

RESOLUTION NO. 2014-17

A RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF ST. JOHNS COUNTY, FLORIDA, APPROVING THE ISSUANCE BY THE ST. JOHNS COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY OF ITS \$8,000,000 HEALTH CARE REVENUE BONDS (VICAR'S LANDING PROJECT), SERIES 2014A AND ITS NOT TO EXCEED \$8,000,000 HEALTH CARE REVENUE BONDS (VICAR'S LANDING PROJECT), SERIES 2014B TO FINANCE THE ACQUISITION, RENOVATION, CONSTRUCTION, EXPANSION, IMPROVEMENT AND EQUIPPING OF VARIOUS CAPITAL IMPROVEMENTS TO THE HEALTH CARE FACILITIES FOR THE VICAR'S LANDING CONTINUING CARE FACILITY OWNED AND OPERATED BY LIFE CARE PONTE VEDRA, INC., PURSUANT TO CHAPTERS 125 AND 159, FLORIDA STATUTES, AS AMENDED, AND SECTION 147(f) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, the St. Johns County Industrial Development Authority (hereafter, the "Authority") is a public body corporate and politic duly created and existing as a local governmental body and is authorized and empowered by Chapter 159, Parts II and III, Florida Statutes, as amended (the "Act"), to make and execute financing agreements, contracts, deeds and other instruments necessary or convenient for the purpose of facilitating the financing of the acquisition, construction and equipping of projects, as defined in the Act, including machinery, equipment, land, rights in land and other appurtenances and facilities related thereto, to the end that the Authority may be able to promote the health and economic growth of St. Johns County (the "County") and the State of Florida, increase opportunities for gainful employment and otherwise contribute to the health and welfare of the State of Florida and its inhabitants, and to finance the cost of such projects by the issuance of revenue bonds; and

WHEREAS, on December 9, 2013, the Authority adopted its resolution (the "Authority Resolution") authorizing the issuance by the Authority of its \$8,000,000 Health Care Revenue Bonds (Vicar's Landing Project), Series 2014A (the "2014A Bonds") and its not to exceed \$8,000,000 Health Care Revenue Bonds (Vicar's Landing Project), Series 2014B (the "2014B Bonds," and together with the 2014A Bonds, collectively, the "2014 Bonds"), for the purpose of financing the acquisition, renovation, construction, expansion, improvement and equipping of various capital improvements to the health care facilities (the "Project") for Life Care Ponte Vedra, Inc., the owner of the Vicar's Landing continuing care community, located in St. Johns County, all subject to approval by the Board of County Commissioners of St. Johns County, Florida (the "Board"); and

WHEREAS, the Authority has advised the Board that Section 147(f) of the Internal Revenue Code of 1986, as amended (hereinafter referred to as the "Code") requires public

approval of certain private activity bonds by an applicable elected representative or governmental unit following a public hearing and the Board constitutes an applicable elected representative or governmental unit; and

WHEREAS, the Authority has advised the Board that pursuant to Section 147(f) of the Code, a public hearing was scheduled before the Authority for December 9, 2013, and notice of such hearing was given in the form and in the manner required by the Code; and

WHEREAS, the Authority has advised the Board that the Authority did on December 9, 2013, hold the public hearing and provided at such hearing reasonable opportunity for all interested individuals to express their views, both orally and in writing, on the issuance of the Bonds and the location and nature of the Project for the purposes state above; and

WHEREAS, the Authority has provided the Board with a report with respect to the hearing so the Board may diligently and conscientiously consider all comments and concerns expressed at the hearing; and

WHEREAS, the Board desires to express its approval of the issuance of the Bonds as required by Section 147(f) of the Code and pursuant to Section 125.01(1)(z), Florida Statutes;

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

SECTION 1. NO INDEBTEDNESS OF COUNTY. 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 a loan agreement to be entered into by and between the Authority and the Borrower prior to or contemporaneously with the issuance of the Bonds.

SECTION 2. BONDS APPROVED. The Board hereby approves, within the meaning of Section 147(f) of the Code and Section 125.01(1)(z), Florida Statutes, the issuance by the Authority, of its \$8,000,000 Health Care Revenue Bonds (Vicar's Landing Project), Series 2014A and its Not to Exceed \$8,000,000 Health Care Revenue Bonds (Vicar's Landing Project), Series 2014B for the purposes stated above. The approval given herein shall not be construed as (i) an endorsement of the creditworthiness of Life Care Ponte Vedra, Inc. 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 development, building or other regulatory permits relating to the Project, and the Board shall not be construed by reason of its execution and delivery of this Resolution to make any such endorsement or recommendation.

SECTION 2. 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 3. EFFECTIVE DATE. This Resolution shall take effect immediately upon its adoption.


PASSED, APPROVED AND ADOPTED: This 21st day of January, 2014.



Attest:

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

By: 
Chair

By: 
DEPUTY Clerk

RENDITION DATE 1/23/14

EXHIBIT A
AUTHORITY RESOLUTION

RESOLUTION NO. 2013-06

A RESOLUTION AUTHORIZING THE ISSUANCE OF NOT EXCEEDING \$16,000,000 HEALTH CARE REVENUE BONDS (VICAR'S LANDING PROJECT), SERIES 2014, IN ONE OR MORE SERIES, TO FINANCE THE ACQUISITION, RENOVATION, CONSTRUCTION, EXPANSION, IMPROVEMENT AND EQUIPPING OF HEALTH CARE FACILITIES FOR THE VICAR'S LANDING CONTINUING CARE FACILITY LOCATED WITHIN ST. JOHNS COUNTY, FUND A DEBT SERVICE RESERVE FUND, AND PAY COSTS OF ISSUANCE OF THE 2014 BONDS; PROVIDING FOR A LOAN TO THE BORROWER TO PAY THE COSTS FOR SUCH PURPOSES; PROVIDING FOR THE RIGHTS OF THE HOLDERS OF THE 2014 BONDS; PROVIDING FOR THE PAYMENT THEREOF; MAKING CERTAIN OTHER COVENANTS AND AGREEMENTS IN CONNECTION WITH THE ISSUANCE OF THE 2014 BONDS; APPROVING THE EXECUTION AND DELIVERY OF A SUPPLEMENTAL TRUST INDENTURE, AND A SUPPLEMENTAL LOAN AGREEMENT, MORTGAGE, SECURITY AGREEMENT AND NOTICE OF FUTURE ADVANCE FOR THE 2014 BONDS AND A BOND PURCHASE CONTRACT WITH COMPASS MORTGAGE CORPORATION AND OTHER RELATED DOCUMENTS; AND PROVIDING AN EFFECTIVE DATE.

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

SECTION 1. AUTHORITY FOR THIS RESOLUTION. This resolution is adopted pursuant to the provisions of Chapter 159, Parts II and III, and Chapter 154, Part III, Florida Statutes, as amended, and other applicable provisions of law (the "Act").

SECTION 2. DEFINITIONS. Unless the context otherwise requires, the terms used in this Resolution shall have the meanings specified in the Trust Indenture, dated as of February 15, 2007 (the "Original Indenture") by and between the St. Johns County Industrial Development Authority (the "Issuer") and Commerce Bank, National Association, as trustee, as to which TD Bank, National Association serves as successor trustee by acquisition (the "Trustee"), to be amended and supplemented by the First Supplemental Trust Indenture dated as of January 1, 2014 (the "First Supplemental Indenture," and, with the Original Indenture, the "Indenture") between the Issuer and the Trustee and the Loan Agreement, Mortgage and Security Agreement dated as of February 15, 2007 (the "Original Loan Agreement") by and between the Issuer and Life Care Ponte Vedra, Inc., a Florida not-for-profit corporation (the "Borrower"), to be amended and supplemented by the First Supplemental Loan Agreement, Mortgage, Security Agreement and Notice of Future Advance dated as of January 1, 2014 (the

"First Supplemental Loan Agreement" and, with the Original Loan Agreement, the "Loan Agreement"), the First Supplemental Indenture and First Supplemental Loan Agreement being attached hereto as Exhibits "A" and "B" respectively.

SECTION 3. FINDINGS. In reliance upon the representations made to the Issuer by the Borrower, the financial advisor to the Issuer and others, it is hereby found, ascertained, determined and, declared as follows:

A. The Issuer is authorized by the Act to make and execute financing agreements, contracts, deeds and other instruments necessary or convenient for the purpose of facilitating the financing and refinancing of the acquisition, construction and equipping of projects as defined in the Act, including machinery, equipment, land, rights in land and other appurtenances and facilities related thereto, to the end that the Issuer will be able to promote the economic growth of the State of Florida, increase opportunities for gainful employment, improve health care, and otherwise contribute to the general health and welfare of the State of Florida and its inhabitants, and to finance the cost of such projects by the issuance of revenue bonds.

B. The Issuer is a "local agency" within the meaning of Section 159.27(4), Florida Statutes.

C. The Borrower has acquired, constructed and equipped a continuing care retirement facility presently consisting of approximately 227 residential living units, 60 nursing beds and 38 assisted living units and related common areas located in the Sawgrass area of St. Johns County, Florida known as Vicar's Landing (the "Vicar's Landing Community") which has been refinanced from a loan of the proceeds of the Issuer's Health Care Revenue Refunding Bonds (Vicar's Landing Project), Series 2007.

D. The Borrower has developed a financing plan as follows:

(a) The Borrower has requested the Issuer to issue its Not to Exceed \$16,000,000 Health Care Revenue Bonds (Vicar's Landing Project), Series 2014 (the "2014 Bonds"), designated \$8,000,000 St. Johns County Industrial Development Authority Health Care Revenue Bonds (Vicar's Landing Project), Series 2014A and not to exceed \$8,000,000 St. Johns County Industrial Development Authority Health Care Revenue Bonds (Vicar's Landing Project), Series 2014B, as Additional Bonds under the Issuer's Indenture to provide funds for (1) financing a portion of the costs of acquisition, renovation, construction, expansion, improvement and equipping of various capital improvements to the Borrower's health care facilities (the "Project"), (2) funding a Debt Service Reserve Fund for the 2014 Bonds, and (3) paying the costs of issuance of the 2014 Bonds.

(b) The proceeds from the issuance of the 2014 Bonds by the Issuer will be loaned to the Borrower for such Project purposes pursuant to the Loan Agreement.

E. In reliance on the recommendations of the Issuer's financial advisor, and giving due regard to the ratio of the Borrower's current assets to its current liabilities, net worth, earning trends, coverage of all fixed charges, the nature of its business and the industry in which it is involved, its inherent stability, and all other factors determinative of Borrower's capabilities, financial and otherwise, of fulfilling its obligations consistently with the purposes of the Act, the Borrower is financially responsible and fully capable and willing to fulfill its obligations under the Loan Agreement, including its obligation to make payments thereunder in the amounts and at the times required pursuant to the terms of the Loan Agreement and its obligation to operate, repair and maintain the Vicar's Landing Community and the Project at its own expense, and Borrower is desirous of serving the purposes of the Act and is willing and capable of fully performing all other obligations and responsibilities imposed upon it pursuant to the provisions of the Loan Agreement.

F. Adequate provision is made under the provisions of the Loan Agreement for the operation, repair and maintenance of the Vicar's Landing Community and the Project at the expense of the Borrower, and for the payment of the principal of and premium, if any, and interest on the 2014 Bonds.

G. The principal of and premium, if any, and interest on the 2014 Bonds and all payments of the Issuer required under the Loan Agreement, the 2014 Bonds and the Indenture shall be payable by the Issuer solely from the Trust Estate under the Indenture, including the proceeds derived by the Issuer under the Loan Agreement and the Loan Payments required to be made by the Borrower in connection with its use and operation of the Project and the other security provided by the Borrower under the Loan Agreement, and the Issuer shall never be required to: (i) levy ad valorem taxes on any property within its territorial limits to pay the principal and purchase price of and premium, if any, and interest on the 2014 Bonds or to make any other payments provided for under the Loan Agreement, the 2014 Bonds, and the Indenture; (ii) pay the same from any funds of the Issuer other than those derived by the Issuer under the Loan Agreement, the 2014 Bonds and the Indenture; or (iii) require or enforce any payment or performance by the Borrower as provided by the Indenture, the 2014 Bonds or the Loan Agreement unless the Issuer's expenses in respect thereof shall be paid from moneys derived under the Loan Agreement or shall be advanced to the Issuer for such purpose, and the Issuer shall receive indemnity to its satisfaction. Such 2014 Bonds shall not constitute a lien upon any property owned by or situated within the territorial limits of the Issuer except the Trust Estate in the manner provided in the Loan Agreement and the Indenture. Neither the faith and credit of the Issuer or of the County nor the taxing power of the Issuer, the County or the State of Florida or any political subdivision thereof shall be pledged to the payment of the 2014 Bonds. No covenant or agreement contained in any of the documents referred to in this Resolution shall be deemed to be a covenant or agreement of any member, official, agent or employee of the Issuer in his individual capacity, all such liability being released as a condition of, and as a consideration for, the execution of such documents.

H. The County will be able to cope satisfactorily with the impact of the Vicar's Landing Community and the Project and is able to provide, or cause to be provided when needed, the public facilities, including utilities and public services, that will be necessary for the construction, operation, repair and maintenance of the Vicar's Landing Community and the Project and on account of any increases in population or other circumstances resulting therefrom.

I. The costs to be paid from the proceeds of the 2014 Bonds shall be costs of a project within the meaning of the Act.

J. The payments to be made by the Borrower to the Trustee under the Loan Agreement will be sufficient to pay all principal of and interest on and premium, if any, for the 2014 Bonds, as the same shall become due, and to make all other payments required by the Loan Agreement and the Indenture.

K. The purposes of the Act will be served by financing the Project in the manner provided in the Indenture and the Loan Agreement.

L. On December 9, 2013 the Issuer conducted a public hearing with respect to the issuance of the 2014 Bonds, in accordance with the requirements of the Internal Revenue Code of 1986, as amended, and having considered all comments presented at such hearing, the Issuer desires to proceed with the financing. The Chairman shall prepare or cause to be prepared and file with the Issuer and with the Board of County Commissioners of the County a report of the statements made and materials submitted at the hearing.

M. The Issuer hereby finds that the size and complexity of the financing requires that its terms be negotiated at private sale rather than offered by competitive bid at public sale in order to assure the most favorable terms in the bond market and, therefore, has determined to sell the 2014 Bonds at private, negotiated sale.

N. The Issuer has received a form of Bond Purchase Contract (the "Purchase Contract") from Compass Mortgage Corporation (hereinafter called the "Purchaser"), in the form attached hereto as Exhibit "C", the acceptance of the terms of which the Issuer determines to be in its best interest.

SECTION 4. PROJECT AUTHORIZED. The Project described in the First Supplemental Loan Agreement and the First Supplemental Indenture is hereby authorized.

SECTION 5. CONDITIONAL AUTHORIZATION OF 2014 BONDS. The 2014 Bonds are hereby authorized to be issued in the form and manner described in the Indenture and the Purchase Contract. The Issuer hereby declares its intent to issue and sell the 2014 Bonds all at one time by a negotiated sale. Notwithstanding the foregoing, the 2014 Bonds shall not be sold or issued, and the Indenture and Loan Agreement shall not be executed or

delivered, until the Board of County Commissioners of the County shall have approved the issuance of the 2014 Bonds.

SECTION 6. APPROVAL OF AND AUTHORIZATION OF EXECUTION AND DELIVERY OF BOND DOCUMENTS. The bond documents named on the Bond Documents List attached hereto as Exhibit "D" (the "Bond Documents") are hereby approved, and such of the Bond Documents to which the Issuer is a party are authorized in the form on file with the Secretary of the Issuer, with such alterations and corrections as may be approved by the Chairman or Vice Chairman of the Issuer, such approval to be presumed by his execution thereof, and, subject to the condition in Section 5 hereof, the Issuer hereby authorizes and directs the Chairman or Vice Chairman to execute and the Secretary or Assistant Secretary of the Issuer to attest under seal of the Issuer and to deliver to the Trustee and other parties named therein the Bond Documents to which the Issuer is a party, all of the provisions of which, when executed and delivered by the Issuer as authorized herein and by the other parties thereto duly authorized, shall be deemed to be a part of this Resolution as fully and to the same extent as if incorporated verbatim herein. The Issuer does hereby provide in the Indenture the terms, conditions, covenants, rights, obligations, duties and agreements to and for the benefit of the holders of the 2014 Bonds, the Issuer, the Borrower and the Trustee.

SECTION 7. AWARD OF 2014 BONDS. The negotiated sale of the 2014 Bonds, as described in the Purchase Contract, to the Purchaser is hereby authorized pursuant to Section 218.385, Florida Statutes.

The Issuer acknowledges receipt of the information required by Section 218.385, Florida Statutes, in connection with the negotiated sale of the 2014 Bonds, which is or will be included in the Purchase Contract.

SECTION 8. NO PERSONAL LIABILITY. No covenant, stipulation, obligation or agreement herein contained or contained in the 2014 Bonds, or the Bond Documents or any other related document executed and delivered on behalf of the Issuer in connection with the issuance of the 2014 Bonds or the undertaking of the Project shall be deemed to be a covenant, stipulation, obligation or agreement of any member, agent or employee of the Issuer or its governing body in his individual capacity, and neither the members of the Issuer nor any official executing the Bond Documents shall be liable personally thereon or be subject to any personal liability or accountability by reason of the issuance thereof.

SECTION 9. NO THIRD PARTY BENEFICIARIES. Except as herein or in the Bond Documents otherwise expressly provided, nothing in the Bond Documents expressed or implied, is intended or shall be construed to confer upon any person, firm or corporation other than the Issuer, the Borrower, the holders of the 2014 Bonds, the other parties to the Bond Documents and the Trustee any right, remedy or claim, legal or equitable, under and by reason of the Bond Documents. The Bond Documents are intended to be and are for the sole and

exclusive benefit of the Issuer, the Borrower, the holders from time to time of the 2014 Bonds, the other parties to the Bond Documents and the Trustee.

SECTION 10. CHAIRMAN'S DESIGNATION OF SIGNATORY. The Chairman of the Issuer is hereby authorized to designate by written certificate one or more authorized signatories to execute any and all Bond Documents and related certificates in his place. Such signature shall have the effect of the Chairman's signature as authorized in this Resolution.

SECTION 11. GENERAL AUTHORITY. The Issuer and the officers, employees and agents of the Issuer acting on behalf of the Issuer are hereby authorized and directed to execute such documents, instruments, assignments and contracts, whether or not expressly contemplated hereby, and to do all acts and things required by the provisions of this Resolution and by the provisions of the 2014 Bonds, the Loan Agreement, the Indenture and the Purchase Contract authorized herein, as may be necessary for the full, punctual and complete performance of all the terms, covenants, provisions and agreements herein and therein contained, or as otherwise may be necessary or desirable to effectuate the purpose and intent of this Resolution, or as may be requested by the Purchaser or the Borrower. The Chairman and the Vice Chairman, or either of them, are hereby designated as the primary officers of the Issuer charged with the responsibility of issuing the 2014 Bonds, and the Chairman is hereby authorized to delegate to any other person any of the duties or authorizations of the Chairman or the Vice Chairman hereunder.

SECTION 12. THIS RESOLUTION CONSTITUTES A CONTRACT. The Issuer covenants and agrees that this Resolution shall constitute a contract between the Issuer and the holders from time to time of any of the 2014 Bonds then outstanding and that all covenants and agreements set forth herein and in the Bond Documents to be performed by the Issuer shall be for the equal and ratable benefit and security of all holders of the 2014 Bonds without privilege, priority or distinction as to lien or otherwise of any of the 2014 Bonds over any other of the 2014 Bonds, except as otherwise provided in the Indenture.

SECTION 13. EXECUTION OF 2014 BONDS AND AUTHORIZATION OF ALL OTHER NECESSARY ACTION. The Chairman or Vice Chairman and Secretary or Assistant Secretary of the Issuer are hereby authorized and directed to execute the 2014 Bonds when prepared, by manual or facsimile signature, and to deliver the same to the Trustee for manual authentication and delivery to the Purchaser upon payment of the purchase price pursuant to the conditions stated in this Resolution, the Purchase Contract and the Indenture. Such officers, counsel to the Issuer, and Bryant Miller Olive P.A., as Bond Counsel, are designated agents of the Issuer in connection with the issuance and delivery of the 2014 Bonds, and are authorized and empowered, collectively or individually, to take all action and steps to execute and deliver any and all instruments, documents or contracts on behalf of the Issuer which are necessary or desirable in connection with the execution and delivery of the 2014 Bonds and which are not inconsistent with the terms and provisions of this Resolution and other actions relating to the 2014 Bonds heretofore or hereafter taken by the Issuer, including but not limited

to the Bond Documents. Payments shall be made into the funds and accounts under the Indenture as provided therein.

SECTION 14. REPEALING CLAUSE. All resolutions or parts thereof of the Issuer in conflict with the provisions herein contained are, to the extent of such conflict, hereby superseded and repealed.

SECTION 15. COMPLIANCE WITH CHAPTER 218, PART III, FLORIDA STATUTES. The Issuer hereby approves and authorizes the completion, execution and filing with the Division of Bond Finance, Department of General Services of the State of Florida, at the expense of the Borrower, of advance notice of the impending sale of the 2014 Bonds, of Bond Information Forms BF 2003 and BF 2004, and of a copy of Internal Revenue Service Form 8038, and any other acts as may be necessary to comply with Chapter 218, Part III, Florida Statutes, as amended. Bond Counsel is hereby directed to ensure that such documents are timely filed.


SECTION 16. DESIGNATION OF TRUSTEE, PAYING AGENT, AND REGISTRAR. TD Bank, National Association, Jacksonville, Florida, is hereby designated as Trustee under the Indenture and as Paying Agent and Registrar for the 2014 Bonds.

SECTION 17. 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 2014 Bonds issued hereunder or of any of the other Bond Documents.

SECTION 18. EFFECTIVE DATE. This Resolution shall take effect immediately upon its adoption.

ADOPTED: This 9th day of December, 2013.

ST. JOHNS COUNTY INDUSTRIAL
DEVELOPMENT AUTHORITY

By: 
Peter J. Apol
Chairman

(SEAL)

Attest:

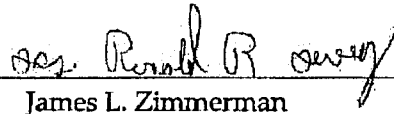
By: 
James L. Zimmerman
Secretary

EXHIBIT B

OPINION OF AUTHORITY ACCOUNTANT



December 9, 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 Life Care Ponte Vedra, Inc. dba Vicar's Landing and such other information, as I deemed necessary.

- St Johns County Industrial Development Authority Health Care Revenue Bonds (Vicar's Landing Project), Series 2014 not exceeding \$16,000,000.

The purpose of this issue is to finance the acquisition, renovation, construction, expansion, improvement and equipping of health care facilities for the Vicar's Landing Continuing Care Facility located within St. Johns County. 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 Life Care Ponte Vedra, Inc. is to retire this bond debt from the company's future earnings and profits.

I reviewed the audited financial statements prepared by Harbeson, Fletcher & Bateh, LLP Certified Public Accountants on Life Care Ponte Vedra, Inc., for the fiscal years ended December 31, 2011 and 2012, and the unaudited financial statements for the seven month period ending July 31, 2013, which were prepared internally by the company. In addition, I reviewed the Fitch Ratings report indicating a "BBB"/Stable rating for Life Care Ponte Vedra, Inc's. bond rating incorporating this proposed issue.

These financial statements along with the Life Care Ponte Vedra, Inc's. current financial position, market share, credit rating, and expected earnings and profits of the Company are sufficient to retire the proposed debt.

Based upon the current financial condition of Life Care Ponte Vedra, Inc., it appears the project is capable, financial 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

BRYANT MILLER OLIVE
111 RIVERSIDE AVE STE 200
JACKSONVILLE FL 32202

Ref.#: L3612-13
P.O.#: HG 12-9

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 **SHAWNE' H ORDONEZ** 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 IDA TEFRA NOTICE - HEARING DECEMBER 9, 2013** was published in said newspaper on **11/25/2013**

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 NOV 25 2013 day of

by [Signature] who is personally known to me or who has produced as identification

[Signature]
(Signature of Notary Public)

TIFFANY M. LEANE
MY COMMISSION EXPIRES 12/31/14
EXPIRES December 31, 2014
(Seal)

PERSONS ARE ADVISED IF THEY DECIDE TO AT ANY DECISION MADE BY ANY MATTER CONSIDER SUCH HEARING OR MEETING SUCH PERSON WILL NEED A RECORD OF THE PROCEEDINGS AND FOR SUCH PURPOSE, SUCH PERSON MAY NEED TO ENSURE THAT A VERBATIM RECORD OF THE PROCEEDINGS IS MADE WHICH RECORD INCLUDES THE TESTIMONY AND EVIDENCE UPON WHICH THE APPEAL IS TO BE BASED

NOTICE TO PERSONS NEEDING SPECIAL ACCOMMODATIONS AND TO ALL HEARING IMPAIRED PERSONS: In accordance with the Americans With Disabilities Act, persons needing a special accommodation (hearing or visually impaired) to participate in the meeting or the hearing should contact, at least 48 hours prior to the public hearing, the ADA Coordinator at (904) 823-2501 or at the St. Johns County Administration Building, 500 San Sebastian View, St. Augustine, Florida 32084. For hearing impaired individuals: Telecommunications Device for the Deaf (TDD): Florida Relay Service: 1-800-955-8770, no later than 5 days prior to the date of the meeting or hearing.
Dated: November 25, 2013

ST. JOHNS COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY
ST. JOHNS COUNTY, FLORIDA
By: Geoffrey B. Dobson, Esq., Attorney
L3612-13 Nov 25, 2013

CO NOTICE OF PUBLIC HEARING AND MEETING OF THE ST. JOHNS COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY

To Whom It May Concern: For the purpose of Section 147(f) of the Internal Revenue Code of 1986, as amended, notice is hereby given that the St. Johns County Industrial Development Authority (the "Authority"), will hold a public hearing, to be conducted by the Authority, its Chairman or his designee, with respect to the contemplated issuance and sale of not exceeding \$16,000,000 Health Care Revenue Bonds (Vicar's Landing Project), Series 2014 (the "Bonds"), in one or more series, by the Authority. The hearing is open to the public and will be held on December 9, 2013, beginning at 3:00 p.m. or as soon thereafter as such matters may be heard, in the Executive Board Conference Room, County Administration Building, 500 San Sebastian View, St. Augustine, Florida 32084, following which the Authority will hold a public meeting regarding authorization of the Bonds.

The proceeds of the Bonds will be loaned to Life Care, Ponte Vedra, Inc. (the "Corporation") and used to (1) finance the acquisition, renovation, construction, expansion, improvement and equipping of various capital improvements to the Corporation's health care facilities (the "Project") located at 1000 Vicar's Landing Way, Ponte Vedra Beach, Florida 32082; (2) fund a debt service reserve fund for the Bonds; and (3) pay the costs of issuance of the Bonds. The expanded and modified health care facilities will be owned and operated by the Corporation.

THE BONDS WILL NOT CONSTITUTE A DEBT OF THE STATE OF FLORIDA OR ST. JOHNS COUNTY, FLORIDA, but will be payable solely from payments made and/or other sources provided by the Corporation to the Authority under and pursuant to a Loan Agreement, as supplemented by and between the Authority and the Corporation, and a Trust Indenture, as supplemented by and between the Authority and T.D. Bank, National Association, as trustee, pursuant to which the Bonds will be issued.

Interested members of the public are invited to attend. The public hearing will be conducted in a manner that provides a reasonable opportunity to be heard for persons with differing views, both orally and in writing on the proposed issuance of the Bonds and the plan of financing. Any person desiring to be heard on this matter is requested to attend the public hearing or send a representative. Written comments (not exceeding 250 words) to be presented at the hearing may be submitted to the St. Johns County Industrial Development Authority at the St. Johns County Administration Building, 500 San Sebastian View, St. Augustine, Florida 32084, in care of Melissa Glasgow, Economic Development Director, and further information relating to this matter is available for inspection and copying during regular business hours at the office of Melissa Glasgow, Economic Development Director, at the St. Johns County Administration Building, 500 San Sebastian View, St. Augustine, Florida 32084.

Comments made at the hearing are for the consideration of the Authority and the Board of County Commissioners (the "Board") of St. Johns County, Florida, and will not bind any legal action to be taken by the Authority or the Board in connection with the consideration and approval of the financing and the issuance of the Bonds.