

RESOLUTION NO. 98- 1
of the
BOARD OF COUNTY COMMISSIONERS OF ST. JOHNS COUNTY, FLORIDA

A RESOLUTION APPROVING THE ISSUANCE BY THE ST. JOHNS COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY OF ITS INDUSTRIAL DEVELOPMENT REVENUE BONDS (BRONZ-GLOW TECHNOLOGIES, INC. PROJECT), SERIES 1998, IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$1,800,000, FOR THE PURPOSE OF FINANCING ALL OR A PORTION OF THE COST OF A CAPITAL PROJECT FOR THE ACQUISITION, CONSTRUCTION AND INSTALLATION OF AN "INDUSTRIAL OR MANUFACTURING PLANT" TO BE LOCATED IN ST. JOHNS COUNTY, FLORIDA, TO BE OWNED AND OPERATED BY BRONZ-GLOW TECHNOLOGIES, INC.; ALL PURSUANT TO CHAPTER 159, PARTS II AND III, FLORIDA STATUTES, AS AMENDED.

BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF ST. JOHNS COUNTY, FLORIDA:

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

A. St. Johns County Industrial Development Authority (the "Issuer") is a public body corporate and politic duly created and existing as a local governmental body and duly constituted as a public instrumentality for the purposes of industrial development, under and by virtue of Chapter 159, Part III, Florida Statutes, as amended, and is duly authorized and empowered by such act and by Chapter 159, Part II, Florida Statutes, as amended (collectively, the "Act"), to provide for the issuance of and to issue and sell its industrial development revenue bonds for the purpose of financing all or any part of the "cost" of any "project," including any "industrial or manufacturing plant" (as such terms are used in the Act), in order to promote and foster the economic growth and development of St. Johns County, Florida (the "County"), and of the State of Florida (the "State"), to enhance and expand industry and other economic activity in the County and the State, and to increase purchasing power and opportunities for gainful employment, to improve living conditions and to advance and improve the prosperity and the welfare of the County and the State and its inhabitants, to foster the industrial and business development of the County and the State, and to otherwise provide for and contribute to the health, safety and welfare of the people of the County and the State.

B. Bronz-Glow Technologies, Inc., a Florida corporation (the "Borrower"), has submitted to the Board of County Commissioners of St. Johns County, Florida (the "Board") a copy of a Resolution of the Issuer adopted January 6, 1998 (the "Preliminary Resolution"),

and a copy of a Memorandum of Agreement executed between the Issuer and the Borrower, dated as of January 5, 1998 (the "Memorandum of Agreement"), with respect to the issuance by the Issuer of its Industrial Development Revenue Bonds (Bronz-Glow Technologies, Inc. Project), Series 1998, in an aggregate principal amount not to exceed \$1,800,000 (the "Bonds"), for the purpose of financing all or a portion of the cost of a capital project for an industrial or manufacturing plant (the "Project"), including the cost of issuance of the Bonds. The Project consists of the acquisition, construction and installation of a manufacturing facility consisting of the construction of a building containing approximately 40,000 square feet and the acquisition and installation of related machinery, furniture, fixtures and equipment, to be located in the unincorporated area of St. Johns County in the St. Marks Industrial Park on an approximately three acre site situated approximately 870 feet southeast of International Golf Parkway and approximately 415 feet northeast of St. Marks Boulevard, more particularly described as follows: the point of beginning of the three acre site is located approximately 870 feet southeast then approximately 415 feet northeast from the intersection of International Golf Parkway and St. Marks Boulevard, then the approximately rectangular site continues approximately 300 feet northeast then approximately 427 feet southeast then approximately 309 feet southwest then approximately 445 feet northwest to the point of beginning; and the Project will be owned and operated by the Borrower and used by the Borrower to manufacture, distribute and apply a patented coating process which protects against corrosion on heating and air conditioning systems; all as more fully described in the Preliminary Resolution and the Memorandum of Agreement.

C. The Preliminary Resolution shows that it was adopted by the Issuer after a public hearing, such public hearing having been duly held by the Issuer, upon public notice published in a newspaper of general circulation in the County not less than 14 days prior to the scheduled date of such public hearing. At said hearing members of the public were afforded reasonable opportunity to be heard on all matters pertaining to the location and nature of the proposed Project and to the issuance of the Bonds.

D. By the Preliminary Resolution, the Issuer has recommended and requested that the Board approve the issuance of the Bonds, in order to satisfy the requirements of Section 147(f)(2)(ii) of the Internal Revenue Code of 1986, as amended (together with the Regulations promulgated under such Code, whether proposed, temporary or final, the "Code"), so that the interest on the Bonds will be excluded from gross income for federal income tax purposes under applicable provisions of the Code, and in order to satisfy the requirements of Sections 159.47(1)(f) and 125.01(1)(z), Florida Statutes, as amended.

E. The Preliminary Resolution shows that the Issuer has acted in accordance with all requirements of law and has made appropriate provisions for the Bonds to be issued and sold and for the proceeds of the Bonds to be used in accordance with all applicable requirements of law, and that the Project will serve significant public purposes as provided in the Act.

F. The purposes of the Act will be effectively served, and it is necessary and desirable and in the best interest of the County that the issuance of the Bonds be approved by the Board.

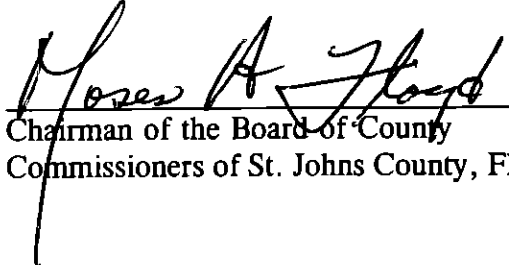
SECTION 2. APPROVAL OF ISSUANCE OF BONDS. The issuance of the Bonds as contemplated by the Preliminary Resolution is hereby approved.

SECTION 3. OTHER ACTION. The officers of the County are hereby authorized and directed to execute and deliver, or approve the execution and delivery of, such other documents and to take or approve the taking of such other actions as may be advised by the County's counsel or Foley & Lardner, Bond Counsel, to be necessary or appropriate in connection with the consummation of the transactions contemplated by this Resolution.

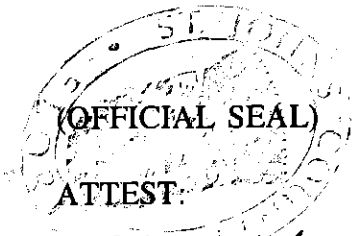
SECTION 4. REPEALING CLAUSE. All resolutions or orders and parts thereof in conflict herewith, to the extent of such conflict, are hereby superseded and repealed.


SECTION 5. EFFECTIVE DATE. This Resolution shall take effect immediately.

PASSED AND ADOPTED this sixth day of January, 1998.



Chairman of the Board of County
Commissioners of St. Johns County, Florida





Clerk of the Circuit Court, ex-officio
Clerk of the Board of County
Commissioners of St. Johns
County, Florida