

RESOLUTION NO. 2014-76

A RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF ST. JOHNS COUNTY, FLORIDA, APPROVING THE ISSUANCE BY THE ST. JOHNS COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY (THE "AUTHORITY") OF ITS HEALTH CARE REFUNDING REVENUE BONDS (GLENMOOR PROJECT), SERIES 2014A (THE "SERIES 2014A BONDS") AND ITS SUBORDINATE HEALTH CARE REFUNDING REVENUE BONDS (GLENMOOR PROJECT), SERIES 2014B (THE "SERIES 2014B SUBORDINATE BONDS"), IN AN AGGREGATE PRINCIPAL AMOUNT OF NOT TO EXCEED \$57,145,893.75 TO THE HOLDERS OF THE AUTHORITY'S FIXED RATE HEALTH CARE REVENUE REFUNDING BONDS (GLENMOOR PROJECT), SERIES 2006A, AND ITS ADJUSTABLE RATE HEALTH CARE REFUNDING REVENUE BONDS (GLENMOOR PROJECT), SERIES 2006B, ORIGINALLY ISSUED IN THE AGGREGATE PRINCIPAL AMOUNT OF \$59,555,000 (COLLECTIVELY, THE "SERIES 2006 BONDS"), WITH THE PROCEEDS FROM SUCH EXCHANGE OF THE SERIES 2006 BONDS FOR A RATABLE SHARE OF THE SERIES 2014A BONDS AND SERIES 2014B SUBORDINATE BONDS TO BE LOANED TO LIFE CARE ST. JOHNS, INC. TO EFFECT A REFUNDING OF THE SERIES 2006 BONDS, 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, Life Care St. Johns, Inc. (the "Corporation") has acquired, constructed and equipped a continuing care retirement facility presently consisting of approximately 159 independent living units, 30 nursing beds, 15 memory support units and 15 assisted living units and related common areas located in the World Golf Village area of St. Johns County,

Florida known as Glenmoor (the "Glenmoor Community") which was originally financed from a loan of the proceeds of the Authority's Fixed Rate Health Care Revenue Bonds (Glenmoor at St. Johns Project), Series 1999A, Adjustable Rate Health Care Revenue Bonds (Glenmoor at St. Johns Project), Series 1999B and Variable Rate Demand Health Care Revenue Bonds (Glenmoor at St. Johns Project), Series 1999C (collectively, the "Series 1999 Bonds"); and

WHEREAS, the Authority previously issued its Fixed Rate Health Care Refunding Revenue Bonds (Glenmoor Project), Series 2006A and Adjustable Rate Health Care Refunding Revenue Bonds (Glenmoor Project), Series 2006B (collectively, the "Series 2006 Bonds"), the proceeds of which were loaned to the Corporation and used to (i) advance refund the Series 1999 Bonds, and (ii) finance the construction and equipping of an expansion to the dining room and of the construction and equipping of 15 additional 2 bedroom independent living units in the Glenmoor Community; and

WHEREAS, subsequent to the issuance of the Series 2006 Bonds, the Corporation defaulted on certain of its obligations in connection with the Series 2006 Bonds and entered into negotiations with certain holders of the Series 2006 Bonds to restructure the Series 2006 Bonds; and

WHEREAS, on July 3, 2013, the Corporation filed its voluntary petition under Chapter 11 of the Bankruptcy Code in the bankruptcy case styled In re: Life Care St. Johns, Inc., Case No. 3:13-bk-4158-JAF (the "Bankruptcy Proceeding"); and

WHEREAS, on November 27, 2013, the Corporation filed its reorganization plan in the Bankruptcy Proceeding, which included the restructuring of the Series 2006 Bonds (the "Bankruptcy Plan"); and

WHEREAS, on February 21, 2014, the Bankruptcy Court issued its order confirming the Bankruptcy Plan; and

WHEREAS, on February 10, 2014 and March 10, 2014, the Authority adopted resolutions (the "Inducement Resolution" and the "Authorizing Resolution," respectively, and together the "Resolutions") to authorize the issuance of Health Care Refunding Revenue Bonds (Glenmoor Project), Series 2014A (the "Series 2014A Bonds") and Subordinate Health Care Refunding Revenue Bonds (Glenmoor Project), Series 2014B (the "Series 2014B Subordinate Bonds"), in the aggregate principal amount of not to exceed \$57,145,893.75 (the Series 2014A Bonds and the Series 2014B Subordinate Bonds being collectively referred to herein as the "Series 2014 Bonds") to the holders of the Series 2006 Bonds to restructure all of the payment obligations of the Authority under the Series 2006 Bonds by having the owners of all of the Series 2006 Bonds exchange such Series 2006 Bonds for a ratable share of the Series 2014A Bonds and Series 2014B Subordinate Bonds (the "Bond Exchange"), all subject to approval by the Board of County Commissioners of St. Johns County, Florida (the "Board"); and

WHEREAS, the Series 2014 Bonds are to be issued pursuant to a Bond Trust Indenture (the "Bond Indenture") to be entered into between the Authority and UMB Bank, n.a., as bond trustee; and

WHEREAS, the Corporation will be the sole initial member of an obligated group (the "Obligated Group") pursuant to a Master Trust Indenture (the "Master Indenture") to be entered into between the Obligated Group and UMB Bank, n.a., as master trustee; and

WHEREAS, through the Bond Exchange, the proceeds of the Series 2014 Bonds will be loaned to the Corporation as the sole initial member of the Obligated Group (individually and collectively, the "Borrower") pursuant to a Loan Agreement to be entered into between the Authority and the Borrower (the "Loan Agreement") and used to refund the Series 2006 Bonds; and

WHEREAS, the payment obligations of the Borrower will be evidenced by the issuance of its Series 2014A Note and its Subordinate Series 2014B Note to the Issuer securing the Series 2014A Bonds and the Series 2014B Subordinate Bonds, respectively, under the Master Indenture; and

WHEREAS, adequate provision will be made for the payment of the principal of and premium, if any, and interest on the Series 2014 Bonds by the Borrower pursuant to the Loan Agreement; and

WHEREAS, the principal of and premium, if any, and interest on the Series 2014 Bonds and all payments required under the Loan Agreement, the Bond Indenture and the Master Indenture shall be payable solely from the Indenture Trust Estate as provided in the Master Indenture and other financing documents, and neither the Authority nor the County shall ever be required to (i) levy ad valorem taxes on any property within its area of operation to pay the principal of and premium, if any, and interest on the Series 2014 Bonds or to make any other payments provided for under the Loan Agreement, the Bond Indenture or the Master Indenture; (ii) pay the same from any funds of the Authority or the County other than by the Authority from those funds derived by the Authority under the Loan Agreement, Bond Indenture and Master Indenture; or (iii) require or enforce any payment or performance by the Borrower as provided by the Loan Agreement, Bond Indenture or the Master Indenture unless voluntarily by the Authority if the Authority's expenses in respect thereof shall be paid from moneys derived under the Loan Agreement, Bond Indenture or Master Indenture or shall be advanced to the Authority for such purposes, and the Authority and the County shall receive indemnity to its satisfaction. The Series 2014 Bonds shall not constitute a lien upon any property owned by or situated within the area of operation of the Authority except the Glenmoor Community; and neither the faith and credit of the Authority, the County or the State of Florida nor the taxing power of the Authority, the County or of the State of Florida or any political subdivision thereof shall be pledged to the payment of the Series 2014 Bonds; 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 February 10, 2014, 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 February 10, 2014, 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 Series 2014 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 Series 2014 Bonds and the interest thereon shall in no circumstance 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 the Loan Agreement to be entered into by and between the Authority and the Borrower prior to or contemporaneously with the issuance of the Series 2014 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 Health Care Refunding Revenue Bonds (Glenmoor Project), Series 2014A and its Subordinate Health Care Refunding Revenue Bonds (Glenmoor Project), Series 2014B, in the aggregate principal amount of not to exceed \$57,145,893.75 for the purposes stated above. The approval given herein shall not be construed as (i) an endorsement of the creditworthiness of Life Care St. Johns, Inc. or the financial viability of the Glenmoor Community or the Bankruptcy Plan, (ii) a recommendation to any prospective purchaser to purchase the Series 2014 Bonds, (iii) an evaluation of the likelihood of the repayment of the debt service on the

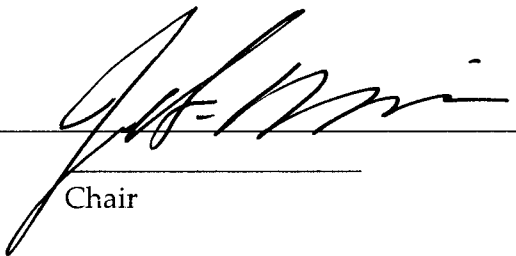
Series 2014 Bonds, or (iv) approval of any development, building or other regulatory permits relating to the Glenmoor Community, and the Board shall not be construed by reason of its execution and delivery of this Resolution to make any such endorsement or recommendation.

SECTION 3. 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 4. EFFECTIVE DATE. This Resolution shall take effect immediately upon its adoption.

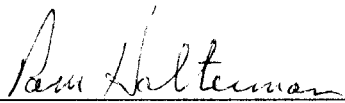
PASSED, APPROVED AND ADOPTED: This 18th day of March, 2014.

BOARD OF COUNTY
COMMISSIONERS OF ST. JOHNS
COUNTY, FLORIDA

By: 
Chair



Attest:

By: 
Deputy Clerk

RENDITION DATE 3/20/14

EXHIBIT A

AUTHORITY RESOLUTION

RESOLUTION NO. 2014-02

A RESOLUTION OF THE ST. JOHNS COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY (THE "AUTHORITY") AUTHORIZING THE ISSUANCE OF HEALTH CARE REFUNDING REVENUE BONDS (GLENMOOR PROJECT), SERIES 2014A (THE "SERIES 2014A BONDS") AND SUBORDINATE HEALTH CARE REFUNDING REVENUE BONDS (GLENMOOR PROJECT), SERIES 2014B (THE "SERIES 2014B SUBORDINATE BONDS"), IN AN AGGREGATE PRINCIPAL AMOUNT OF NOT TO EXCEED \$57,145,893.75 TO THE HOLDERS OF THE AUTHORITY'S FIXED RATE HEALTH CARE REVENUE REFUNDING BONDS (GLENMOOR PROJECT), SERIES 2006A, AND ITS ADJUSTABLE RATE HEALTH CARE REFUNDING REVENUE BONDS (GLENMOOR PROJECT), SERIES 2006B, ORIGINALLY ISSUED IN THE AGGREGATE PRINCIPAL AMOUNT OF \$59,555,000 (COLLECTIVELY, THE "SERIES 2006 BONDS"), WITH THE PROCEEDS FROM SUCH EXCHANGE OF THE SERIES 2006 BONDS FOR A RATABLE SHARE OF THE SERIES 2014A BONDS AND SERIES 2014B SUBORDINATE BONDS TO BE LOANED TO LIFE CARE ST. JOHNS, INC. TO EFFECT A REFUNDING OF THE SERIES 2006 BONDS; PROVIDING FOR A LOAN TO LIFE CARE ST. JOHNS, INC. (THE "CORPORATION") TO PAY THE COSTS FOR SUCH PURPOSES; PROVIDING FOR THE RIGHTS OF THE HOLDERS OF THE SERIES 2014 BONDS; PROVIDING FOR THE PAYMENT THEREOF; MAKING CERTAIN OTHER COVENANTS AND AGREEMENTS IN CONNECTION WITH THE ISSUANCE OF THE SERIES 2014 BONDS; APPROVING THE EXECUTION AND DELIVERY OF A BOND TRUST INDENTURE, AND A LOAN AGREEMENT FOR THE SERIES 2014 BONDS 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 Bond Trust Indenture to be dated as of April 1, 2014 (the "Bond Indenture") by and between the St. Johns County Industrial Development Authority (the "Authority") and UMB Bank, n.a., as trustee (the "Trustee") and

the Loan Agreement to be dated as of April 1, 2014 (the "Loan Agreement") by and between the Authority and Life Care St. Johns, Inc., a Florida not-for-profit corporation (the "Corporation"), the Bond Indenture and Loan Agreement being attached hereto as Exhibits "A" and "B" respectively.

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

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

C. The Corporation has acquired, constructed and equipped a continuing care retirement facility presently consisting of approximately 159 independent living units, 30 nursing beds, 15 memory support units and 15 assisted living units and related common areas (the "1999 Project") located in the World Golf Village area of St. Johns County, Florida known as Glenmoor (the "Glenmoor Community") which was originally financed from a loan of the proceeds of the Authority's Fixed Rate Health Care Revenue Bonds (Glenmoor at St. Johns Project), Series 1999A, Adjustable Rate Health Care Revenue Bonds (Glenmoor at St. Johns Project), Series 1999B and Variable Rate Demand Health Care Revenue Bonds (Glenmoor at St. Johns Project), Series 1999C (collectively, the "Series 1999 Bonds").

D. The Authority previously issued its Fixed Rate Health Care Refunding Revenue Bonds (Glenmoor Project), Series 2006A and Adjustable Rate Health Care Refunding Revenue Bonds (Glenmoor Project), Series 2006B (collectively, the "Series 2006 Bonds"), the proceeds of which were loaned to the Corporation and used to (i) advance refund the Series 1999 Bonds, and (ii) finance the construction and equipping of an expansion to the dining room and of the construction and equipping of 15 additional 2 bedroom independent living units in the Glenmoor Community (the "2006 Project," and together with the 1999 Project, the "Refinanced Project").

E. Subsequent to the issuance of the Series 2006 Bonds, the Corporation defaulted on certain of its obligations in connection with the Series 2006 Bonds and entered

into negotiations with certain holders of the Series 2006 Bonds to restructure the Series 2006 Bonds. On July 3, 2013, the Corporation filed its voluntary petition under Chapter 11 of the Bankruptcy Code in the bankruptcy case styled In re: Life Care St. Johns, Inc., Case No. 3:13-bk-4158-JAF (the "Bankruptcy Proceeding"). On November 27, 2013, the Corporation filed its reorganization plan in the Bankruptcy Proceeding, which included the restructuring of the Series 2006 Bonds (the "Bankruptcy Plan"). On February 21, 2014, the Bankruptcy Court issued its order confirming the Bankruptcy Plan.

F. Pursuant to the Bankruptcy Plan, the Corporation has developed a financing plan as follows:

(a) The Corporation has requested the Authority to issue its Health Care Refunding Revenue Bonds (Glenmoor Project), Series 2014A (the "Series 2014A Bonds") and Subordinate Health Care Refunding Revenue Bonds (Glenmoor Project), Series 2014B (the "Series 2014B Subordinate Bonds"), in the aggregate principal amount of not to exceed \$57,145,893.75 (the Series 2014A Bonds and the Series 2014B Subordinate Bonds being collectively referred to herein as the "Series 2014 Bonds"), to the holders of the Series 2006 Bonds to restructure all of the payment obligations of the Issuer under the Series 2006 Bonds by having the owners of all of the Series 2006 Bonds exchange such Series 2006 Bonds for a ratable share of the Series 2014A Bonds and Series 2014B Subordinate Bonds (the "Bond Exchange").

(b) The Series 2014 Bonds are to be issued pursuant to the Bond Indenture to be entered into between the Authority and UMB Bank, n.a., as bond trustee.

(c) The Corporation will be the sole initial member of an obligated group (the "Obligated Group") pursuant to a Master Trust Indenture (the "Master Indenture") to be entered into between the Obligated Group and UMB Bank, n.a., as master trustee, a copy of which is attached as Exhibit C hereto.

(d) Through the Bond Exchange, the proceeds of the Series 2014 Bonds will be loaned to the Corporation as the sole initial member of the Obligated Group pursuant to the Loan Agreement and used to refund the Series 2006 Bonds.

(e) The payment obligations of the Corporation will be evidenced by the issuance of its Series 2014A Note and its Subordinate Series 2014B Note to the Authority securing the Series 2014A Bonds and the Series 2014B Subordinate Bonds, respectively, under the Master Indenture.

G. In reliance on the recommendations of the Authority's financial advisor, and giving due regard to a review of the Bankruptcy Plan, the ratio of the Corporation'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 Corporation's capabilities, financial and otherwise, of fulfilling its obligations consistently with the purposes of the Act, the Corporation 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 Glenmoor Community and the Refinanced Project at its own expense, and Corporation 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.

H. Adequate provision is made under the provisions of the Loan Agreement for the operation, repair and maintenance of the Glenmoor Community at the expense of the Corporation, and for the payment of the principal of and premium, if any, and interest on the Series 2014 Bonds.

I. The principal of and premium, if any, and interest on the Series 2014 Bonds and all payments required under the Loan Agreement, the Bond Indenture and the Master Indenture shall be payable solely from the Indenture Trust Estate as provided in the Master Indenture and other financing documents, and the Authority shall never be required to (i) levy ad valorem taxes on any property within its area of operation to pay the principal of and premium, if any, and interest on the Series 2014 Bonds or to make any other payments provided for under the Loan Agreement, the Bond Indenture or the Master Indenture; (ii) pay the same from any funds of the Authority other than those derived by the Authority under the Loan Agreement, Bond Indenture and Master Indenture; or (iii) require or enforce any payment or performance by the Corporation as provided by the Loan Agreement, Bond Indenture or the Master Indenture unless the Authority's expenses in respect thereof shall be paid from moneys derived under the Loan Agreement, Bond Indenture or Master Indenture or shall be advanced to the Authority for such purposes, and the Authority shall receive indemnity to its satisfaction. The Series 2014 Bonds shall not constitute a lien upon any property owned by or situated within the area of operation of the Authority except the Glenmoor Community; and neither the faith and credit of the Authority, St. Johns County, Florida (the "County") or the State of Florida nor the taxing power of the Authority, the County or of the State of Florida or any political subdivision thereof shall be pledged to the payment of the Series 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 Authority in his individual capacity, all such liability being released as a condition of, and as a consideration for, the execution of such documents.

J. The County will be able to cope satisfactorily with the impact of the Glenmoor Community 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 operation, repair

and maintenance of the Glenmoor Community and on account of any increases in population or other circumstances resulting therefrom.

K. The costs to be refinanced from the proceeds of the Series 2014 Bonds are costs of a project within the meaning of the Act.

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

M. The purposes of the Act will be served by financing the Refinanced Project in the manner provided in the Bond Indenture, the Loan Agreement and the Master Indenture.

N. On February 20, 2014 the Authority conducted a public hearing with respect to the issuance of the Series 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 Authority desires to proceed with the financing. The Chairman shall prepare or cause to be prepared and file with the Authority and with the Board of County Commissioners of the County a report of the statements made and materials submitted at the hearing.

O. The Authority hereby finds that the nature and complexity of the financing requires that its terms be negotiated by private sale through the Bond Exchange 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 Series 2014 Bonds at private, negotiated sale.

SECTION 4. BOND EXCHANGE AND REFUNDING OF SERIES 2006 BONDS AUTHORIZED. The Bond Exchange and the refunding and redemption of the Series 2006 Bonds in the manner provided in the Bond Indenture and the Loan Agreement are hereby authorized.

SECTION 5. CONDITIONAL AUTHORIZATION OF 2014 BONDS. The Series 2014 Bonds are hereby authorized to be issued in the form and manner described in the Bond Indenture, Loan Agreement and the Master Indenture. The Authority hereby declares its intent to issue and exchange the Series 2014 Bonds all at one time by a negotiated sale through the Bond Exchange. Notwithstanding the foregoing, the Series 2014 Bonds shall not be sold or issued, and the Bond 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 Series 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 Authority is a party are authorized in the form on file with the Secretary of the Authority, with such alterations and corrections as may be approved by the Chairman or Vice Chairman of the Authority, such approval to be presumed by his execution thereof, and, subject to the condition in Section 5 hereof, the Authority hereby authorizes and directs the Chairman or Vice Chairman to execute and the Secretary or Assistant Secretary of the Authority to attest under seal of the Authority and to deliver to the Trustee and other parties named therein the Bond Documents to which the Authority is a party, all of the provisions of which, when executed and delivered by the Authority 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 Authority does hereby provide in the Bond Indenture the terms, conditions, covenants, rights, obligations, duties and agreements to and for the benefit of the holders of the Series 2014 Bonds, the Authority, the Corporation and the Trustee.

SECTION 7. AWARD OF 2014 BONDS. The negotiated exchange of the Series 2014 Bonds, as described in the Bond Documents, to the holders of the existing Series 2006 Bonds is hereby authorized pursuant to Section 218.385, Florida Statutes.

SECTION 8. NO PERSONAL LIABILITY. No covenant, stipulation, obligation or agreement herein contained or contained in the Series 2014 Bonds or the Bond Documents or any other related document executed and delivered on behalf of the Authority in connection with the issuance of the Series 2014 Bonds or the refunding of the Series 2006 Bonds shall be deemed to be a covenant, stipulation, obligation or agreement of any member, agent or employee of the Authority or its governing body in his individual capacity, and neither the members of the Authority 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 Authority, the Corporation, the holders of the Series 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 Authority, the Corporation, the holders from time to time of the Series 2014 Bonds, the other parties to the Bond Documents and the Trustee.

SECTION 10. CHAIRMAN'S DESIGNATION OF SIGNATORY. The Chairman of the Authority 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 Authority and the officers, employees and agents of the Authority acting on behalf of the Authority 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 Series 2014 Bonds, the Loan Agreement and the Bond Indenture 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 Trustee or the Corporation. The Chairman and the Vice Chairman, or either of them, are hereby designated as the primary officers of the Authority charged with the responsibility of issuing the Series 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 Authority covenants and agrees that this Resolution shall constitute a contract between the Authority and the holders from time to time of any of the Series 2014 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 holders of the Series 2014 Bonds without privilege, priority or distinction as to lien or otherwise of any of the Series 2014 Bonds over any other of the Series 2014 Bonds, except as otherwise provided in the Bond 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 Authority are hereby authorized and directed to execute the Series 2014 Bonds when prepared, by manual or facsimile signature, and to deliver the same to the Trustee for manual authentication and delivery to the holders of the Series 2006 Bonds pursuant to the conditions stated in this Resolution and the Bond Indenture. Such officers, counsel to the Authority, and Bryant Miller Olive P.A., as Bond Counsel, are designated agents of the Authority in connection with the issuance and delivery of the Series 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 Authority which are necessary or desirable in connection with the execution and delivery of the Series 2014 Bonds and which are not inconsistent with the terms and provisions of this Resolution and other actions relating to the Series 2014 Bonds heretofore or hereafter taken by the Authority, including but not limited to the Bond Documents. Payments shall be made into the funds and accounts under the Bond Indenture as provided therein.

SECTION 14. REPEALING CLAUSE. All resolutions or parts thereof of the Authority 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 Authority 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 Corporation, of advance notice of the impending sale of the Series 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. UMB Bank, n.a., is hereby designated as Trustee under the Bond Indenture for the Series 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 Series 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.

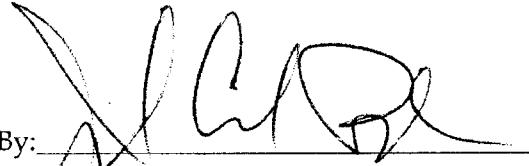
ADOPTED: This 10th day of March, 2014.

ST. JOHNS COUNTY INDUSTRIAL
DEVELOPMENT AUTHORITY

By: 
Peter J. Apol
Chairman

(SEAL)

Attest:

By: 
Assistant Sec.

STATE OF FLORIDA

COUNTY OF ST. JOHNS

I, Assistant, Secretary of the St. Johns County Industrial Development Authority, do hereby certify the foregoing is a true and correct copy of a Resolution, without exhibits, which was duly passed and adopted at a noticed meeting of the Authority, on the 10th day of March, 2014.

IN WITNESS WHEREOF, I hereunto set my hand and official seal this 10th day of March, 2014.

ST. JOHNS COUNTY INDUSTRIAL
DEVELOPMENT AUTHORITY

By: _____

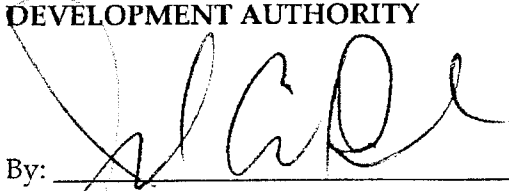

John Carl Blor
Assistant Sec.

EXHIBIT A

[Form of Bond Indenture]

Exhibits are available at BCC Office

EXHIBIT B

[Form of Loan Agreement]

Exhibits are available at BCC Office

EXHIBIT C

[Form of Master Indenture]

Exhibits are available at BCC Office

EXHIBIT D

Bond Documents List

Exhibit A	Form of Bond Indenture
Exhibit B	Form of Loan Agreement
Exhibit C	Form of Master Indenture

Exhibits are available at BCC Office

EXHIBIT B

OPINION OF AUTHORITY ACCOUNTANT



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

Certified Public Accountants

March 10, 2014

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 issues that was provided by Life Care St Johns, Inc. d/b/a Glenmoor and such other information, as I deemed necessary.

- St Johns County Industrial Development Authority Health Care Refunding Revenue Bonds (Glenmoor Project) Series 2014A (\$41,711,250.00).
- St Johns County Industrial Development Authority Health Care Refunding Revenue Bonds (Glenmoor Project) Series 2014B (\$15,434,463.75).

The purpose of these issues are to refund the outstanding balances of the Authority's Fixed Rate Health Care Revenue Refunding Bonds (Glenmoor Project) Series 2006A and the Authority's Adjustable Rate Health Care Refunding Revenue Bonds (Glenmoor Project) Series 2006B as a part of the Chapter 11 Plan of Reorganization proposed by Glenmoor.

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 St Johns, Inc. is to retire the bond debt from the Company's future earnings and profits.

I reviewed the Chapter 11 Reorganization Plan and related Disclosure Statement as provided by Life Care St. Johns, Inc. and submitted to the United States Bankruptcy Court, Middle District of Florida, Jacksonville Division. The plan indicates that the expected earnings and profits of the Company are sufficient to retire the proposed debt.

Based on my review of the above referenced documents, it appears that 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 ADVERTISEMENT

BRYANT MILLER OLIVE
111 RIVERSIDE AVE STE 200
JACKSONVILLE FL 32202

Ref.#: L287-14
P.O.#: HG 2-10

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

STATE OF FLORIDA,
COUNTY OF ST. JOHNS

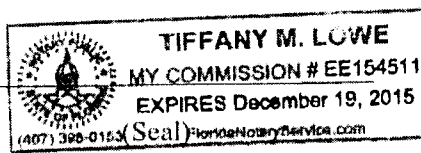
Before the undersigned authority personally appeared SHAWNE' H ORDONEZ
who on oath says that he/she is an Employee of the St. Augustine Record,
a daily newspaper published at St. Augustine in St. Johns County, Florida:
that the attached copy of advertisement being a NOTICE OF HEARING
In the matter of SJCIDA TEFRA NOTIC - HEARING FEBRUARY 10, 2014
was published in said newspaper on 01/27/2014

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 JAN 27 2014 day of

who is personally known to me
or who has produced as identification

(Signature of Notary Public)



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 Indust-
rial Development Authority (the
"Authority") will hold a public
hearing, to be conducted by the
Authority's Chairman or his design-
ee, with respect to the contem-
plated issuance of its \$41,711,250
Health Care Refunding Revenue
Bonds (Glenmoor Project), Series
2014A and \$15,434,643.75 Subordi-
nate Health Care Refunding Revenue
Bonds, Series 2014B (collectively,
the "Bonds"), by the
Authority. The hearing is open to
the public and will be held on Feb-
ruary 10, 2014, 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, follow-
ing which the Authority will hold a
public meeting regarding authori-
zation of the Bonds.

The Bonds will be issued to the hold-
ers of the Authority's \$55,555,000
Fixed Rate Health Care Revenue
Refunding Bonds (Glenmoor
Project), Series 2006A and its
\$4,000,000 Adjustable Rate Health
Care Refunding Revenue Bonds
(Glenmoor Project), Series 2006B
(collectively, the "Series 2006
Bonds"), and through such
exchange the proceeds of the Bonds
will be loaned to Life Care St.
Johns, Inc. (the "Corporation") and
used to refund the Series 2006
Bonds. Subsequent to the issuance
of the Series 2006 Bonds, the Cor-
poration defaulted on certain of its
obligations in connection with the
Series 2006 Bonds and entered into
negotiations with certain holders of
the Series 2006 Bonds to restruc-
ture the Series 2006 Bonds. The
Corporation filed its voluntary peti-
tion under Chapter 11 of the Bank-
ruptcy Code, pursuant to which the
Bonds will be issued to restructure
the debt service payments remain-
ing on the Series 2006 Bonds.

The Series 2006 Bonds were issued
by the Authority to (i) provide
funds for the advance refunding of
the \$44,355,000 Fixed Rate Health
Care Revenue Bonds (Glenmoor at
St. Johns Project), Series 1999A,
\$4,000,000 Adjustable Rate Health
Care Revenue Bonds (Glenmoor at
St. Johns Project), Series 1999B
and \$27,000,000 Variable Rate
Demand Health Care Revenue
Bonds (Glenmoor at St. Johns
Project), Series 1999C (collectively,
the "Series 1999 Bonds") and (ii)
finance part of the cost of the con-
struction and equipping of an
expansion to the dining room and
of the construction and equipping
of 15 additional 2 bedroom independ-
ent living units on Berkshire Ter-
race within the Corporation's contin-
uing care retirement facility
(the "2006 Project"). The Series
1999 Bonds were issued to acquire,
construct and equip the
Corporation's continuing care
retirement facility consisting of
approximately 144 independent liv-
ing units, 30 nursing beds, 15
memory support units and 15
assisted living units and related
common areas (the "1999
Project"). The continuing care
retirement facilities comprising the
1999 Project and 2006 Project will
be owned and operated by the Cor-
poration and are located in the
World Golf Village area of St.
Johns County Florida at 235 Tow-
erview Dr., St. Augustine, Florida
32087.

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 UMB Bank, N.A., 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.

PERSONS ARE ADVISED THAT, IF THEY DECIDE TO APPEAL ANY DECISION MADE BY THE AUTHORITY WITH RESPECT TO ANY MATTER CONSIDERED AT 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 46 hours prior to the public hearing, the ADA Coordinator at (904) 623-2581 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: January 27, 2014
ST. JOHNS COUNTY
INDUSTRIAL DEVELOPMENT
AUTHORITY,
ST. JOHNS COUNTY, FLORIDA
By: Geoffrey B. Dobson, Esq.,
Attorney
L287-14 Jan 27, 2014

Fri, Jan 24, 2014
15:33:37

Receipt No:

Classified Ad Invoice

The St. Augustine Record

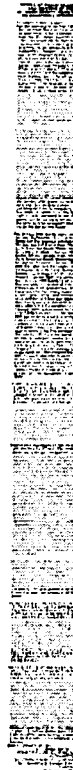
Acct: 1000449462 **Name:** BRYANT MILLER OLIVE
Phone: 9043841264 **Address:** 111 RIVERSIDE AVE, STE 200
E-Mail: **City:** JACKSONVILLE **State:** FL **Zip:** 32202
Client: **Caller:** HEARING FEBRUARY 10, 2014

Ad Name: L287-14 **Reply Request**
Ad Id: 15351630 **Standby Type:**

Start: 01/27/2014 **Issues:** 1 **Stop:** 01/27/2014
Class: 7520 **Rate:** L01 **Paytype:** CC
Copy Line: SJCIDA TEFRA NOTIC **Rep:** SAR KAREN BRANNON **Colors:**
Editions: RE/INS/ **G. D. #** **Tearsheets:**

Earliest Production Deadline: 00/00/00

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Depth.....	17.93
Columns...	1
Price:	322.02
Other Charges:	0.00
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Total	322.02



Ad shown is not actual print size

Thank you and have a nice day!