issuer of the Series 2006 Bonds, stated the time and place of the hearing and generally contained the information required by Section 147(f) of the Code and applicable regulations thereunder; and such 14 days were adequate for notice to be brought to the attention of all interested persons, exceeds the normal periods for notice of public hearings conducted by the Authority and provided sufficient time for interested persons to prepare for and to express their views at such hearing.

E. The Borrower has represented to the Authority that it has, after consulting with the Underwriter, determined that market and other conditions are now conducive to proceed to finance the costs of the Project and the refunding of the Refunded Bonds with the proceeds of the Series 2006 Bonds.

F. Upon consideration of the documents described herein and the information presented to the Authority at or prior to the adoption of this Resolution, the Authority has made and does hereby make the following findings and determinations:

(1) The Project consists of construction and equipping of a new high school complex, a new pool, fields, parking, roads and ancillary facilities, to be located at 8141 College Parkway, Ft. Myers, Florida in Lee County, Florida, to be owned and operated by the Borrower, as more particularly described in the Loan Agreement.

(2) The Borrower has shown that the acquisition of the Project will further the public purposes of the Act, and it will most effectively serve the purposes of the Act, for the Authority to finance the acquisition of the Project and refunding the Refunded Bonds, and to issue and sell the Series 2006 Bonds under the Indenture for such purposes, all as provided in the Loan Agreement, which contains such provisions as are necessary or convenient to effectuate the purposes of the Act.

(3) Taking into consideration representations made to the Authority by the Borrower and the issuance of the Letter of Credit for the benefit of the Authority, the Series 2006 Bondholders and the Borrower pursuant to the Credit Agreement and based on other criteria established by the Act, as of the date hereof, the Borrower is financially responsible and fully capable and willing to fulfill its obligations under the Loan Agreement, and any other agreements to be made in connection with the issuance of the Series 2006 Bonds, and the use of the Series 2006 Bond proceeds for financing the costs of the Project and refunding the Refunded Bonds, including the obligation to make loan payments or other payments due under the Loan Agreement, or the Indenture in an amount sufficient in the aggregate to pay all of the principal of, purchase price, interest and

redemption premiums, if any, on the Series 2006 Bonds, in the amounts and at the times required.

(4) The costs of the Project to be paid from the proceeds of the Series 2006 Bonds shall constitute "costs" of a "project" within the meaning of the Act.

(5) The principal of, premium, if any, and interest on the Series 2006 Bonds and all other pecuniary obligations of the Authority under the Loan Agreement, the Indenture, the Tax Agreement or otherwise, in connection with the financing of the Project, the refunding of the Refunded Bonds, or the Series 2006 Bonds, shall be payable by the Authority solely from (a) the loan payments and other revenues and proceeds received by the Authority under the Loan Agreement, (b) amounts received by the Trustee from draws under the Letter of Credit, (c) from the operation, sale, lease or other disposition of the Project, including proceeds from insurance or condemnation awards and proceeds of any foreclosure or other realization upon the liens or security interests under the Loan Agreement, and the Indenture, and (d) the proceeds of the Series 2006 Bonds and income from the temporary investment of the proceeds of the Series 2006 Bonds or of such other revenues and proceeds, as pledged for such payment to the Trustee under and as provided in the Indenture. Neither the faith and credit nor the taxing power of the Authority, the County, the State or of any political subdivision or agency thereof is pledged to the payment of the Series 2006 Bonds issuable under the Indenture or of such other pecuniary obligations of the Authority, and neither the Authority, the County, the State nor any political subdivision or agency thereof shall ever be required or obligated to levy ad valorem taxes on any property within their territorial limits to pay the principal of, purchase price, premium, if any, or interest on such Series 2006 Bonds or other pecuniary obligations or to pay the same from any funds thereof other than such revenues, receipts and proceeds so pledged, and the Series 2006 Bonds shall not constitute a lien upon any property owned by the Authority, the County or the State or any political subdivision or agency thereof, other than the Authority's interest in the Loan Agreement and the property rights, receipts, revenues and proceeds pledged therefor under and as provided in the Indenture and any other agreements securing the Series 2006 Bonds. The Authority has no taxing power.

(6) A negotiated sale of the Series 2006 Bonds is required and necessary, and is in the best interest of the Authority, for the following reasons: the Series 2006 Bonds will be special and limited obligations of the Authority payable solely out of revenues and proceeds derived by the Authority pursuant to the Loan Agreement and the Letter of Credit, and the Borrower will be obligated for the payment of all costs of the Authority in connection with the financing of the Project which are not paid out of the Series 2006 Bond proceeds or otherwise;

the costs of issuance of the Series 2006 Bonds, which will be borne directly or indirectly by the Borrower, could be greater if the Series 2006 Bonds are sold at public sale by competitive bids than if the Series 2006 Bonds are sold at negotiated sale, and a public sale by competitive bids would cause undue delay in the financing of the Project and refunding the Refunded Bonds; private activity revenue bonds having the characteristics of the Series 2006 Bonds are typically and usually sold at negotiated sale and/or privately placed; the Borrower has indicated that they may be unwilling to proceed with the Project and refunding of the Refunded Bonds unless a negotiated sale of the Series 2006 Bonds is authorized by the Authority; and authorization of a negotiated sale of the Series 2006 Bonds is necessary in order to serve the purposes of the Act.

(7) All requirements precedent to the adoption of this Resolution, of the Constitution and other laws of the State, including the Act, have been complied with.

(8) The purposes of the Act will be most effectively served by the acquisition and construction of the Project by the Borrower as an independent contractor and not as an agent of the Authority, as provided in the Loan Agreement.

G. The Authority, the Borrower and the Underwriter will negotiate a sale and private placement of the Series 2006 Bonds sufficient, with certain other moneys, to finance or reimburse the Borrower for the costs of the Project and refunding of the Refunded Bonds pursuant to the provisions hereof and the Purchase Agreement in the form attached hereto as Exhibit B, said Purchase Agreement to be executed by and among the Authority, the Underwriter and the Borrower in accordance with the terms and provisions hereof. Upon closing and in accordance with Section 218.385, Florida Statutes, the Underwriter will submit to the Authority a disclosure statement and a truth-in-bonding statement dated the date of closing setting forth any fee, bonus or gratuity paid in connection with the placement of the Series 2006 Bonds, said disclosure statement and truth-in-bonding statement to be substantially in the form attached hereto as Exhibit G and incorporated herein by reference.

SECTION 4. FINANCING AND REFINANCING OF PROJECT AND REFUNDING OF REFUNDED BONDS AUTHORIZED. The financing by the Authority of the costs of the Project and refunding of the Refunded Bonds in the manner provided herein, in the Loan Agreement and the Indenture is hereby authorized.

SECTION 5. AUTHORIZATION AND DESCRIPTION OF THE SERIES 2006 BONDS. For the purpose of providing financing of the costs of the Project and refunding of the Refunded Bonds, obligations of the Authority to be known

as "Lee County Industrial Development Authority Educational Facilities Revenue Bonds (The Canterbury School, Inc. Project), Series 2006" (or such other series as the Authority may hereafter designate) are hereby authorized to be issued in an aggregate principal amount not exceeding TWENTY MILLION FIVE HUNDRED THOUSAND AND 00/100 DOLLARS (\$20,500,000), in the form and manner described in the Indenture. The Series 2006 Bonds shall be dated as of the date of their issuance, shall be issued in the form of fully-registered Series 2006 Bonds without coupons in the denomination of \$100,000 and integral multiples of \$5,000 in excess thereof (provided, that for purposes of evidencing an unredeemed portion of a Series 2006 Bond and during any Long Term Period, the Series 2006 Bonds may be in denominations of \$5,000 or any integral multiple thereof) shall bear interest from the dated date at an initial interest rate established for the first Interest Period in accordance with the terms hereof and of the Indenture and shall mature no later than December 31, 2036. The Series 2006 Bonds shall initially bear interest at the Weekly Rate calculated in the manner and payable at the times set forth in the Indenture.

SECTION 6. OPTIONAL AND EXTRAORDINARY REDEMPTION. The Series 2006 Bonds are subject to optional and extraordinary redemption in the manner, to the extent, in the amounts and at the times set forth in Article III of the Indenture.

SECTION 7. OFFICIAL STATEMENT. The form, terms and provisions of the Official Statement relating to the Series 2006 Bonds to be substantially in the form attached hereto as Exhibit A, with any changes, insertions and amendments which are necessary to reflect the terms of the Series 2006 Bonds set forth herein and in the Indenture, is hereby approved as to form, terms and substance. The information contained therein is hereby authorized to be used in connection with the sale of the Series 2006 Bonds. Although the Authority hereby consents to and approves the Official Statement, the Authority has not participated in its preparation and makes no representations as to its accuracy or completeness other than in respect to any information contained therein under the caption "THE ISSUER."

SECTION 8. NEGOTIATED SALE OF THE SERIES 2006 BONDS. The Authority hereby finds and determines that the sale of the Series 2006 Bonds on a negotiated basis rather than a public sale by competitive bid, pursuant to the terms and provisions of the Purchase Agreement, is in the best interest of the Authority and the Borrower. The Authority hereby further finds and determines that the reasons set forth in Section 3(F)(6) hereof necessitates a negotiated sale of the Series 2006 Bonds at an aggregate price of par. A negotiated sale of the Series 2006 Bonds by the Underwriter in accordance with the terms hereof and of the Purchase Agreement is hereby in all respects authorized, approved, ratified and confirmed, and there shall be executed on behalf of the Authority and in furtherance thereof the Purchase Agreement with the Underwriter and

the Borrower. The Purchase Agreement shall be executed on behalf of the Authority by its Chairman or Vice Chairman and shall be substantially in the form attached hereto as Exhibit B.

SECTION 9. APPOINTMENT OF TRUSTEE AND REMARKETING AGENT. The Borrower's selection of SunTrust Bank as the Trustee under and pursuant to the Indenture is hereby approved. The Borrower's selection of SunTrust Capital Markets, Inc. as the Remarketing Agent under and pursuant to the Indenture and the Remarketing Agreement is hereby approved.

SECTION 10. AUTHORIZATION OF EXECUTION AND DELIVERY OF THE LOAN AGREEMENT. The Loan Agreement, substantially in the form attached hereto as Exhibit C with such corrections, insertions and deletions as may be approved by the Chairman or Vice Chairman and Secretary of the Authority, such approval to be evidenced conclusively by their execution thereof, is hereby approved and authorized; the Authority hereby authorizes and directs the Chairman or Vice Chairman of the Authority to date and execute and the Secretary of the Authority to attest, under the official seal of the Authority, the Loan Agreement, and to deliver the Loan Agreement to the Borrower; and all of the provisions of the Loan Agreement, when executed and delivered by the Authority as authorized herein and by the Borrower, shall be deemed to be a part of this Resolution as fully and to the same extent as if incorporated verbatim herein.

SECTION 11. AUTHORIZATION OF EXECUTION AND DELIVERY OF THE INDENTURE. The Indenture, substantially in the form attached hereto as Exhibit D with such changes, corrections, insertions and deletions as may be approved by the Chairman or Vice Chairman and Secretary of the Authority, such approval to be evidenced conclusively by their execution thereof, is hereby approved and authorized; the Authority hereby authorizes and directs the Chairman or Vice Chairman of the Authority to date and execute and the Secretary of the Authority to attest, under the official seal of the Authority, the Indenture, and deliver the Indenture to the Trustee; and all of the provisions of the Indenture, when executed and delivered by the Authority as authorized herein, and by the Trustee, shall be deemed to be a part of this Resolution as fully and to the same extent as if incorporated verbatim herein.

SECTION 12. APPROVAL OF FORM OF LETTER OF CREDIT. The Letter of Credit, substantially in the form attached hereto as Exhibit E in accordance with the terms of the Credit Agreement, is hereby authorized and approved. The Trustee is hereby authorized and directed to take all actions necessary to draw on the Letter of Credit to pay the principal of, purchase price and interest on the Series 2006 Bonds as the same shall become due and payable, all in accordance with the terms and provisions of the Letter of Credit and the Indenture.

SECTION 13. AUTHORIZATION OF EXECUTION OF TAX AGREEMENT, OTHER CERTIFICATES AND OTHER INSTRUMENTS. The Chairman or Vice Chairman and the Secretary of the Authority are hereby authorized and directed, either alone or jointly, under the official seal of the Authority, to execute and deliver certificates of the Authority certifying such facts as the Authority's Counsel or Bond Counsel shall require in connection with the issuance, sale and delivery of the Series 2006 Bonds, and to execute and deliver such other instruments, including but not limited to, a Tax Agreement relating to certain requirements set forth in Section 148 of the Code, and such other assignments, bills of sale and financing statements, as shall be necessary or desirable to perform the Authority's obligations under the Loan Agreement, the Indenture, the Tax Agreement and the Purchase Agreement and to consummate the transactions hereby authorized.

SECTION 14. NO PERSONAL LIABILITY. No representation, statement, covenant, warranty, stipulation, obligation or agreement herein contained, or contained in the Series 2006 Bonds, the Loan Agreement, the Indenture, the Tax Agreement, the Purchase Agreement, or any certificate or other instrument to be executed on behalf of the Authority in connection with the issuance of the Series 2006 Bonds (collectively, hereinafter referred to as the "Bond Documents"), shall be deemed to be a representation, statement, covenant, warranty, stipulation, obligation or agreement of any member, officer, employee or agent of the Authority in his or her individual capacity, and none of the foregoing persons nor any member or officer of the Authority executing the Bond Documents shall be liable personally thereon or be subject to any personal liability of or accountability by reason of the execution or delivery thereof.

SECTION 15. NO THIRD PARTY BENEFICIARIES. Except as otherwise expressly provided herein or in the Bond Documents, nothing in this Resolution, or in the Bond Documents, express or implied, is intended or shall be construed to confer upon any person, firm, corporation or other organization, other than the Authority, the Borrower, the Trustee, the Remarketing Agent, the Underwriter and the owners from time to time of the Series 2006 Bonds any right, remedy or claim, legal or equitable, under and by reason of this Resolution or any provision hereof, or of the Bond Documents, all provisions hereof and thereof being intended to be and being for the sole and exclusive benefit of the Authority, the Borrower, the Trustee, the Remarketing Agent, the Underwriter and the owners from time to time of the Series 2006 Bonds.

SECTION 16. PREREQUISITES PERFORMED. All acts, conditions and things relating to the passage of this Resolution, to the issuance, sale and delivery of the Series 2006 Bonds, to the execution and delivery of the other Bond Documents, required by the Constitution or other laws of the State, to happen, exist and be performed precedent to the passage hereof, and precedent to the issuance, sale and delivery of the Series 2006 Bonds, to the execution and delivery of the other Bond Documents, have

either happened, exist and have been performed as so required or will have happened, will exist and will have been performed prior to such execution and delivery thereof.

SECTION 17. COMPLIANCE WITH CHAPTER 218, PART III, AND CHAPTER 189, FLORIDA STATUTES. The Authority hereby approves and authorizes the completion, execution and filing with the Division of Bond Finance, Local Bond Monitoring Section, at the expense of the Borrower, of notice of the sale of the Series 2006 Bonds and of Bond Information Form BF 2003, and any other acts as may be necessary to comply with Chapter 218, Part III, and Chapter 189, Florida Statutes.

SECTION 18. GENERAL AUTHORITY. The officers, attorneys, engineers or other agents or employees of the Authority are hereby authorized to do all acts and things required of them by this Resolution and the Bond Documents, and to do all acts and things which are desirable and consistent with the requirements hereof or of the Bond Documents, for the full, punctual and complete performance of all the terms, covenants and agreements contained herein and in the Bond Documents.

SECTION 19. THIS RESOLUTION CONSTITUTES A CONTRACT. The Authority covenants and agrees that this Resolution shall constitute a contract between the Authority and the owners from time to time of the Series 2006 Bonds then outstanding and that all covenants and agreements set forth herein and in the Bond Documents, to be performed by the Authority shall be for the equal and ratable benefit and security of all owners of outstanding Series 2006 Bonds, and all subsequent owners from time to time of the Series 2006 Bonds, without privilege, priority or distinction as to lien or otherwise of any of the Series 2006 Bonds over any other of the Series 2006 Bonds.

SECTION 20. LIMITED OBLIGATION. THE ISSUANCE OF THE SERIES 2006 BONDS SHALL NOT DIRECTLY OR INDIRECTLY OR CONTINGENTLY OBLIGATE THE AUTHORITY, THE COUNTY, THE STATE NOR ANY POLITICAL SUBDIVISION OR AGENCY THEREOF TO LEVY OR TO PLEDGE ANY FORM OF TAXATION WHATEVER, OR TO LEVY AD VALOREM TAXES ON ANY PROPERTY WITHIN THEIR TERRITORIAL LIMITS TO PAY THE PRINCIPAL OF, PURCHASE PRICE, PREMIUM, IF ANY, OR INTEREST ON SUCH SERIES 2006 BONDS OR OTHER PECUNIARY OBLIGATIONS OR TO PAY THE SAME FROM ANY FUNDS THEREOF OTHER THAN SUCH REVENUES, RECEIPTS AND PROCEEDS SO PLEDGED, AND THE SERIES 2006 BONDS SHALL NOT CONSTITUTE A LIEN UPON ANY PROPERTY OWNED BY THE AUTHORITY, THE COUNTY OR THE STATE OR ANY POLITICAL SUBDIVISION OR AGENCY THEREOF, OTHER THAN THE AUTHORITY'S INTEREST IN THE LOAN AGREEMENT AND THE PROPERTY RIGHTS, RECEIPTS, REVENUES AND PROCEEDS PLEDGED THEREFOR UNDER AND AS PROVIDED IN THE

INDENTURE AND ANY OTHER AGREEMENTS SECURING THE SERIES 2006 BONDS. THE AUTHORITY HAS NO TAXING POWER.

SECTION 21. 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 or of the Series 2006 Bonds issued under the Indenture.

SECTION 22. REPEALING CLAUSE. All resolutions or parts thereof in conflict with the provisions herein contained are, to the extent of such conflict, hereby superseded and repealed.


SECTION 23. EFFECTIVE DATE. This Resolution shall take effect immediately upon its adoption.

PASSED AND ADOPTED this 17th day of March, 2006.

**LEE COUNTY INDUSTRIAL
DEVELOPMENT AUTHORITY**

(SEAL)

ATTEST:


Chairman VICE - CHAIRMAN

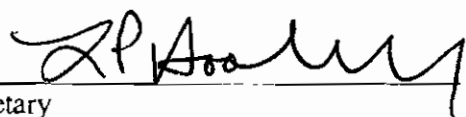

Secretary

EXHIBIT F

AFFIDAVIT OF PUBLICATION OF NOTICE OF PUBLIC HEARING

NEWS-PRESS

Published every morning - Daily and Sunday

Fort Myers, Florida

Affidavit of Publication

STATE OF FLORIDA
COUNTY OF LEE

Before the undersigned authority, personally appeared

Kathy Allebach

who on oath says that he/she is the

Legal Assistant of the News-Press, a

daily newspaper, published at Fort Myers, in Lee County, Florida; that the attached copy of advertisement, being a

Notice of Public Hearing

In the matter of

Hearing on March 17, 2006

in the court was published in said newspaper in the issues of

March 2, 2006

Affiant further says that the said News-Press is a paper of general circulation daily in Lee, Charlotte, Collier, Glades and Hendry Counties and published at Fort Myers, in said Lee County, Florida and that said newspaper has heretofore been continuously published in said Lee County, Florida, each day, and has been entered as a second class mail matter at the post office in Fort Myers in said Lee County, Florida, for a period of one year next preceding the first publication of the attached copy of the advertisement; and affiant further says that he/she has neither paid nor promised any person, firm or corporation any discount, rebate, commission or refund for the purpose of securing this advertisement for publication in the said newspaper.

Kathy Allebach

Sworn to and subscribed before me this

2nd day of March 2006 by

Kathy Allebach

personally known to me or who has produced

as identification, and who did or did not take an oath.

Notary Public

Gladys D. Vanderbeck

Print Name



My commission

Series 2006
will be issued
the principal pub-
of the construc-
and equipping of
new high school
plex, a new pool,
bar, lounge, cab-
and laundry facil-
to be located at
Calle Parkway,
County, Florida,
and over-
by the Center
School, Inc. (the
owner) and the
County. All
Authority's out-
standing educational
debt. Revenue
Bonds (the Center
School, Inc. Proj-
ected Revenue
Bonds) shall be
issued from
the County's
General Fund
and the County
shall be liable
for the payment
of the same.
The Authority
has the honor
to advise you
that the County
has adopted
the Resolution
and the Bonds
are being
issued. The
County is
authorized to
execute the
Resolution and
the Bonds.