

RESOLUTION NO. ~~06~~-7

RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF ST. JOHNS COUNTY, FLORIDA, REGARDING AN INTERLOCAL AGREEMENT WITH ORANGE COUNTY HEALTH FACILITIES AUTHORITY AND RELATIVE TO GRANTING HOST COMMUNITY APPROVAL PURSUANT TO SECTION 147(f) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED, FOR ORANGE COUNTY HEALTH FACILITIES AUTHORITY VARIABLE RATE REVENUE BONDS (PRESBYTERIAN RETIREMENT COMMUNITIES PROJECT), SERIES 2005 OR SERIES 2006 FOR THE BENEFIT OF PRESBYTERIAN RETIREMENT COMMUNITIES, INC, AND WESLEY MANOR, INC.; 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 \$76,000,000 Variable Rate Revenue Bonds (Presbyterian Retirement Communities Project), Series 2005 or Series 2006 (the "Bonds"), a portion of the proceeds of which relate to certain continuing care retirement community facilities owned by 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. (collectively, the "Obligated Group"); and

WHEREAS, Wesley Manor owns a continuing care retirement facility known as 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 (i) fund capital improvements (composed of approximately 70 garden villa homes and approximately nine residential apartments) to Westminster Woods and (ii) currently refund the Issuer's Revenue Bonds (Presbyterian Retirement Communities, Inc. Project), Series 1998 currently outstanding in the principal amount of \$36,315,000 (the "Refunded Bonds"), the proceeds of which were used to refurbish facilities in counties outside of the County (the construction of such improvements and the refunding of the Refunded Bonds 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 December 19, 2005, which was more than 14 days following the first 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 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 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 certain financing agreements entered into by and among the Issuer, the Obligated Group, corporate trustees or other parties prior to or contemporaneously with the issuance of the Bonds.

SECTION 3. 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 10th day of January, 2006.

[OFFICIAL SEAL]

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

By: James C. Bryant
Its Chair

Attest:

By: Robin L. Packer
Deputy Clerk

