

RESOLUTION NO. 2020-B-02

RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF ORANGE COUNTY, FLORIDA, APPROVING, SOLELY FOR THE PURPOSES OF SECTION 147(f) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED, THE ISSUANCE BY THE ST. JOHNS COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY OF ITS REVENUE BONDS (PRESBYTERIAN RETIREMENT COMMUNITIES OBLIGATED GROUP PROJECT), SERIES 2020; PROVIDING FOR CERTAIN OTHER MATTERS IN CONNECTION THEREWITH; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, the Orange County Health Facilities Authority (the "Authority") has been created by the Board of County Commissioners of Orange County, Florida (the "Board of County Commissioners") pursuant to the Health Facilities Authorities Law, Part III of Chapter 154, Florida Statutes, as amended, and is a "local agency" under the Florida Industrial Development Financing Act, Part II of Chapter 159, Florida Statutes, as amended (the "Act"), to enter into interlocal agreements pursuant to the Florida Interlocal Cooperation Act of 1969, Section 163.01, Florida Statutes, as amended, authorizing the issuance of bonds to finance any project (as defined in the Act) within its jurisdiction, in furtherance of the public purpose for which it was created; and

WHEREAS, 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 not-for-profit corporation organized and existing under the laws of the State of Florida, have formed an obligated group for financing purposes (together with any other not-for-profit corporations affiliated therewith which become a member of the obligated group financing, collectively, the "Obligated Group"); and

WHEREAS, Westminster Pines, Inc., a not-for-profit corporation organized and existing under the laws of the State of Florida is expected to be admitted as a member of the Obligated Group; and

WHEREAS, the Authority has considered the request of the Obligated Group that the Authority execute and deliver an interlocal agreement relating to the issuance by the St. Johns County Industrial Development Authority (the "Issuer") of its Revenue Bonds (Presbyterian Retirement Communities Obligated Group Project), Series 2020, in one or more series, in an aggregate principal amount not to exceed \$180,000,000 (collectively, the "Bonds") for the purposes of loaning to the Obligated Group the proceeds of the Bonds in order to refinance, reimburse and finance certain capital expenditures including to rehabilitating and equipping an

approximately 14,000 square foot office building occupied by Westminster Services, Inc. to manage the operations of the Obligated Group, renovating and equipping 48 residential apartments in the Towers units of Westminster Winter Park to include kitchens, and constructing and equipping 40 residential apartments, an auditorium and enclosing a parking lot under the skilled nursing facility building and creating more private rooms at Westminster Towers Orlando as well as refunding the St. Johns County Industrial Development Authority Revenue Bonds (Presbyterian Retirement Communities Project), Series 2010B which financed the constructing and equipping of 54 residential apartments and a parking deck at Westminster Winter Park (collectively, the “Orange County Project”); and

WHEREAS, the proceeds of the Bonds will also be used to finance the refunding of the outstanding St. Johns County Industrial Development Authority Retirement Facility Revenue Bonds (Westminster St. Augustine Project), Series 2017A and Taxable Series 2017B (which refinanced the acquisition by Westminster Pines, Inc. of Westminster St. Augustine) and the construction of and reimbursement for improvements outside the jurisdiction of the Authority including construction and equipping of (i) approximately 50 residential apartments, 24 residential villas and 30 assisted living memory care support units at Westminster St. Augustine in St. Johns County, (ii) approximately 50 residential apartments, 25 villa units and 32 assisted living memory care support units at Westminster Woods on Julington Creek in St. Johns County and (iii) approximately 30 residential apartments and an auditorium at Westminster Palms in St. Petersburg, Florida, (iv) approximately 100 residential apartments at Westminster Point Pleasant in Bradenton, Florida, funding a debt service reserve fund and costs of issuance for the Bonds (collectively, together with the Orange County Project, 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 such Bonds and the refinancing, reimbursing and financing of the Orange County for the purposes of Section 147(f) of the Internal Revenue Code of 1986, as amended (the “Code”); and

WHEREAS, Section 147(f) of the Code requires as a condition of exclusion from gross income for federal income tax purposes of the interest on private activity bonds, that the issuance of private activity bonds, as defined in Section 141(a) of the Code, such as the Bonds, be approved, after a public hearing following reasonable public notice, by the governmental unit on behalf of which such obligation is to be issued and the governmental unit having jurisdiction over the area in which the facility is located; and

WHEREAS, the Authority has requested the Board of County Commissioners, pursuant to Section 147(f) of the Code, to approve the Bonds and the execution and delivery of the interlocal agreement by the Authority; and

WHEREAS, the Authority on June 2, 2020, caused to be published in *The Orlando Sentinel*, a newspaper of general circulation in Orange County, Florida (the “County”), a notice of virtual public hearing and meeting to be held on the 10th day of June, 2020 at 10:00 a.m. via Zoom at <https://zoom.us/j/93671648090?pwd=RIUvWlpjNmJ0TkpCSnJLU04yTHRRZz09>, to consider the proposed issuance of the Bonds and the use of a portion of the proceeds therefrom on the Orange County Project; and

WHEREAS, the public hearing so noticed, as indicated by the affidavit of the publisher of *The Orlando Sentinel* attached hereto as Exhibit A, was duly held by the Authority on June 10, 2020, during which hearing members of the public were afforded the opportunity to express their views on the issuance of the Bonds and the use of a portion of the proceeds thereof for the purposes set forth herein.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF ORANGE COUNTY, FLORIDA:

SECTION 1. The issuance by the Issuer of the Bonds for the purpose, in part, of providing funds to reimburse and finance the Orange County Project is hereby approved pursuant to and in accordance with Section 147(f) of the Code.

SECTION 2. Such approval by the Board of County Commissioners shall not be construed as (i) an endorsement of the creditworthiness of the Obligated Group or the financial viability of the Project, including the Orange County 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 Orange County Project, and the Board of County Commissioners shall not be construed by reason of its adoption of this resolution to make any such endorsement, finding or recommendation, to have waived any right of the County, or estopping the County from asserting any rights or responsibilities it may have in such regard. Further, the Bonds shall not constitute an indebtedness of the State of Florida, the County or any political subdivision thereof, but shall be payable solely from revenues of the Obligated Group pledged to the payment of the Bonds. The approval by the Board of County Commissioners of the issuance of the Bonds by the Issuer is solely for the purposes of Section 147(f) of the Code and shall not be construed to obligate the County to incur any liability, pecuniary or otherwise, in connection with either the issuance of the Bonds or the acquisition and renovation of the Project, including the Orange County Project.

SECTION 3. No representation, statement, covenant, warranty, stipulation, obligation or agreement herein contained, or contained in any certificate or other instrument to be executed on behalf of the County in connection herewith, shall be deemed to be a representation, statement, covenant, warranty, stipulation, obligation or agreement of any member, officer, official, employee or agent of the County in his or her individual capacity, and none of the foregoing persons nor any officer, official, employee or agent of the County executing any certificate or other instrument to be executed in connection herewith shall be liable personally thereon or be subject to any personal liability or accountability by reason of the execution or delivery thereof.

SECTION 4. This Resolution shall take effect immediately upon its adoption.

JUN 23 2020

ADOPTED this ___ day of June, 2020.

ORANGE COUNTY, FLORIDA
By: Board of Orange County Commissioners

BY: *Jerry L. Demings*

for Jerry L. Demings, Mayor

ATTEST: Phil Diamond, County Comptroller
As Clerk of the Board of County Commissioners

By: *Katie Lucia*
Deputy Clerk

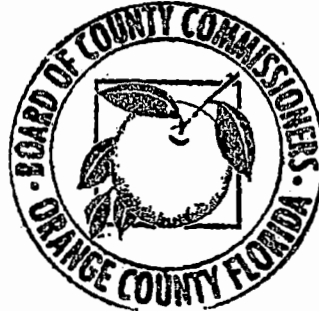


EXHIBIT A

Affidavit of Publication

