

RESOLUTION NO. 2013-85

**A RESOLUTION APPROVING THE ISSUANCE BY THE ST. JOHNS COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY OF ITS HEALTHCARE FACILITIES REVENUE BONDS IN ONE OR MORE SERIES IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$60,000,000 THE PROCEEDS OF WHICH ARE TO BE LOANED TO BVM CORAL LANDING, LLC, BVM LAKESHORE, LLC AND BVM THE BRIDGES, LLC FOR THE PRINCIPAL PURPOSES OF FINANCING THE COST (OR PROVIDING FOR REIMBURSEMENT OF PRIOR EXPENDITURES FOR) ACQUIRING SENIOR LIVING AND HEALTH CARE FACILITIES AND RELATED COMMON AREAS; PROVIDING FOR CERTAIN RELATED MATTERS IN CONNECTION THEREWITH AND FOR AN EFFECTIVE DATE.**

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

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

(A) The St. Johns County Industrial Development Authority (the "Authority") has submitted to the Board of County Commissioners of St. Johns County, Florida (the "County"), a copy of a resolution of the Authority which was adopted by the Authority on January 28, 2013 (the "Authority Resolution"), granting its approval for the issuance by the Authority of its healthcare facilities revenue bonds (the "Series 2013 Bonds"), in one or more series in an aggregate principal amount not to exceed \$60,000,000 and loaning the proceeds thereof to BVM Coral Landing, LLC, BVM Lakeshore, LLC and BVM The Bridges, LLC (collectively, the "Borrower") for the principal purposes of (1) financing the cost of (or providing reimbursement for prior expenditures for) (a) acquiring 45 assisted living units, related senior care facilities and common areas located at 2820 Old Moultrie Road, St. Augustine, Florida 32086, and payoff related debt to such facilities, (b) acquiring 377 licensed beds (including both assisted living and skilled nursing), related senior care facilities and common areas located at 16002 Lakeshore Villas Drive, Tampa, Florida, 33602, and payoff related debt to such facilities, (c) acquiring 101 assisted living units, related senior care facilities and common areas located at 11202 Dewhurst Drive, Riverview, Florida 33578, and payoff related debt to such facilities ((a), (b) and (c) above, altogether the "Facilities"), (2) funding any necessary reserves, and (3)

paying costs related to the issuance of the Bonds (collectively, the "Project"). A copy of the Authority Resolution is attached hereto as Exhibit A. A copy of an opinion letter from the Authority's accountant with respect to the Project is attached hereto as Exhibit B.

(B) On October 8, 2012, November 5, 2012 and December 10, 2012 the Authority held and/or continued the 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 the issuance of the Series 2013 Bonds for such purposes. An Affidavit of Publication of the Notice of Hearing is attached hereto as Exhibit C.

(C) No public comment was offered at any such public hearings.

(D) The Authority has requested the County to approve the issuance of the Series 2013 Bonds in order to satisfy the requirements of Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code") and Section 125.01(1)(z), Florida Statutes.

(E) The purposes of Part II, III and VII of 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 2013 Bonds and the use of the proceeds thereof to finance the costs of the Project be approved by the Board of County Commissioners (the "Board") of the County.

**SECTION 2. APPROVAL OF ISSUANCE OF SERIES 2013 BONDS; FINANCING OF THE PROJECT.** The issuance of the Series 2013 Bonds and the use of the proceeds thereof to finance the costs of the Project as contemplated by the Authority Resolution is hereby approved within the meaning of Section 147 of the Code and Section 125.01(1)(z), Florida Statutes.

**SECTION 3. LIMITED APPROVAL.**

(A) The approval given herein shall not be construed as (A) an endorsement of the creditworthiness of the Borrower or the financial viability of the Project, (B) a recommendation to any prospective purchaser to purchase the Series 2013 Bonds, (C) an evaluation of the likelihood of the repayment of the debt service on the Series 2013 Bonds, or (D) 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 make any such endorsement, finding or

recommendation or to have waived any right of the Board or estopping the Board from asserting any rights or responsibilities it or Hillsborough County, Florida ("Hillsborough County") may have in such regard. Further, the approval by the Board of the issuance of the Series 2013 Bonds by the Authority shall not be construed to obligate the County or Hillsborough County to incur any liability, pecuniary or otherwise, in connection with either the issuance of the Series 2013 Bonds or the acquisition of the Project, and the Authority shall so provide in the financing documents setting forth the details of the Series 2013 Bonds.

(B) With respect to any proceeds of the Series 2013 Bonds to be spent in Hillsborough County, this approval is conditioned upon the receipt of similar approval from Hillsborough County as required pursuant to Section 147 of the Code.

**SECTION 4. EFFECT OF RECITALS AND FINDINGS.** To the extent that there are typographical and/or administrative errors that do not change the tone, tenor, or concept of this Resolution, then this Resolution may be revised without subsequent approval by the Board of County Commissioners.

**SECTION 5 REPEALING CLAUSE.** All resolutions or parts thereof of the Board in conflict with the provisions herein contained are, to the extent of such conflict, hereby superseded and repealed.

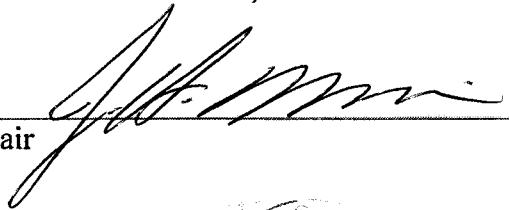
**SECTION 6. EFFECTIVE DATE.** This Resolution shall take effect immediately upon its adoption.

**PASSED, APPROVED AND ADOPTED,** this 16<sup>th</sup> day of April, 2013.

(SEAL)

**BOARD OF COUNTY COMMISSIONERS  
OF ST. JOHNS COUNTY, FLORIDA**

By: \_\_\_\_\_  
Chair



ATTEST:

Ram Halterman  
Deputy Clerk



**EXHIBIT A**  
**AUTHORITY RESOLUTION**

A RESOLUTION OF THE ST. JOHNS COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY PROVIDING FOR THE ISSUANCE BY THE AUTHORITY OF NOT TO EXCEED \$60,000,000 AGGREGATE PRINCIPAL AMOUNT OF ST. JOHNS COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY HEALTHCARE FACILITIES REVENUE BONDS (BVM FLORIDA OBLIGATED GROUP PROJECT), SERIES 2013 TO BE ISSUED FOR THE PRINCIPAL PURPOSES OF (1) FINANCING THE COSTS (INCLUDING REIMBURSEMENT FOR PRIOR RELATED EXPENDITURES) RELATING TO THE ACQUISITION OF SENIOR LIVING AND HEALTH CARE FACILITIES AND RELATED COMMON AREAS, (2) FUNDING ANY NECESSARY RESERVES, AND (3) PAYING COSTS RELATED TO ISSUANCE OF THE BONDS; AUTHORIZING THE USE OF A PRELIMINARY OFFICIAL STATEMENT AND A FINAL OFFICIAL STATEMENT IN CONNECTION WITH THE SALE OF THE BONDS; PROVIDING CERTAIN TERMS AND DETAILS OF THE BONDS, AUTHORIZING THE EXECUTION AND DELIVERY OF A BOND PURCHASE AGREEMENT, AN INDENTURE OF TRUST, A LOAN AGREEMENT AND ALL OTHER RELATED INSTRUMENTS, APPOINTING U.S. BANK NATIONAL ASSOCIATION AS BOND TRUSTEE; MAKING CERTAIN COVENANTS, AGREEMENTS AND FINDINGS IN CONNECTION WITH THE BONDS; AND PROVIDING FOR AN EFFECTIVE DATE FOR THIS RESOLUTION.

**BE IT RESOLVED BY THE ST. JOHNS COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY, ST. JOHNS 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 Bond 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 St. Johns County Industrial Development Authority, St. Johns County, Florida, a public body corporate and politic and an industrial development authority under the Act.

**"Authority's Counsel"** means Geoffrey B. Dobson, Esq., St. Augustine, Florida.

**"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 Bond Trustee.

**"Bond Documents"** shall have the meaning ascribed to such term in Section 12 hereof.

**"Bond Indenture"** means the Indenture of Trust related to the Series 2013 Bonds to be executed by the Authority and the Bond Trustee, substantially in the form attached hereto as EXHIBIT D and incorporated herein by reference.

**"Bond Trustee"** means U.S. Bank National Association, its successors and assigns.

**"Borrower"** means collectively, BVM Lakeshore, LLC, on behalf of itself and as representative of an obligated group of borrowers under the Master Indenture, which also consists of BVM Coral Landing, LLC and BVM The Bridges, LLC.

**"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 St. Johns County, Florida, a political subdivision of the State.

**"Facilities"** means the healthcare facilities described in subsection G(1) of Section 3 of this Resolution and in the Loan Agreement, to be acquired in the County and Hillsborough County, Florida and owned and operated by the Borrower.

**"Loan Agreement"** means the Loan Agreement related to the Series 2013 Bonds, to be executed by and between the Authority and the Borrower substantially in the form attached hereto as EXHIBIT C and incorporated herein by reference.

**"Master Indenture"** means the Master Trust Indenture to be executed upon issuance of the Series 2013 Bonds, between the Borrower and the Master Trustee and all amendments and supplements thereto.

**"Master Trustee"** means U.S. Bank National Association, its successors and assigns.

**"Mortgage"** means the Leasehold Mortgage and Security Agreement to be executed upon issuance of the Series 2013 Bonds, from the Borrower to the Master Trustee, and all amendments and supplements thereto.

**"Official Statement"** means the Preliminary Official Statement and Official Statement relating to the Series 2013 Bonds, substantially in the form attached hereto as EXHIBIT A and incorporated herein by reference.

**"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.

**"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 of the Authority.

**"Series 2013 Bonds"** means the Authority's Healthcare Facilities Revenue Bonds (BVM Florida Obligated Group Project), Series 2013 issued in one or more series of tax-exempt and taxable under the Bond Indenture substantially in the form and with the rates of interest, maturity dates and other details provided for herein and in the Bond Indenture or established in accordance with the terms hereof and thereof, to be authorized and issued by the Authority, authenticated by the Bond Trustee and delivered under the Bond 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 2013 Bonds.

**"Underwriter"** means Herbert J. Sims & Co., Inc., the underwriter for the Series 2013 Bonds.

**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 "health care 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. BVM Lakeshore, LLC, BVM Coral Landing, LLC and BVM The Bridges, LLC, are each a Florida not-for-profit limited liability corporation.

C. The Borrower has requested the Authority to assist the Borrower by issuing not to exceed \$60,000,000 in original aggregate principal amount of the Series 2013 Bonds and loaning the proceeds to the Borrower to (1) finance the costs (including reimbursement for prior related expenditures) relating to the acquisition of senior living and health care facilities and related common areas, (2) funding any necessary reserves, and (3) paying costs related to issuance of the Series 2013 Bonds.

D. By resolution duly adopted on December 10, 2012, in accordance with all requirements of law, upon reasonable public notice, at which meeting members of the public were afforded reasonable opportunity to be heard on all matters pertaining to the issuance of the Series 2013 Bonds and the financing of the Facilities, the Issuer provided its preliminary approval for the issuance of the Series 2013 Bonds for such purposes.

E. Pursuant to a resolution of the Board of County Commissioners of the County to be considered at its next regularly scheduled meeting, the County will consider the issuance of the Series 2013 Bonds and the location and nature of the Facilities in accordance with the provisions of Section 147(f) of the Code.

F. 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 (or reimburse the Borrower for) the costs of the Facilities with the proceeds of the Series 2013 Bonds.

G. 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 Borrower has shown that the Facilities, which generally includes the financing (or reimbursing the Borrower for) of costs related to the acquisition of senior living and health care facilities located in St. Johns County and Hillsborough County for which the Series 2013 Bonds shall be used, helped



and will help to retain jobs in the County, maintain adequate access to housing and health care facilities for senior citizens, and will generally serve other predominantly public purposes as set forth in the Act.

(2) Taking into consideration representations made to the Authority by the Borrower 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 2013 Bonds, and the use of the Series 2013 Bond proceeds for financing (or reimbursing the Borrower for) the costs of acquiring the Facilities, including the obligation to make loan payments or other payments due under the Loan Agreement, or the Bond Indenture in an amount sufficient in the aggregate to pay all of the principal of, interest and redemption premiums, if any, on the Series 2013 Bonds, in the amounts and at the times required.

(3) The County and other local agencies were able to cope satisfactorily with the impact of the Facilities and are able to provide, or cause to be provided when needed, the public facilities, including utilities and public services, that are necessary for the operation, repair and maintenance of Facilities and on account of any increase in population or other circumstances resulting therefrom.

(4) Adequate provision is made under the Loan Agreement for the payment by the Borrower of the principal of, premium, if any, and interest on the Series 2013 Bonds when and as the same become due, and payment by the Borrower of all other costs in connection with the financing, refinancing, acquisition, construction, installation, operation, maintenance and administration of the Facilities which are not paid out of the proceeds from the sale of the Series 2013 Bonds or otherwise.

(5) The principal of, premium, if any, and interest on the Series 2013 Bonds and all other pecuniary obligations of the Authority under the Loan Agreement, the Bond Indenture, the Tax Agreement or otherwise, in connection with the financing (or reimbursing the Borrower for) the costs of the Facilities or otherwise in connection with the issuance of the Series 2013 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, the Bond Indenture and the Master Indenture, (b) the operation, sale, lease or other disposition of the Facilities, 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, the Master Indenture, Mortgage, and the Bond Indenture, and (c) the proceeds of the Series 2013 Bonds and income from the temporary investment of the proceeds of the Series 2013 Bonds or of

such other revenues and proceeds, as pledged for such payment to the Bond Trustee under and as provided in the Bond Indenture. Neither the faith and credit nor the taxing power of the Authority, the County, Hillsborough County, Florida, the State or of any political subdivision or agency thereof is pledged to the payment of the Series 2013 Bonds or of such other pecuniary obligations of the Authority, and neither the Authority, the County, Hillsborough County, Florida, 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 2013 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 2013 Bonds shall not constitute a lien upon any property owned by the Authority, the County, Hillsborough County, Florida 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 Bond Indenture, Master Indenture, the Mortgage and any other agreements securing the Series 2013 Bonds. The Authority has no taxing power.

(6) A delegated negotiated sale of the Series 2013 Bonds is required and necessary, and is in the best interest of the Authority, for the following reasons: the Series 2013 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 by the Master Trustee or Bond Trustee pursuant to the Master Indenture and the Mortgages, and the Borrower will be obligated for the payment of all costs of the Authority in connection with the financing (or reimbursing the Borrower for) the costs of the Facilities which are not paid out of the Series 2013 Bond proceeds or otherwise; the costs of issuance of the Series 2013 Bonds, which will be borne directly or indirectly by the Borrower, could be greater if the Series 2013 Bonds are sold at public sale by competitive bids than if the Series 2013 Bonds are sold at negotiated sale, and a public sale by competitive bids would cause undue delay in financing of the Facilities; private activity revenue bonds having the characteristics of the Series 2013 Bonds are typically and usually sold at negotiated sale and/or privately placed; the Borrower has indicated that it may be unwilling to proceed with the financing (or reimbursing the Borrower for) the costs of the Facilities unless a negotiated sale of the Series 2013 Bonds is authorized by the Authority; and authorization of a negotiated sale of the Series 2013 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, construction and equipping of the Facilities by the Borrower as an independent contractor and not as an agent of the Authority, as provided in the Loan Agreement.

H. The Authority, the Borrower and the Underwriter will negotiate a sale and public offering of the Series 2013 Bonds pursuant to the provisions hereof and the Purchase Agreement. Upon or prior to closing and in accordance with Section 218.385, Florida Statutes will submit to the Authority disclosure and truth-in-bonding statements dated the date of closing setting forth any fee, bonus or gratuity paid in connection with the sale and/or placement of the Series 2013 Bonds.

**SECTION 4. FINANCING OF THE FACILITIES AUTHORIZED.**

The financing (or reimbursing the Borrower for) the costs of the Facilities by the Authority in the manner provided herein, the Loan Agreement and the Bond Indenture is hereby authorized.

**SECTION 5. DELEGATED SALE OF SERIES 2013 BONDS AUTHORIZED; AUTHORIZATION AND DESCRIPTION OF THE SERIES 2013 BONDS.**

(A) Subject to the requirements which must be satisfied in accordance with the provisions of Section 5(B) below prior to the issuance of the Series 2013 Bonds, the Authority hereby authorizes the issuance of one or more series of tax-exempt and taxable bonds to be known as the "St. Johns County Industrial Development Authority Healthcare Facilities Revenue Bonds (BVM Florida Obligated Group Project), Series 2013" for the principal purposes of financing (or reimbursing the Borrower for) the costs of the Facilities. In the event the Series 2013 Bonds are issued in more than one series, the designation of the Series 2013 Bonds may be modified to reflect the separate series as may be set forth in the final Purchase Agreement and Bond Indenture. The Series 2013 Bonds shall be issued only in accordance with the provisions hereof, the Bond Indenture and of the Master Indenture and all the provisions hereof, and of the Bond Indenture shall be applicable thereto.

(B) Subject to full satisfaction of the conditions set forth in this Section 5(B), the Authority hereby authorizes a delegated negotiated sale of the Series 2013 Bonds to the Underwriter in accordance with the terms of the Purchase Agreement to be dated the date of sale of the Series 2013 Bonds and to be substantially in the form attached hereto as EXHIBIT B, with such changes, amendments, modifications, omissions and additions thereto as shall be approved by the Chairman or Vice-Chairman and the Secretary in accordance with the provisions of this Section 5(B), the execution thereof being deemed conclusive evidence of the approval of such changes and the full and complete satisfaction of the conditions set forth herein. The Purchase Agreement shall not be executed by the Chairman or Vice-Chairman until such time as all of the following conditions have been satisfied:

(1) Receipt by the Chairman or Vice-Chairman of a written offer to purchase the Series 2013 Bonds by the Underwriter substantially in the form of the Purchase Agreement, said offer to provide for, among other things, (a) the issuance of an initial aggregate principal amount of Series 2013 Bonds does not exceed \$60,000,000, (b) an underwriting discount and/or fee (including management fee and all expenses other than counsel fees and expenses) with respect to the Series 2013 Bonds not in excess of (i) with respect to the tax-exempt portion, 2.25% of the initial par amount, and (ii) with respect to the taxable portion, 3.50% of the initial par amount, (c) a true interest cost with respect to the Series 2013 Bonds of not more than (i) with respect to any tax-exempt portion, 7.50% per annum, and (ii) with respect to any taxable portion, 8.50% per annum, and (d) the maturities of the Series 2013 Bonds with the final maturity no later than (i) with respect to any tax-exempt portion, September 1, 2043, and (ii) with respect to any taxable portion, September 1, 2023.

(2) With respect to any optional redemption terms of the Series 2013 Bonds, the first optional call date may be no later than September 1, 2023 and no optional redemption price shall exceed 103% of the par amount of that portion of the Series 2013 Bonds to be redeemed, plus accrued interest; provided, however, for any taxable portion of the Series 2013 Bonds, the Underwriter may issue noncallable Series 2013 Bonds and/or provide for special redemption requirements in the event market conditions require such provisions.

(3) The issuance of the Series 2013 Bonds shall not exceed any debt limitation prescribed by law, and such Series 2013 Bonds, when issued, will be within the limits of all constitutional or statutory debt limitations.

(4) The approval of the Board of County Commissioners of St. Johns County, Florida and Hillsborough County, Florida for purposes of compliance with Section 147(f) of the Code.

(5) Execution by the sole member of the Borrower of a limited guaranty relating to payment of interest and principal on the Series 2013 Bonds in the event of non-payment by the Borrower.

**SECTION 6. PREPAYMENT AND OPTIONAL AND EXTRAORDINARY REDEMPTION.** The Series 2013 Bonds are subject to optional, mandatory and extraordinary redemption prior to maturity in the manner, to the extent, in the amounts and at the times set forth in Article V of the Bond Indenture.

**SECTION 7. APPROVAL OF PRELIMINARY OFFICIAL STATEMENT AND FINAL OFFICIAL STATEMENT FOR THE SERIES 2013 BONDS.** The Authority does hereby authorize the distribution and delivery of the Official Statement with respect to the Series 2013 Bonds. The Official Statement shall be

in substantially the form of the Preliminary Official Statement attached as EXHIBIT A hereto with such changes therein as shall be approved by the Borrower in order to reflect the final terms and details of the Series 2013 Bonds. The Preliminary Official Statement may be "deemed final" by a certificate of the Chairman within the meaning of Rule 15c2-12 under the Securities Exchange Act of 1934 upon receipt of a similar certificate from the Borrower.

**SECTION 8. APPOINTMENT OF BOND TRUSTEE; PAYMENT OF THE SERIES 2013 BONDS.** The Series 2013 Bonds shall be payable as to principal and interest in lawful money of the United States of America at the designated corporate trust office of U.S. Bank National Association, Orlando, Florida, as Bond Trustee under the Bond Indenture, and to be executed and delivered pursuant to Section 10 hereof.

**SECTION 9. 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 10. AUTHORIZATION OF EXECUTION AND DELIVERY OF THE BOND INDENTURE; AUTHORIZED DENOMINATIONS OF SERIES 2013 BONDS.** The Bond 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 Bond Indenture, and deliver the Bond Indenture to the Bond Trustee; and all of the provisions of the Bond Indenture, when executed and delivered by the Authority as authorized herein, and by the Bond Trustee, shall be deemed to be a part of this Resolution as fully and to the same extent as if incorporated verbatim herein. The Bond Indenture provides for the issuance of the Series 2013 Bonds in authorized denominations of \$5,000 and integral multiples thereof. Based upon the delivery by the Borrower of an independent financial advisory opinion complying with the provisions of Section 189.4085(4), Florida Statutes, such authorized denominations are hereby approved.

**SECTION 11. 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 2013 Bonds, and to execute and deliver such other instruments, 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 Bond Indenture, the Tax Agreement and the Purchase Agreement and to consummate the transactions hereby authorized.

**SECTION 12. NO PERSONAL LIABILITY.** No representation, statement, covenant, warranty, stipulation, obligation or agreement herein contained, or contained in the Series 2013 Bonds, the Loan Agreement, the Bond Indenture, the Master Indenture, the Mortgages, 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 2013 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 13. 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 Bond Trustee, the Master Trustee, the Underwriter and the owners from time to time of the Series 2013 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 Bond Trustee, the Master Trustee, the Underwriter and the owners from time to time of the Series 2013 Bonds.

**SECTION 14. PREREQUISITES PERFORMED.** All acts, conditions and things relating to the passage of this Resolution, to the issuance, sale and delivery of the Series 2013 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 2013 Bonds and 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 15. COMPLIANCE WITH CHAPTER 218, PART III, AND CHAPTER 189, FLORIDA STATUTES.** The Authority hereby approves and authorizes the completion, 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 2013 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 16. RECOMMENDATION FOR APPROVAL TO BOARD OF COUNTY COMMISSIONERS.** The Issuer hereby recommends the issuance of the Bonds and financing of the Facilities for approval to the Board of County Commissioners of St. Johns County (the "St. Johns Board") and the Board of County Commissioners of Hillsborough County, Florida (the "Hillsborough Board"). The Issuer hereby directs the Chairman or Vice-Chairman, Issuer Counsel and Bond Counsel, either alone or jointly, at the expense of the Obligated Group, to cooperate in seeking approval for the issuance of the Bonds, and the financing of the Facilities by the St. John Board and Hillsborough Board, as the applicable elected representatives under and pursuant to the Act and Section 147(f) of the Code.

**SECTION 17. 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 18. 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 2013 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 2013 Bonds, and all subsequent owners from time to time of the Series 2013 Bonds, without privilege, priority or distinction as to lien or otherwise of any of the Series 2013 Bonds over any other of the Series 2013 Bonds.

**SECTION 19. LIMITED OBLIGATION. THE ISSUANCE OF THE SERIES 2013 BONDS SHALL NOT DIRECTLY OR INDIRECTLY OR CONTINGENTLY OBLIGATE THE AUTHORITY, THE COUNTY, HILLSBOROUGH COUNTY, FLORIDA, 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 2013 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 2013 BONDS SHALL NOT CONSTITUTE A LIEN UPON ANY PROPERTY OWNED BY THE AUTHORITY, THE COUNTY, HILLSBOROUGH COUNTY, FLORIDA, 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 BOND INDENTURE AND ANY OTHER AGREEMENTS SECURING THE SERIES 2013 BONDS. THE AUTHORITY HAS NO TAXING POWER.

**SECTION 20. 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 2013 Bonds issued under the Bond Indenture.

**SECTION 21. 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 22. EFFECTIVE DATE.** This Resolution shall take effect immediately upon its adoption.

**PASSED AND ADOPTED** this 28th day of January, 2013.

ST. JOHNS COUNTY INDUSTRIAL  
DEVELOPMENT AUTHORITY

(SEAL)

By: \_\_\_\_\_

Chairman

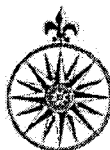
ATTEST:

Secretary



**EXHIBIT B**

**OPINION OF AUTHORITY ACCOUNTANT**



W. H. O'CONNELL  
& ASSOCIATES, P.A.

Certified Public Accountants

January 28, 2013

To the Board Members of  
the St. Johns County Industrial  
Development Authority  
St. Augustine, Florida

I have reviewed the financial information relating to the following bond issue that was provided by BVM Management, Inc. (The Sole Member), and BVM Lakeshore, LLC; BVM The Bridges, LLC; and BVM Coral Landing, LLC, (The Obligated group), and such other information, as I deemed necessary.

- BVM Management Florida Obligated group project, St Johns County Industrial Development Authority Healthcare Facilities Revenue Bonds, Series 2013 not exceeding \$60,000,000.

The purpose of this issue is to finance the costs related to the acquisition of senior living and health care facilities and common areas of Lakeshore Villas, Tampa Florida, Claridge House at The Bridges, Riverview Florida and Coral Landing, St. Augustine Florida. In addition, this financing will fund any necessary reserves and pay costs associated with the issuance. The purpose of my review is to provide the board members with assurances that the project meets the requirements of Florida Statutes 159.29(2). Under the provisions of this Statute, the Authority shall not enter into an agreement with a party that is not financially responsible and fully capable and willing to fulfill its obligations under the financing agreement, including, among other things, the obligation to make payments in the amounts and at the time required.

The intent of The Obligated group is to retire this bond debt from the company's future earnings and profits.

I reviewed the audited financial forecasts prepared by Dixon Hughes Goodman, Certified Public Accountants and Advisors on The Obligated group for the years ending 2013 thru 2016. In addition, I reviewed the real estate appraisals of each location.

The financial forecast indicates that sufficient funds could be generated to meet the Obligated group's operating expenses, working capital needs and other financial requirements, including debt service requirements with the proposed issue based on the underlying assumptions. In addition, the Sole Member has agreed to fully guarantee a line of credit of \$1,000,000 from a commercial bank to provide additional liquidity and working capital to the group if needed and \$4,000,000 in limited guarantees to be removed only when certain financial ratios are met for consecutive years.

Based upon the financial forecast, the real estate appraisals and the sole member's line of credit pledge and other limited guarantees it appears the project is capable, financially and otherwise, to fulfill its obligations pursuant to Florida Statute 159.29(2).

Sincerely,

W. Henry O'Connell CPA

**EXHIBIT C**

**AFFIDAVIT OF PUBLICATION OF NOTICE OF PUBLIC HEARING**

THE ST. AUGUSTINE RECORD

COPY OF AD

NABORS GIBLIN & NICKERSON PA
2502 ROCKY POINT DR STE 1060
TAMPA FL 33607

Ref.#: L2622-12
P.O.#: HG 10-08

PUBLISHED EVERY MORNING SUNDAY THRU SATURDAY
ST. AUGUSTINE AND ST. JOHNS COUNTY, FLORIDA

STATE OF FLORIDA,
COUNTY OF ST. JOHNS

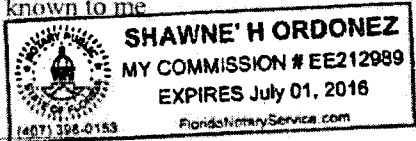
Before the undersigned authority personally appeared STEVEN SMITH
who on oath says that he/she is an Employee of the St. Augustine Record,
a daily newspaper published at St. Augustine in St. Johns County, Florida:
that the attached copy of advertisement being a NOTICE OF HEARING

In the matter of SJC INDUST DEV AUTHO - TEFRA HG OCTOBER 8, 2012
was published in said newspaper on 09/21/2012

Affiant further says that the St. Augustine Record is a newspaper published
at St. Augustine, in said St. Johns County, Florida, and that the said newspaper
heretofore has been continuously published in said St. Johns County, Florida,
each day and has been entered as second class mail matter at the post office in the
City of St. Augustine, in said St. Johns County, for a period of one year preceding
the first publication of the copy of 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 the advertisement for
publication in the said newspaper.

Sworn to and subscribed before me this 21st day of SEP -- 2012
by Steven Smith who is personally known to me
or who has produced as identification

(Signature of Notary Public) (Seal)



ST. JOHNS COUNTY INDUSTRIAL
DEVELOPMENT AUTHORITY
NOTICE OF PUBLIC HEARING

The St. Johns County Industrial
Development Authority (the
"Authority") will hold a public
hearing on Monday, October 8, 2012
at 3:00 P.M., or as soon thereafter
as practicable, in the Executive
Board Conference Room, County
Commission Office of the Adminis-
tration Building, 500 San Sebastian
View, St. Augustine, Florida 32084,
to consider adoption of a resolution
providing for the preliminary
approval of the issuance by the
Authority of not exceeding
\$60,000,000 of its Health Facilities
Revenue Bonds (BVM Florida
Obligated Group Project) (the
"Bonds") in one or more series.
The proceeds of the Bonds will be
loaned to BVM Coral Landing,
LLC, BVM Lakeshore, LLC and
BVM Bridges, LLC (collectively,
the "Obligated Group"). The Oblig-
ated Group will use the proceeds
of the Bonds, together with other
available monies, to (A) finance
the cost of (or reimburse itself for
prior expenditures for) (i) acquir-
ing 45 assisted living units, related
senior care facilities and common
areas located at 2820 Old Moultrie
Road, St. Augustine, Florida 32086,
and payoff related debt to such
facilities, (ii) acquiring 377 licensed
beds (including both assisted liv-
ing and skilled nursing), related
senior care facilities and common
areas located at 14002 Lakeshore
Villas Drive, Tampa, Florida,
33602, and payoff related debt to
such facilities, (iii) acquiring 101
assisted living units, related senior
care facilities and common areas
located at 11202 Dewhurst Drive,
Riverview, Florida 33576, and pay-
off related debt to such facilities
(i), (ii) and (iii) above, alto-
gether the "Facilities", (B) fund-
ing any necessary reserves, and
(C) paying costs related to the
issuance of the Bonds. The Facil-
ities described in (i) above will be
owned by BVM Coral Landing,
LLC, the Facilities described in (ii)
above will be owned by BVM Lake-
shore, LLC and the Facilities
described in (iii) above will be
owned by BVM Bridges, LLC.

The Bonds shall be payable solely
from the revenues derived from a
loan and other financing docu-
ments to be executed between the
Authority and the Obligated Group
prior to or contemporaneously with
the issuance of the Bonds. Such
Bonds and the interest thereon
shall not constitute an indebted-
ness or pledge of the general credit
or taxing power of St. Johns
County, the State of Florida, or any
political subdivision or agency
thereof. Issuance of the Bonds
shall be subject to several condi-
tions including satisfactory docu-
mentation and receipt of neces-
sary approvals for the financing.

The aforementioned meeting shall
be a public meeting and all per-
sons who may be interested will be
given an opportunity to be heard
concerning the same. Written
comments may also be submitted
prior to the hearing to the St. Johns
County Industrial Development
Authority, c/o Geoffrey B. Dobson,
Esq., Law Offices of Geoffrey B.
Dobson, P.O. Box 3588, St. Augus-
tine, Florida 32085. Comments
made at the hearing are for the
consideration of the Authority and
will not bind the Authority as to
any action it may take.

ALL PERSONS FOR OR AGAINST
SAID APPROVAL CAN BE
HEARD AT SAID TIME AND
PLACE IF A PERSON DECIDES
TO APPEAL ANY DECISION
MADE BY THE AUTHORITY
WITH RESPECT TO SUCH HEAR-
ING OR MEETING (S) HE WILL
NEED TO ENSURE THAT A
VERBATIM RECORD OF SUCH
HEARING OR MEETING IS
MADE WHICH RECORD
INCLUDES THE TESTIMONY
AND EVIDENCE UPON WHICH
THE APPEAL IS BASED.

In accordance with the Americans
with Disabilities Act, persons need-
ing a special accommodation to
participate in this proceeding
should contact the St. Johns County
ADA Coordinator at (904) 209-0650.

By order of the St. Johns County
Industrial Development Authority.
L2622-12 Sep 21, 2012