

RESOLUTION NO. 2014-156

RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF ST. JOHNS COUNTY, FLORIDA, REGARDING (1) AN INTERLOCAL AGREEMENT WITH ORANGE COUNTY HEALTH FACILITIES AUTHORITY AND OTHER JURISDICTIONS AND (2) GRANTING HOST COMMUNITY APPROVAL PURSUANT TO SECTION 147(f) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED, FOR ORANGE COUNTY HEALTH FACILITIES AUTHORITY REVENUE BONDS (PRESBYTERIAN RETIREMENT COMMUNITIES PROJECT), SERIES 2014 FOR THE BENEFIT OF PRESBYTERIAN RETIREMENT COMMUNITIES, INC, AND WESLEY MANOR, INC. AND RELATED CORPORATIONS; AND PROVIDING AN EFFECTIVE DATE.

**WHEREAS**, the St. Johns County Industrial Development (the "Authority") has received an application from Presbyterian Retirement Communities, Inc. ("PRC"), a Florida not-for-profit corporation, requesting that the Authority execute and deliver an interlocal agreement relating to the issuance by Orange County Health Facilities Authority (the "Issuer") of its not to exceed \$70,000,000 Revenue Bonds (Presbyterian Retirement Communities Project), Series 2014 (the "Bonds"), a portion of the proceeds of which relate to certain continuing care retirement community facilities owned by PRC, Palm Shores Retirement Community, Inc., Suncoast Manor Retirement Community, Inc., Wesley Manor, Inc. ("Wesley Manor"), Westminster Retirement Communities Foundation, Inc., Westminster Services, Inc. and Westminster Shores, Inc. (collectively, the "Obligated Group"); and

**WHEREAS**, the interlocal agreement will be by and between the Authority, the Issuer and other governmental bodies; and

**WHEREAS**, Wesley Manor owns a continuing care retirement facility known as Westminster Woods of Julington Creek ("Westminster Woods") which is located within the jurisdiction of St. Johns County, Florida (the "County"); and

**WHEREAS**, a portion of the proceeds of the Bonds may be used by the Obligated Group to reimburse and finance certain capital expenditures for capital improvements to Westminster Woods including (a) construction of a skilled nursing rehabilitation unit comprising approximately 20 beds and approximately 25,000 square feet at Westminster Woods, (b) construction of the replacement of the common areas at Westminster Woods, (c) construction of approximately 50 residential living units at Westminster Woods, and (d) various other capital improvements at Westminster Woods. The construction of and reimbursement for improvements inside the County are collectively referred to herein as the "Project"; and

**WHEREAS**, the Authority has agreed to execute and deliver such interlocal agreement subject to the approval by the Board of County Commissioners of St. Johns County, Florida (the

“Board”) of such financing for the purposes of Section 147(f) of the Internal Revenue Code, as amended (the “Code”); and

**WHEREAS**, neither the County, the Authority nor the State of Florida or any political subdivision or agency thereof shall in any way be obligated to pay the principal, premium, if any, or interest on the Bonds as the same shall become due, and the issuance of the Bonds shall not directly, indirectly, or contingently obligate the Authority, the County, the State of Florida, or any political subdivision or agency thereof to levy or pledge any form of taxation whatsoever therefor or to make any appropriation from ad valorem taxation revenues for their payment; and

**WHEREAS**, in order to satisfy the requirements of 147(f) of the Code, the Authority held a public hearing on the proposed issuance of the Bonds by the Issuer and the use of a portion of the proceeds on the Project, on May 12, 2014 and a hearing officer on behalf of the Authority held a public hearing on May 22, 2014 for the same purpose, which later date was at least 14 days following the publication of notice of such public hearing in a newspaper of general circulation in the County (a true and accurate copy of the proof of publication of such notice is attached hereto as Exhibit “A”), which latter public hearing was conducted in a manner that provided reasonable opportunity for persons with differing views to be heard on both the issuance of the Bonds and the use of a portion of the proceeds therefrom on the Project.

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD, THAT:**

**SECTION 1.** The financing of the Project through the issuance of the Bonds by the Issuer as described in the notice of public hearing attached hereto as Exhibit “A” is hereby approved for the purposes of satisfaction of Section 147(f) of the Code.

**SECTION 2.** The execution and delivery by the Authority of an interlocal agreement in the form approved by the Authority and attached hereto as Exhibit “B” is hereby approved.

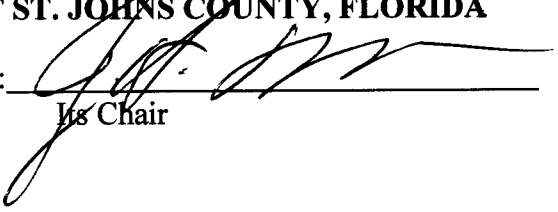
**SECTION 3.** The Bonds and the interest thereon shall not constitute an indebtedness or pledge of the general credit or taxing power of the County, the Authority, the State of Florida or any political subdivision or agency thereof but shall be payable solely from the revenues pledged therefor pursuant to that certain financing agreement entered into by and among the Issuer, the Obligated Group, a corporate trustee or other parties prior to or contemporaneously with the issuance of the Bonds.

**SECTION 4.** The approval given herein shall not be construed as (i) an endorsement of the creditworthiness of the Obligated Group or the financial viability of the Project, (ii) a recommendation to any prospective purchaser to purchase the Bonds or (iii) an evaluation of the likelihood of the repayment of the debt service on the Bonds, and the Board shall not be construed by reason of adoption of this Resolution to make any such endorsement, finding or recommendation or to have waived any right of the County or the Authority or to be estopped from asserting any rights or responsibilities the County or the Authority may have in such regard. Further, the approval by the Board of the issuance of the Bonds by the Issuer shall not be construed to obligate the County or the Authority to incur any liability, pecuniary or otherwise, in connection with either the issuance of the Bonds or the financing or refinancing of the Project, and the Issuer shall so provide in the financing documents setting forth the details of the Bonds.

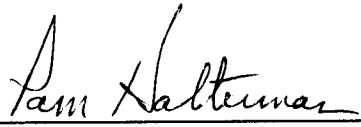
PASSED, APPROVED AND ADOPTED this 3<sup>rd</sup> day of June, 2014.

[OFFICIAL SEAL]

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

By:   
Its Chair

Attest:

By:   
*Deputy* Its Clerk



RENDITION DATE 6/10/14

Prepared by, record and return to:  
Irvin M. Weinstein, Esquire  
Rogers Towers, P.A.  
1301 Riverplace Boulevard, Suite 1500  
Jacksonville, Florida 32207

## INTERLOCAL AGREEMENT

**THIS INTERLOCAL AGREEMENT** dated as of \_\_\_\_\_, 2014 entered into by and among the **ST. JOHNS COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY** (the "Issuer"), the **BOARD OF COUNTY COMMISSIONERS OF LEON COUNTY, FLORIDA** ("Leon County"), the **CITY OF BRADENTON, FLORIDA** (the "City"), the **CITY OF ST. PETERSBURG HEALTH FACILITIES AUTHORITY** (the "SPHF Authority") and the **ORANGE COUNTY HEALTH FACILITIES AUTHORITY** (the "Orange Authority").

### R E C I T A L S :

The Issuer is a public body corporate and politic created and existing under Chapter 159, Part III, Florida Statutes (the "Act"). Leon County is political subdivision of the State of Florida and a public body corporate and politic. The City is a municipal corporation organized and existing under the laws of the State of Florida. The SPHF Authority is a public body corporate and politic created and existing under the Health Facilities Law, Chapter 154, Part III, Florida Statutes (the "Health Act"). The Orange Authority is public body corporate and politic created and existing under the Health Act. All of the parties hereto are public agencies within the meaning of the Florida Interlocal Cooperation Act of 1969.

The Obligated Group (as defined below) has represented that Presbyterian Retirement Communities, Inc., Palm Shores Retirement Community, Inc., Suncoast Manor Retirement Community, Inc., Wesley Manor, Inc., Westminster Retirement Communities Foundation, Inc., Westminster Services, Inc. and Westminster Shores, Inc., each a Florida not-for-profit corporation organized and existing under the laws of the State of Florida (together with any other not-for-profit corporations affiliated therewith which become a member of the obligated group financing, collectively, the "Obligated Group") taken together maintain continuing care retirement facilities within the jurisdiction of each of the parties hereto.

The Issuer represents that it intends to issue its not to exceed \$70,000,000 St. Johns County Industrial Development Authority Revenue Bonds (Presbyterian Retirement Communities Project), Series 2014 for the purpose of (i) refunding the Issuer's First Mortgage Revenue Bonds (Presbyterian Retirement Communities Project), Series 2004A and (ii) reimbursing or financing the following capital expenditures: (a) elevator modernization and upgrades at Westminster Towers in Orange County, (b) construction of 86 residential living units at Westminster Shores in Pinellas County, (c) construction of a 40-bed rehabilitation facility at Winter Park Towers in Orange County, (d) construction of a skilled nursing rehabilitation unit comprising approximately 20 beds and approximately 25,000 square feet at Westminster Woods of Julington Creek in St. Johns County, (e) construction of the replacement of the common areas at Westminster Woods of Julington Creek in St. Johns County, (f) construction of approximately 50 residential living units at Westminster Woods of Julington Creek in St. Johns County, (g) construction of 12 residential living units at Westminster Oaks in Leon County (h) addition of a

mansard roof and window replacements at the Shores building at Westminster Bradenton Towers in Manatee County, (i) common area renovations at Westminster Bradenton Manor in Manatee County, and (j) additional capital improvements at the foregoing facilities and at Westminster Suncoast and Westminster Palms in Pinellas County (collectively, the "Project").

In consideration of the mutual promises contained herein, the parties hereto agree as follows:

1. The Issuer may, upon finding that all applicable provisions of law have been complied with, issue its St. Johns County Industrial Development Authority Revenue Bonds (Presbyterian Retirement Communities Project), Series 2014, in one or more series in an aggregate principal amount not to exceed \$70,000,000 (collectively the "Bonds"). The proceeds of the Bonds may be used for the Project.

2. The Bonds shall be issued pursuant to the provisions of the Act. The Issuer shall assume responsibility for determining compliance with Chapter 159, Part II, including but not limited to, the criteria set forth in Section 159.29, Florida Statutes.

3. It is recognized that the capital improvements financed, refinanced and reimbursed are for facilities which have been or will be acquired, constructed, improved and equipped and are located within the respective jurisdictions of the parties hereto.

4. The Bonds shall be limited obligations of the Issuer payable solely from the revenues received from the Obligated Group and as otherwise provided in the financing documents. The Bonds shall not constitute a debt, liability or obligation of St. Johns County, the Issuer, Leon County, the City, the City of St. Petersburg, the SPHF Authority, Orange County, the Orange Authority or the State of Florida or any political subdivision thereof, and St. Johns County, the Issuer, Leon County, the City, the City of St. Petersburg, the SPHF Authority, Orange County, the Orange Authority and the State of Florida and any other political subdivision thereof shall not be liable thereon nor in any event shall the Bonds or the interest thereon be payable out of the funds or property other than those of the Issuer received from the Obligated Group and as otherwise described in the financing documents. The Bonds shall not constitute an indebtedness within the meaning of any constitutional or statutory debt limitation of the laws of the State of Florida. The Bonds shall not, directly or indirectly, obligate St. Johns County, the Issuer, Leon County, the City, the City of St. Petersburg, the SPHF Authority, Orange County, the Orange Authority or the State of Florida or any political subdivision thereof to levy any form of taxation therefor or to make any appropriations for their payment; and the Bonds shall not constitute a charge against the general credit or taxing powers of St. Johns County, the Issuer, Leon County, the City, the City of St. Petersburg, the SPHF Authority, Orange County, the Orange Authority or the State of Florida or any political subdivision thereof. The Issuer, the SPHF Authority and the Orange Authority have no taxing power.

5. The Issuer shall take all actions it deems necessary or appropriate in connection with the issuance of the Bonds, including, in its discretion, the preparation, review, execution and filing with government agencies of certificates, opinions, agreements and other documents to be delivered at the closing of the Bonds and the establishment of any funds and accounts pursuant to a financing agreement related to the Bonds.

6. None of the parties hereto shall be liable for the costs of issuing the Bonds or the costs incurred by any of them in connection with the preparation, review, execution or approval of this Interlocal Agreement or any documentation or opinions required to be delivered in connection therewith by St. Johns County, the Issuer, Leon County, the City, the City of St. Petersburg, the SPHF Authority, Orange County, the Orange Authority or the State of Florida or any political subdivision thereof or counsel to any of them. All of such costs shall be paid from the proceeds of the Bonds or from other moneys of the Obligated Group.

7. The Obligated Group, by its approval and acknowledgment at the end of this Agreement, agrees to indemnify and hold harmless the parties hereto, and their respective elected and appointed officials, officers, employees and agents, from and against any and all losses, claims, damages, liabilities or expenses, of every conceivable kind, character and nature whatsoever, including, but not limited to, losses, claims, damages, liabilities or expenses (including reasonable fees and expenses of attorneys, accountants, consultants and other experts), arising out of, resulting from, or in any way connected with this Agreement or the issuance of the Bonds.

8. Upon filing as hereinafter provided, this Agreement will remain in full force and effect from the date of its execution, until such time as it is terminated by any party hereto upon 10 days advance written notice to the other parties hereto. Notwithstanding the foregoing, it is agreed that this Agreement may not be terminated so long as any of the Bonds remains outstanding or unpaid. Nothing herein shall be deemed in any way to limit or restrict any party hereto from issuing its own obligations or entering into any other agreement for the financing or refinancing of any facility which any party hereto may choose to finance or refinance.

9. It is agreed that this Agreement shall be filed by the Obligated Group or its authorized agent or representative with the Clerks of the Circuit Courts of Leon, Manatee, Orange, Pinellas and St. Johns Counties, all in accordance with the Interlocal Act, and that this Agreement shall not become effective until so filed.

10. 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.

11. The approval given herein shall not be construed as (i) an endorsement of the creditworthiness of the Obligated Group or the financial viability of the Project, (ii) a recommendation to any prospective purchaser to purchase the Bonds, (iii) an evaluation of the likelihood of the repayment of the debt service on the Bonds, or (iv) 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 parties hereto shall not be construed by reason of their execution and delivery of this Agreement to make any such endorsement, finding or recommendation to have waived any right of the parties hereto or estopping the parties hereto from asserting any rights or responsibilities it may have in such regard. Further, the approval by the Board of County Commissioners of St. Johns County,

Florida of the issuance of the Bonds by the Issuer shall not be construed to obligate any public agency to incur any liability, pecuniary or otherwise, in connection with either the issuance of the Bonds or the refinancing of the acquisition and construction of the Project.

12. This Agreement shall be construed and governed by the laws of the State of Florida.

13. This Agreement shall be effective from the date last executed by a party hereto, and shall expire upon the refunding or redemption of the Bonds or upon subsequent actions of the Issuer prior to the issuance of the Bonds.

14. This Agreement may be executed in counterparts which, when combined with executed counterparts signed by each of the parties hereto, shall be deemed an original executed Agreement.

[Signature pages to follow]

IN WITNESS WHEREOF, this Interlocal Agreement has been executed and delivered by and on behalf of the authorized officers and representatives of the parties hereto.

**ST. JOHNS COUNTY INDUSTRIAL  
DEVELOPMENT AUTHORITY**

Date: \_\_\_\_\_

By: \_\_\_\_\_  
Its: Chairman

Attest: \_\_\_\_\_  
Assistant Secretary

STATE OF FLORIDA

COUNTY OF ST. JOHNS

The foregoing instrument was acknowledged before me this \_\_\_ day of \_\_\_\_\_, 2014, by \_\_\_\_\_, Chairman of the St. Johns County Industrial Development Authority, who is personally known to me or who have produced \_\_\_\_\_ as identification.

Notary Public, State of Florida

Name: \_\_\_\_\_

My Commission Expires: \_\_\_\_\_

My Commission Number is: \_\_\_\_\_



LEON COUNTY, FLORIDA

By: \_\_\_\_\_  
Chairman  
Board of County Commissioners

ATTEST:  
\_\_\_\_\_, Clerk of the Court  
Leon County, Florida

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

APPROVED AS TO FORM:  
Leon County Attorney's Office

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
County Attorney

STATE OF FLORIDA

COUNTY OF LEON

The foregoing instrument was acknowledged before me this \_\_\_ day of \_\_\_\_\_, 2014, by \_\_\_\_\_, Chairman of the Board of County Commissioners of Leon County, Florida, who is personally known to me or who has produced \_\_\_\_\_ as identification.

Notary Public, State of Florida  
Name: \_\_\_\_\_

My Commission Expires: \_\_\_\_\_  
My Commission Number is: \_\_\_\_\_

**CITY OF BRADENTON, FLORIDA**

Date: \_\_\_\_\_

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

Name: Wayne H. Poston  
Mayor

Attest: \_\_\_\_\_

Name: Carl A. Callahan  
City Clerk

STATE OF FLORIDA

COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this \_\_\_ day of \_\_\_\_\_, 2014, by Wayne H. Poston, Mayor of the City of Bradenton, Florida, who is personally known to me or who has produced \_\_\_\_\_ as identification.

\_\_\_\_\_  
Notary Public, State of Florida  
Name: \_\_\_\_\_

My Commission Expires: \_\_\_\_\_  
My Commission Number is: \_\_\_\_\_

**CITY OF ST. PETERSBURG HEALTH  
FACILITIES AUTHORITY**

DATE: \_\_\_\_\_

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

Its:

Attest: \_\_\_\_\_

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this \_\_\_ day of \_\_\_\_\_, 2014, by \_\_\_\_\_, \_\_\_\_\_ of the City of St. Petersburg Health Facilities Authority, who is personally known to me or who has produced \_\_\_\_\_ as identification.

Notary Public, State of Florida

Name: \_\_\_\_\_

My Commission Expires: \_\_\_\_\_

My Commission Number is: \_\_\_\_\_

**ORANGE COUNTY HEALTH  
FACILITIES AUTHORITY**

DATE: \_\_\_\_\_

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

Its:

Attest: \_\_\_\_\_

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this \_\_\_\_ day of \_\_\_\_\_, 2014, by \_\_\_\_\_, \_\_\_\_\_ of the Orange County Health Facilities Authority, who is personally known to me or who has produced \_\_\_\_\_ as identification.

Notary Public, State of Florida

Name: \_\_\_\_\_

My Commission Expires: \_\_\_\_\_

My Commission Number is: \_\_\_\_\_

APPROVAL AND ACKNOWLEDGMENT OF THE OBLIGATED GROUP

Presbyterian Retirement Communities, Inc., a Florida not for profit corporation on behalf of the obligated group for which the Bonds are being issued, hereby approves this Interlocal Agreement and acknowledges acceptance of its obligations arising hereunder, including, without limitation, its obligations under Section 7 hereof regarding indemnification, by causing this Approval and Acknowledgment to be executed by its proper officer as of the date of said Interlocal Agreement.

**PRESBYTERIAN RETIREMENT  
COMMUNITIES, INC.**

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

Henry T. Keith  
Treasurer

**EXHIBIT C**

**(Affidavit of Public Hearing Notice)**

ROGERS TOWERS  
ATTN TINA BENTLEY  
1301 RIVERPLACE BLVD STE 1500  
JACKSONVILLE FL 32207

Ref.#: L1315-14  
P.O.#: WEINSTEIN IR

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 **MEGAN BECKER**  
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 IND-DEVELOPMENT - HEARING MAY 22, 2014**  
was published in said newspaper on **05/08/2014**

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 \_\_\_\_\_ day of MAY 08 2014

by Megan Becker  
or who has produced as identification

who is personally known to me  
**SHAWNE' H ORDONEZ**  
MY COMMISSION # EE212989  
EXPIRES July 01, 2016  
(407) 388-0153 FloridaNotaryService.com

[Signature]  
(Signature of Notary Public) (Seal)

**NOTICE OF PUBLIC HEARING**  
NOTICE IS HEREBY GIVEN that a public hearing will be held on the 22nd day of May, 2014 at 3:00 p.m. at San Sebastian Conference Room, 2nd Floor, County Administration Building, 500 San Sebastian View, St. Augustine, Florida 32084 by the hearing officer for the St. Johns County Industrial Development Authority (the "Authority") on behalf of the Authority relating to the issuance by the Orange County Health Facilities Authority of such issuer's Revenue Bonds (Presbyterian Retirement Communities Project), Series 2014 in an aggregate principal amount not to exceed \$70,000,000 in one or more series under a plan of financing (the "Bonds") for the purpose of (i) refunding the Authority's First Mortgage Revenue Bonds (Presbyterian Retirement Communities Project), Series 2004A presently outstanding in the aggregate principal amount of \$28,775,000 and (ii) refinancing and financing capital improvements located on the campus of Westminster Woods of Julianon Creek located in Earle Cove in St. Johns County, Florida with an address of 25 State Road 13, Jacksonville, Florida including (A) approximately \$3,000,000 for the construction of a skilled nursing rehabilitation unit comprising approximately 20 beds and approximately 25,000 square feet; (B) approximately \$15,000,000 for the construction of the replacement of the common areas and adding approximately 10 residential living units of approximately 1,800 square feet each and (C) approximately \$5,000,000 for various other capital improvements at the foregoing facility. Westminster Woods of Julianon Creek is a 591-unit continuing care retirement community owned by Wesley Manor, Inc.  
The Public Hearing described above is required by the Internal Revenue Code of 1986, as amended. At the time and place set for public hearing, residents, taxpayers and other interested persons will be given the opportunity to express their views, both orally and in writing, on the proposed issuance of the Bonds. Written comments may also be submitted to the Authority by mail to the attention of Melissa S. Glasgow, Director of Economic Development, Office of the County Administrator, St. Johns County Board of County Commissioners, 500 San Sebastian View, St. Augustine, Florida 32084. Additional information can be obtained from that office.  
Pursuant to Section 286.0105, Florida Statutes, as amended, the Authority hereby advises that if any person decides to appeal any decision made by the Authority with respect to any matter considered at such public hearing and meeting, such person will need a record of the proceedings and, for such purpose, may need to insure that a verbatim record of the proceedings is made, which record includes the testimony and the evidence upon which the appeal is to be based.  
In accordance with the Americans with Disabilities Act, persons needing special accommodation to participate in this proceeding should contact the individual or agency publishing this notice no later than seven days prior to the proceeding at the address given in this notice or by calling Melissa S. Glasgow, telephone 904.209.0522.  
DATED: May 8, 2014.  
By: ST. JOHNS COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY  
L1315-14, May 8, 2014

**EXHIBIT D**

**(Authority Resolution)**



RESOLUTION NO. 2014- 3

A RESOLUTION OF THE ST. JOHNS COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY AUTHORIZING THE EXECUTION AND DELIVERY OF AN INTERLOCAL AGREEMENT BETWEEN THE ST. JOHNS COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY, ORANGE COUNTY HEALTH FACILITIES AUTHORITY AND OTHER JURISDICTIONS PURSUANT TO WHICH THE ORANGE COUNTY HEALTH FACILITIES AUTHORITY IS AUTHORIZED TO ISSUE ITS REVENUE BONDS FOR THE BENEFIT OF PRESBYTERIAN RETIREMENT COMMUNITIES, INC. AND CORPORATIONS AFFILIATED WITH IT; APPOINTING A HEARING OFFICER FOR A PUBLIC HEARING ON BEHALF OF THE ST. JOHNS COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY; GRANTING HOST COMMUNITY APPROVAL PURSUANT TO THE INTERNAL REVENUE CODE; APPROVING A FORM OF ESCROW DEPOSIT AGREEMENTS; AND PROVIDING FOR AN EFFECTIVE DATE.

BE IT RESOLVED BY THE ST. JOHNS COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY:

SECTION 1. AUTHORITY FOR THIS RESOLUTION. This Resolution is adopted pursuant to the provisions of the Florida Interlocal Cooperation Act of 1969, Section 163.01, Florida Statutes, as amended and other provisions of law.

SECTION 2. FINDINGS.

A. Presbyterian Retirement Communities, Inc. ("PRC"), Palm Shores Retirement Community, Inc., Suncoast Manor Retirement Community, Inc., Wesley Manor, Inc. ("Wesley Manor"), Westminster Retirement Communities Foundation, Inc., Westminster Services, Inc. and Westminster Shores, Inc. each is a not-for-profit corporation organized and existing under the laws of the State of Florida (collectively, the "Obligated Group").

B. Wesley Manor owns a continuing care retirement facility known as Westminster Woods at Julington Creek ("Westminster Woods") which is located within the jurisdiction of St. Johns County, Florida (the "County").

C. The Obligated Group desires to (i) reimburse and finance certain capital expenditures for capital improvements to facilities located in counties other than the County and (ii) reimburse and finance certain capital improvements including (a) construction of a skilled nursing rehabilitation unit comprising approximately 20 beds and approximately 25,000 square feet at Westminster Woods, (b) construction of the replacement of the common areas at Westminster Woods, (c) construction of approximately 50 residential living units at Westminster

Woods, and (d) various other capital improvements at Westminster Woods. The construction of improvements in the County and refunding the St. Johns County Industrial Development Authority First Mortgage Revenue Bonds (Presbyterian Retirement Communities Project), Series 2004A (the "Refunded Bonds") are collectively referred to herein as the "Project." The Obligated Group further has requested that financing of the Project be effected by the issuance of revenue bonds by the Orange County Health Facilities Authority (the "Issuer") in conjunction with an interlocal agreement between the Issuer, the St. Johns County Industrial Development Authority (the "Authority") and other governmental bodies.

D. PRC represents that it has made application to the Issuer requesting that the Issuer issue not to exceed \$70,000,000 of the Issuer's Revenue Bonds (Presbyterian Retirement Communities Project), Series 2014 (the "Bonds") to finance the Project.

E. In order to satisfy the requirements of Section 147(f) of the Internal Revenue Code of 1986, as amended, a public hearing was held by the Authority upon public notice published in a newspaper of general circulation in the County no less than 13 days prior to the scheduled date of such public hearing, at which hearing members of the public were offered reasonable opportunity to be heard on all matters pertaining to the Project and to the issuance of the Bonds. The public hearing provided a reasonable opportunity for interested individuals to express their views, both orally and in writing, on the proposed issuance of the Bonds and the use of the proceeds therefrom on the Project, and was held in a location which, under the facts and circumstances, was convenient for residents of the County. The notice was reasonably designed to inform residents of the County, of the proposed issue, stated that the issuer of the Bonds would be the Issuer, stated the time and place for the hearing, and contained the information required by the Internal Revenue Code of 1986, as amended (the "Code"). The 13-day period was adequate for notice to be brought to the attention of all interested persons and provided sufficient time for interested persons to prepare for and express their views at such hearing and meeting. Because the foregoing notice did not provide 14 days' advance notice of the hearing, the Authority hereby appoints Melissa S. Glasgow (Director of Economic Development) or her designee to conduct an additional public hearing, said hearing to be held at 3:00 p.m. on May 22, 2014 at the County Administration Building. The notice of public hearing shall be prepared and published in accordance with applicable requirements of the Code.

SECTION 3. AUTHORIZATION OF INTERLOCAL AGREEMENT. The Interlocal Agreement between the Authority and the Issuer and any other appropriate governmental bodies (the "Interlocal Agreement"), substantially in the form attached hereto as Exhibit A with such changes, corrections, insertions and deletions as may be approved by the Chairman or Vice Chairman of the Authority, such approval to be evidenced conclusively by his or her execution thereof and the bonds authorized to be issued thereunder is hereby approved; the Authority hereby authorizes and directs the Chairman or Vice Chairman of the Authority to execute and the Secretary or Assistant Secretary to attest under the seal of the Authority, the Interlocal Agreement and to deliver the Interlocal Agreement to the other parties thereto.

SECTION 4. AUTHORIZATION OF FINANCING OF THE PROJECT. The financing of the Project through the issuance of the Bonds by the Issuer is hereby approved for the purposes of satisfaction of Section 147(f) of the Code; *provided, however*, that such approval shall be conditioned upon approval of the Project by the Board of County Commissioners of St. Johns County.

SECTION 5. IMPACT OF PROJECT. The County has and will be able to continue to cope satisfactorily with the impact of the Project and will be able to provide, or cause to be provided when needed, the public facilities, including utilities and public services, that are necessary for the Project. Notwithstanding any provisions to the contrary contained herein, the County will not incur any obligation (financial or otherwise) to provide such public facilities, utilities and services by virtue of this Resolution.


SECTION 6. AUTHORIZATION OF ESCROW DEPOSIT AGREEMENTS. An Escrow Deposit Agreement relating to the Refunded Bonds among the Authority, PRC and Wells Fargo Bank, National Association, as Escrow Agent thereunder and as Trustee under the bond indenture for the Refunded Bonds, substantially in the form attached hereto as Exhibit B, with such changes, corrections, insertions and deletions as may be approved by the Chairman or Vice Chairman of the Authority, such approval to be evidenced conclusively by his or her execution thereof, is hereby approved. The Authority hereby authorizes and directs the Chairman or Vice Chairman of the Authority to execute and the Secretary or any Assistant Secretary to attest under the seal of the Authority, the Escrow Deposit Agreement and to deliver same to the other parties thereto. The authorized officers of the Authority are hereby further authorized to do all other acts necessary to implement the Escrow Deposit Agreement including subscribing for U.S. Treasury Securities—State and Local Government Series. Should an escrow deposit agreement be necessary with respect to the redemption of the Authority's outstanding Taxable Variable Rate Demand First Mortgage Revenue Bonds (Presbyterian Retirement Communities Project), Series 2004B, such an escrow deposit agreement in form similar to that approved with respect to the Refunded Bonds with such changes, corrections, insertions and deletions as may be approved by the Chairman or Vice Chairman of the Authority, such approval to be evidenced conclusively by his or her execution thereof, is hereby approved. The Authority hereby authorizes and directs the Chairman or Vice Chairman of the Authority to execute and the Secretary or any Assistant Secretary to attest under the seal of the Authority, such escrow deposit agreement and to deliver same to the other parties thereto.

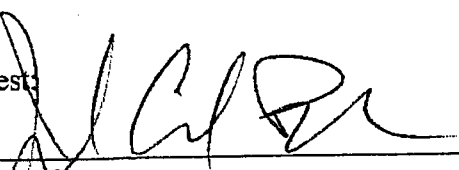
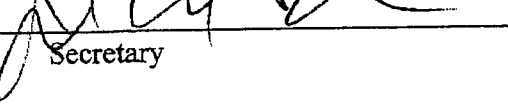
SECTION 7. EFFECTIVE DATE. This Resolution shall become effective upon its adoption.

PASSED AND ADOPTED this 12<sup>th</sup> day of May, 2014.

[SEAL]

ST. JOHNS COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY

By:   
Chairman

Attest:   
By:   
Secretary

**EXHIBIT A**

**(Authority Interlocal Agreement)**

*Exhibits are available at BCC Office*

**EXHIBIT B**

**(Escrow Deposit Agreement)**

*Exhibits are available at BCC Office*