

**RESOLUTION NO. 2015-205**

A RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF ST. JOHNS COUNTY, FLORIDA, APPROVING THE EXECUTION OF AN INTERLOCAL AGREEMENT WITH THE CITY OF JACKSONVILLE, FLORIDA (THE "ISSUER"); APPROVING THE ISSUANCE BY THE ISSUER OF ITS HEALTH CARE FACILITIES REVENUE BONDS (BROOKS REHABILITATION), IN ONE OR MORE TAX-EXEMPT OR TAXABLE SERIES, IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$130,000,000, TO FINANCE, REIMBURSE OR REFINANCE THE COSTS OF THE ACQUISITION, CONSTRUCTION AND EQUIPPING OF CERTAIN HEALTH CARE FACILITIES TO BE LOCATED IN ST. JOHNS COUNTY, FLORIDA, AND OTHER HEALTH CARE FACILITIES LOCATED OUTSIDE ST. JOHNS COUNTY, FLORIDA, OF WHICH NOT TO EXCEED \$2,750,000 WILL BE ISSUED FOR THE PURPOSE OF PROVIDING FUNDS TO MAKE A LOAN TO GENESIS HEALTH, INC., A FLORIDA NOT FOR PROFIT CORPORATION, TO FINANCE, REIMBURSE OR REFINANCE A PORTION OF THE COSTS OF THE CONSTRUCTION, INSTALLATION AND EQUIPPING OF SUCH HEALTH CARE FACILITIES TO BE LOCATED IN ST. JOHNS COUNTY, FLORIDA; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, Genesis Health, Inc., a Florida not for profit corporation (the "Borrower"), desires to finance, reimburse or refinance a part of the costs of the acquisition, construction and equipping of certain health care facilities to be located in St. Johns County, Florida ("St. Johns"), as more particularly described in Exhibit A hereto (the "St. Johns Project"), and to finance, reimburse or refinance all or a part of the costs of the acquisition, construction, equipping, renovation and expansion of certain other health care facilities located outside St. Johns County, Florida, as more particularly described in Exhibit A hereto (the "Other Projects"), (the St. Johns Project and the Other Projects are hereinafter collectively referred to as, the "Projects"); and

WHEREAS, the Borrower will recognize substantial cost savings by financing or refinancing all of the Projects through a single plan of finance consisting of the issuance by the City of Jacksonville, Florida (the "Issuer"), of its Health Care Facilities Revenue Bonds (Brooks Rehabilitation) (the "Bonds"), in one or more series, in an aggregate principal amount not to exceed \$130,000,000, to finance, reimburse or refinance all of the Projects; and

WHEREAS, the Issuer has requested that the Board of County Commissioners (the "Board") consider and approve the Issuer's issuance of the Bonds in accordance with Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code"); and

WHEREAS, the Borrower has requested that the Board authorize the execution and delivery of an Interlocal Agreement to be entered into between St. Johns and the Issuer (the "Interlocal Agreement"), in substantially the form attached hereto as Exhibit B, to allow the issuance by the Issuer of the Bonds to pay a part of the costs of the St. Johns Project, the amount thereof not to exceed \$2,750,000; and

WHEREAS, the Issuer and St. Johns are willing to enter into the Interlocal Agreement as herein described in order to permit the Borrower to finance or refinance a part of the costs of the St. Johns Project.

NOW, THEREFORE, BE IT RESOLVED by the Board that:

SECTION 1. Authority. This Resolution is adopted pursuant to the laws of the State of Florida, including Chapter 159, Part II, and Section 163.01, Florida Statutes, as amended, and other applicable provisions of law (collectively, the "Act").

SECTION 2. Findings. The Board hereby finds, determines and declares as follows:

A. The Board is the elected legislative body of St. Johns, and St. Johns has jurisdiction over the area in which the St. Johns Project is located.

B. Notice of a public hearing to be held before the Board, inviting comments and discussions concerning the issuance of the Bonds by the Issuer to finance or refinance a part of the costs of the St. Johns Project, was published in *The St. Augustine Record*, a newspaper of general circulation in St. Johns at least fourteen days prior to such hearing date, a copy of the publisher's affidavit of proof of publication is attached hereto as Exhibit C and incorporated herein by reference.

C. Following such notice, a public hearing was held by the Board during which comments and discussions concerning the issuance of the Bonds by the Issuer to finance or refinance a part of the costs of the St. Johns Project were requested and allowed.

D. The Bonds and the interest thereon shall not constitute an indebtedness or pledge of the general credit or taxing power of St. Johns, the Issuer, the State of Florida or any political subdivision thereof but shall be payable solely from the revenues pledged therefor pursuant to a Loan Agreement entered into by and between the Issuer and the Borrower prior to or contemporaneously with the issuance of the Bonds.

SECTION 3. Authorization of Interlocal Agreement. The form of the Interlocal Agreement attached hereto as Exhibit B and incorporated by reference is hereby approved. The County Administrator (or other appropriate official designated by the Board) and the Clerk of Courts or Deputy Clerk are hereby authorized in the name and on behalf of St. Johns pursuant to this Resolution to execute and deliver the Interlocal Agreement on behalf of St. Johns in substantially the form attached to this Resolution, with such changes, insertions and deletions as the officers signing such document may approve, their execution thereof to be conclusive evidence of such approval. The officers executing the Interlocal Agreement are hereby further authorized to do all things which may be required or advisable with respect to or in any way

related thereto, including, but not limited to, recording the Interlocal Agreement with the Clerk of the Circuit Court in and for the St. Johns County, Florida. The County Manager (or other appropriate official designated by the Board) and Clerk of Courts or Deputy Clerk are hereby further authorized to take such further action and execute such further instruments as may be necessary or appropriate to fully effectuate the purpose and intention of this Resolution and the Interlocal Agreement.

SECTION 4. Approval. Solely for the purposes of satisfying the provisions of Section 147(f) of the Code and other applicable provisions of law, the Board hereby approves the issuance of the Bonds by the Issuer in one or more tax-exempt or taxable series in an aggregate principal amount not exceeding \$130,000,000, of which not to exceed \$2,750,000 will be issued for the purpose of providing funds to make a loan to the Borrower to finance or refinance a part of the costs of the St. Johns Project. The approval given herein shall not be construed as (i) an endorsement of the creditworthiness of the Borrower or the financial viability of the Projects, (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 St. Johns Project, and the Board 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 St. Johns or estopping St. Johns from asserting any rights or responsibilities it 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 St. Johns to incur any liability, pecuniary or otherwise, in connection with either the issuance of the Bonds or the acquisition and construction of the St. Johns Project.

SECTION 5. Effective Date. This Resolution shall take effect immediately upon its passage.

PASSED AND ADOPTED this 21<sup>st</sup> day of July, 2015.

BOARD OF COUNTY COMMISSIONERS  
OF ST. JOHNS COUNTY, FLORIDA

(OFFICIAL SEAL)

ATTEST:

Pam Halterman  
Its Clerk Deputy Clerk

[Signature]  
Its Chair

RENDITION DATE 7/23/15



## EXHIBIT A

### PROJECT DESCRIPTIONS

#### **St. Johns Project Description**

The St. Johns Project consists of financing, reimbursing or refinancing the costs of the following:

(a) the acquisition and installation by Brooks Home Care Advantage, Inc., a Florida not for profit corporation (“Home Health”), of capital improvements, fixtures, furnishings, equipment and related personal property, used to provide home health services, located or to be located at 2730 US 1 South, Suites G & H, St. Augustine, Florida, and to be owned and operated by Home Health; and

(b) the acquisition, construction and installation of capital improvements, including but not limited to leasehold improvements and equipment, to be used to provide physical, occupational and other rehabilitation therapy at Brooks Rehabilitation Center/St. Augustine, located at 190 Southpark Boulevard, Suite 100 & 102, St. Augustine, Florida, owned by Genesis Rehabilitation Hospital, Inc., a Florida not for profit corporation, doing business as Brooks Rehabilitation Hospital (the “Hospital”), and operated by Genesis Health Development, Inc., a Florida not for profit corporation doing business as Brooks Rehabilitation Centers (“Health Development”), the sole member of which is Genesis Health, Inc., a Florida not for profit corporation doing business as Brooks Rehabilitation (“Brooks Rehabilitation”).

#### **Other Projects Description**

The Other Projects consist of financing, reimbursing or refinancing the costs of the following:

(a) the acquisition, construction and installation of improvements, renovations, equipment and other capital expenditures at the existing 157-bed inpatient rehabilitation hospital owned and operated by the Hospital, located at 3599 University Boulevard South, Jacksonville, Florida (the “Main Campus”);

(b) the acquisition and installation by Home Health of capital improvements, fixtures, furnishings, equipment and related real and personal property, used to provide home health services, located or to be located at 5836 Richard Street, Jacksonville, Florida; 6871 Belfort Oaks Place, Jacksonville, Florida; 4131 University Boulevard, Building 17, Jacksonville, Florida; 771 Fentress Boulevard, Suite 2F, Daytona Beach, Florida; 4615 NW 53rd Avenue, Suite C, Gainesville, Florida; 1329 Kingsley Avenue, Suite D, Orange Park, Florida; 530 Zeagler Drive, Suite 103, Palatka, Florida; 14 Office Park Drive, Suite 3, Palm Coast, Florida; and 1699 South 14<sup>th</sup> Street, Suite 12, Fernandina Beach, Florida, and to be owned and operated by Home Health;

(c) the acquisition, construction, installation and equipping of a new outpatient rehabilitation clinic, consisting of a 1-story building containing approximately 10,200

square feet and including related real and personal property, facilities, fixtures, furnishings and equipment, to be located on a site containing approximately 3.95 acres located at 500 Park Avenue, Orange Park, Florida, near the Southwest corner of Wells Road and U.S.17/Park Avenue, and to be owned and operated by Health Development;

(d) the acquisition, construction, installation and equipping of a new inpatient family housing facility, consisting of a 1-story building containing approximately 27,000 square feet and including related real and personal property, facilities, fixtures, furnishings and equipment, to be located on a site containing approximately 1.6 acres at 6139 Beach Boulevard, Jacksonville, Florida, and to be owned and operated by the Hospital;

(e) the completion of the acquisition, construction, installation and equipping of a 111 licensed-bed rehabilitation skilled nursing facility, consisting of a three-story building containing approximately 82,000 square feet and including related real and personal property, facilities, license and associated assets, fixtures, furnishings and equipment, to be located on a site containing approximately 8 acres at the southeast corner of the intersection of Beach Boulevard and Hickman Road in Jacksonville, Florida, with approximately 625 feet fronting on Beach Boulevard (a portion of the site was previously occupied by Gator Office Products at 6188 Beach Boulevard, Jacksonville, Florida), at the Main Campus, and owned by Brooks Skilled Nursing Facility Holdings B, Inc., a Florida not for profit corporation (“Skilled Nursing Holdings B”), and operated by Brooks Skilled Nursing Facility B, Inc., a Florida not for profit corporation (“Skilled Nursing B”);

(f) the acquisition, construction and installation of improvements, renovations, equipment and other capital expenditures at the existing 100-licensed bed skilled nursing facility located on an approximately 7-acre site at 6209 Brooks Bartram Drive, Building #100, Jacksonville, Florida, owned by Brooks Skilled Nursing Facility Holdings A, Inc., a Florida not for profit corporation (“Skilled Nursing Holdings A”), and operated by Brooks Skilled Nursing Facility A, Inc., a Florida not for profit corporation (“Skilled Nursing A”);

(g) the acquisition, construction and installation of capital improvements, including but not limited to, leasehold improvements and equipment, to be used to provide physical, occupational and other rehabilitation therapy at the following outpatient rehabilitation facilities, each of which is operated by Health Development:

(i) the outpatient facility located at the Main Campus, owned by the Hospital;

(ii) the outpatient facility located at the Main Campus, owned by Brooks Rehabilitation;

(iii) the outpatient facility located at the Main Campus, owned by Health Development;

(iv) the outpatient facility located at 3901 University Boulevard South, Jacksonville, Florida, owned by Health Development;

- (v) Brooks Rehabilitation Center/Mandarin, located at 11701 San Jose Boulevard, Suite 210, Jacksonville, Florida, owned by the Hospital;
- (vi) Brooks Rehabilitation Center/Northside, located at 320 Dundas Drive, Suite 8, Jacksonville, Florida, owned by the Hospital;
- (vii) Brooks Rehabilitation Center/San Pablo, located at 14286 Beach Boulevard, Suite 34, Jacksonville, Florida, owned by the Hospital;
- (viii) Brooks Rehabilitation Center/Southside, located at 3901 University Boulevard South, Jacksonville, Florida, owned by the Hospital;
- (ix) Brooks Rehabilitation Center/Westside, located at 7749 Normandy Crossing, Suite 147, Jacksonville, Florida, owned by the Hospital;
- (x) Brooks Rehabilitation Center/Center for Sports Therapy, located at 10423 Centurion Parkway North, Jacksonville, Florida, owned by the Hospital;
- (xi) Brooks Rehabilitation Center/Monument, located at 1205 Monument Road, Suite 202, Jacksonville, Florida, owned by Health Development;
- (xii) Brooks Rehabilitation Center/San Jose, located at 8505 San Jose Boulevard, Jacksonville, Florida, owned by Health Development;
- (xiii) Brooks Rehabilitation Center/Balance Center, located at 10475 Centurion Parkway North, Suite 304, Jacksonville, Florida, owned by Health Development;
- (xiv) Brooks Rehabilitation Center/Center for Back and Neck Health, located at 7207 Golden Wings Road, Suite 300, Jacksonville, Florida, owned by Health Development;
- (xv) Brooks Rehabilitation Center/Arlington, located at 9100 Merrill Road, Suite 10, Jacksonville, Florida, owned by Health Development;
- (xvi) Brooks Rehabilitation Clubhouse, located at 3197 Cortez Road, Jacksonville, Florida, owned by Brooks Rehabilitation;
- (xvii) Brooks Rehabilitation Center/Amelia, located at 4800 First Coast Highway, Suite 240, Fernandina Beach, Florida, owned by Health Development;
- (xviii) Brooks Rehabilitation Center/Palm Coast, located at 9 Pine Cone Drive, Suite 104B, Palm Coast, Florida, owned by Health Development; and
- (xix) Brooks Rehabilitation Center/Orange Park, located at 550 Wells Road, Suite 4, Orange Park, Florida, owned by the Hospital;

(h) refunding a portion of the outstanding Jacksonville Health Facilities Authority Health Care Facilities Revenue Bonds (Brooks Health System), Series 2007, the proceeds of which were loaned to the Borrower and used to:

(i) finance the acquisition, construction and installation of an administrative support building (the "Administrative Building") to accommodate existing support services and expanded education and conference space for the Borrower and its affiliates, including related facilities, fixtures, furnishings and equipment, to be owned and operated by the Borrower and located at 3349 University Boulevard South, Jacksonville, Florida, at the Main Campus adjacent to the Hospital's existing inpatient rehabilitation hospital;

(ii) refinance certain outstanding indebtedness of the Borrower which financed the acquisition of approximately 117.5 acres of unimproved land owned by the Borrower and to be used by the Borrower and/or its affiliates as the future site for post-acute care and related health care facilities, which land is located at 6209 Brooks Bartram Drive Jacksonville, Florida, being bounded on the west by Bartram Park Boulevard, beginning approximately 900 feet south of the intersection of Old St. Augustine Road and Bartram Park Boulevard, with approximately 1,200 feet facing Bartram Park Boulevard, and being bounded on the east by Interstate 95, with approximately 2,100 feet facing Interstate 95;

(iii) finance the acquisition, construction and installation of capital improvements at the existing inpatient rehabilitation hospital, then containing 143 beds, owned and operated by the Hospital and located on the Main Campus, consisting of the (a) renovation and expansion of the existing inpatient rehabilitation hospital, including expansion of the brain therapy gym and of the pediatric therapy gym, construction of a therapist work area near the therapy gym spaces, addition of a stroke therapy gym, conversion of the administrative office space into eighteen patient rooms, two of which to be bariatric rooms with an overhead lift system, addition of a spinal cord injury therapy gym and construction of an ADL suite, and the acquisition and installation of related facilities, fixtures, furniture and equipment, and (b) acquisition and installation of routine capital improvements and expenditures at the existing inpatient rehabilitation hospital;

(iv) refund the outstanding Jacksonville Health Facilities Authority Hospital Revenue and Refunding Bonds (Genesis Rehabilitation Hospital Project), Series 1996, the proceeds of which were loaned to the Hospital and used to (a) refund the Authority's outstanding Hospital Revenue Bonds (Memorial Regional Rehabilitation Center Project), Series 1992, which financed the construction and equipping of the Hospital's inpatient rehabilitation hospital, originally containing 110 beds, on the Main Campus, (b) finance the cost of acquiring a computer system at the Main Campus and the cost of leasehold improvements and equipment at the Hospital's outpatient facilities located at 11701 San Jose Boulevard, 7764 Normandy Boulevard, 14444 Beach Boulevard, and 3901 University Boulevard, all in Jacksonville, Florida, and owned and operated by the Hospital, (c) fund a debt service reserve, and (d) pay the costs of issuance; and

(v) finance the acquisition, construction and installation of capital improvements, including but not limited to leasehold improvements and equipment, to be used to provide physical, occupational and other rehabilitation therapy at the following outpatient facilities operated by Health Development in Jacksonville, Florida:

(1) the outpatient facility located at the Main Campus, owned by the Hospital;

(2) Brooks Rehabilitation Center/Mandarin, located at 11701 San Jose Boulevard, Suite 210, Jacksonville, Florida, owned by the Hospital;

(3) Brooks Rehabilitation Center/Northside, located at 320 Dundas Avenue, Suite 8, Jacksonville, Florida, owned by the Hospital;

(4) Brooks Rehabilitation Center/San Pablo, located at 14444 Beach Boulevard, Jacksonville, Florida 32250, owned by the Hospital;

(5) Brooks Rehabilitation Center/Southside, located at 3901 University Boulevard South, Jacksonville, Florida, owned by the Hospital;

(6) Brooks Rehabilitation Center/Westside, located at 7749 Normandy Crossing, Suite 147, Jacksonville, Florida, owned by the Hospital;

(7) Brooks Rehabilitation Center/Medical Fitness, located at 10423 Centurion Parkway North, Jacksonville, Florida, owned by the Hospital;

(8) outpatient facility located at the Main Campus, owned by Health Development;

(9) Brooks Rehabilitation Center/Beaches, located at 2344 South Third Street, Jacksonville, Florida, owned by Health Development;

(10) Brooks Rehabilitation Center/Monument, located at 1205 Monument Road, Suite 202, Jacksonville, Florida, owned by Health Development;

(11) Brooks Rehabilitation Center/Riverside, located at 800 Lomax Street, Suite 105, Jacksonville, Florida, owned by Health Development;

(12) Brooks Rehabilitation Center/San Jose, located at 8505 San Jose Boulevard, Jacksonville, Florida, owned by Health Development; and

(13) Brooks Rehabilitation Center/Balance Center, located at 10475 Centurion Parkway North, Suite 304, Jacksonville, Florida, owned by Health Development.

EXHIBIT B  
INTERLOCAL AGREEMENT

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**INTERLOCAL AGREEMENT**

**Dated as of \_\_\_\_\_, 2015**

**Between**

**CITY OF JACKSONVILLE, FLORIDA**

**and**

**ST. JOHNS COUNTY, FLORIDA**

**THERE ARE NO INTANGIBLE TAXES OR DOCUMENTARY STAMPS DUE ON THE  
BONDS DESCRIBED HEREIN, PURSUANT TO CHAPTER 159, PART II, FLORIDA  
STATUTES**

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This Interlocal Agreement was prepared by  
Chauncey W. Lever, Jr., Esq.  
Foley & Lardner LLP  
One Independent Drive, Suite 1300  
Jacksonville, Florida 32202-5017

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## INTERLOCAL AGREEMENT

This INTERLOCAL AGREEMENT (this "Agreement") is dated as of \_\_\_\_\_, 2015, and is entered into between the CITY OF JACKSONVILLE ("Jacksonville"), an incorporated municipality of the State of Florida, and ST. JOHNS COUNTY ("St. Johns"), a political subdivision of the State of Florida.

### WITNESSETH:

WHEREAS, Jacksonville and St. Johns each represent to the other that, pursuant to Chapter 159, Part II, Florida Statutes, as amended ("Chapter 159"), and other applicable provisions of law, it is authorized to issue bonds to finance the cost of the acquisition, construction, improvement and equipping of certain health care facilities; and

WHEREAS, Jacksonville and St. Johns each represent to the other that it constitutes a "public agency" within the meaning of Section 163.01, Florida Statutes, as amended (the "Interlocal Act"), and is authorized under the Interlocal Act to enter into interlocal agreements providing for them to jointly exercise any power, privilege or authority which each of them could exercise separately; and

WHEREAS, Jacksonville represents to St. Johns that Jacksonville has been advised that Genesis Health, Inc., doing business as Brooks Rehabilitation, a Florida not for profit corporation (the "Borrower"), desires to finance or refinance all or a part of the costs of the acquisition, construction and equipping of certain "health care facilities" constituting "projects," as such terms are used in Chapter 159, to be located in St. Johns (collectively, the "St. Johns Project") and finance and refinance other "health care facilities" to be located outside St. Johns (collectively, the "Other Projects"), as described in Exhibit A hereto (the St. Johns Project and the Other Projects are hereinafter referred to collectively as the "Project"); and

WHEREAS, Jacksonville represents to St. Johns that Jacksonville has been advised that the Borrower has requested that Jacksonville and St. Johns enter into this Agreement to authorize Jacksonville to issue under Chapter 159 its Health Care Facilities Revenue Bonds (Brooks Rehabilitation), in one or more tax-exempt or taxable series in an aggregate principal amount of not to exceed \$130,000,000 (the "Bonds"), to finance and refinance the St. Johns Project and the Other Projects, of which not to exceed \$2,750,000 will be issued for the purpose of providing funds to make a loan to the Borrower pursuant to a loan agreement between Jacksonville and the Borrower (the "Financing Agreement") to finance or refinance a part of the costs of the St. Johns Project, and that issuance of the Bonds by Jacksonville will result in a significant cost savings to the Borrower over the issuance and sale of separate issues of bonds by Jacksonville, St. Johns and the other local government bodies whose jurisdiction within which a portion of the Project is or will be located, in order to finance or refinance a part of the costs of the Project; and

WHEREAS, Jacksonville and St. Johns have agreed to enter into this Agreement for the purposes stated above; and

WHEREAS, on May 26, 2015, the Industrial Development Revenue Bond Review Committee of the City of Jacksonville, Florida, on behalf of Jacksonville, preliminarily authorized and approved the issuance of the Bonds, the application of the proceeds thereof and the execution and delivery of this Agreement; and

WHEREAS, on \_\_\_\_\_, 2015, the City Council of Jacksonville authorized and approved the issuance of the Bonds, the application of the proceeds thereof and the execution and delivery of this Agreement; and

WHEREAS, on July 21, 2015, the Board of County Commissioners of St. Johns approved the issuance of the Bonds by Jacksonville and approved the execution and delivery of this Agreement; and

WHEREAS, the Interlocal Act authorizes Jacksonville and St. Johns to enter into this Agreement, and the Interlocal Act and Chapter 159 confer upon Jacksonville authorization to issue the Bonds and to apply the proceeds thereof to the financing or refinancing of the St. Johns Project through a loan of Bond proceeds to the Borrower; and

WHEREAS, the parties hereto desire to agree to the issuance of the Bonds by Jacksonville for such purposes and such agreement by the parties hereto is in the public interest; and

WHEREAS, pursuant to Section 6 hereof, the Borrower has agreed to indemnify Jacksonville and St. Johns in connection with its execution of this Agreement;

NOW, THEREFORE, for and in consideration of the premises hereinafter contained, and intending to be legally bound hereby, the parties hereto agree as follows:

SECTION 1. Authorization to Issue the Bonds. Jacksonville and St. Johns do hereby agree that Jacksonville is hereby authorized to issue the Bonds in one or more tax-exempt or taxable series in an aggregate principal amount not exceeding \$130,000,000, of which not to exceed \$2,750,000 will be issued for the purpose of providing funds to make a loan to the Borrower to finance or refinance a part of the costs of the St. Johns Project. Jacksonville is hereby authorized to exercise all powers relating to the issuance of the Bonds vested in St. Johns pursuant to the Constitution and the laws of the State of Florida and to do all things within the jurisdiction of St. Johns which are necessary or convenient for the issuance of the Bonds and the financing of the St. Johns Project to the same extent as if St. Johns were issuing its own obligations under Chapter 159 for such purposes without any further authorization from St. Johns to exercise such powers or to take such actions. It is the intent of this Agreement and the parties hereto that Jacksonville be vested, to the maximum extent permitted by law, with all powers which St. Johns might exercise with respect to the issuance of the Bonds and the lending of the proceeds thereof to the Borrower to finance the St. Johns Project as though St. Johns were issuing the Bonds as its own special limited obligations.

The approval given herein by St. Johns shall not be construed as (i) an endorsement of the creditworthiness of the Borrower or the financial viability of the Project, (ii) a recommendation to any prospective purchaser to purchase the Bonds, (iii) an evaluation of the likelihood of the repayment of the debt service on the Bonds, or (iv) approval of any necessary

rezoning applications or approval or acquiescence to the alteration of existing zoning or land use nor approval for any other regulatory permits relating to the St. Johns Project, and St. Johns shall not be construed by reason of the delivery of this Agreement to have made any such endorsement, finding or recommendation or to have waived any right of St. Johns or to be estopped from asserting any rights or responsibilities it may have in such regard.

**SECTION 2. Qualifying Project.**

**A. Jacksonville hereby further represents, determines and agrees as follows:**

1. The Project constitutes a “project” as such term is used in Chapter 159.
2. The Borrower is financially responsible and fully capable and willing to fulfill its obligations under the Financing Agreement, including the obligations to make payments in the amounts and at the times required, to operate, repair, and maintain at its own expense the Facilities, and to serve the purposes of Chapter 159 and such other responsibilities as may be imposed under the Financing Agreement.
3. Adequate provision will be made in the Financing Agreement for the operation, repair, and maintenance of the St. Johns Project at the expense of the Borrower and for the payment of principal of and interest on the Bonds.
4. The Borrower has represented to Jacksonville that the Borrower expects to expend not exceeding \$2,750,000 to pay costs (including related financing costs) of the St. Johns Project.
5. A public hearing was held on June 11, 2015, by Jacksonville, on behalf of Jacksonville and the City Council of Jacksonville, during which comments concerning the issuance of the Bonds by Jacksonville to finance or refinance the Project were requested and could be heard.

**B. St. Johns hereby represents, determines and agrees as follows:**

1. The St. Johns Project is appropriate to the needs and circumstances of; provides or preserves gainful employment; and serves a public purpose by advancing the public health or the general welfare of the State of Florida and its people.
2. St. Johns and other local agencies will be able to cope satisfactorily with the impact of the St. Johns Project and will be able to provide, or cause to be provided when needed, the public facilities, including utilities and public services, that are necessary for the operation, repair, and maintenance of the St. Johns Project and on account of any increases in population or other circumstances resulting therefrom.
3. A public hearing was held on July 21, 2015 by the Board of County Commissioners (the “Board”) of St. Johns during which comments concerning approval by the Board of the issuance of the Bonds by Jacksonville to finance the St. Johns Project were requested and could be heard.

4. The Board approved the issuance of the Bonds by Jacksonville and the use of the proceeds thereof to finance and refinance the St. Johns Project at a meeting on July 21, 2015.

**SECTION 3. No Pecuniary Liability of Jacksonville or St. Johns; Limited Obligation of Jacksonville.** Neither the provisions, covenants or agreements contained in this Agreement and any obligations imposed upon Jacksonville or St. Johns hereunder, nor the Bonds issued pursuant to this Agreement, shall constitute an indebtedness or liability of Jacksonville or St. Johns. The Bonds when issued, and the interest thereon, shall be limited and special obligations of Jacksonville payable solely from certain nongovernmental revenues and other nongovernmental amounts pledged thereto by the terms thereof.

**SECTION 4. No Personal Liability.** No covenant or agreement contained in this Agreement shall be deemed to be a covenant or agreement of any member, officer, agent or employee of Jacksonville or St. Johns in his or her individual capacity and no member, officer, agent or employee of Jacksonville or St. Johns shall be liable personally on this Agreement or be subject to any personal liability or accountability by reason of the execution of this Agreement.

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

Neither Jacksonville nor St. Johns shall be liable for the costs of issuing the Bonds or the costs incurred by either of them in connection with the preparation, review, execution or approval of this Agreement or any documentation or opinions required to be delivered in connection therewith by Jacksonville or St. Johns or counsel to any of them. All of such costs shall be paid from the proceeds of the Bonds or from other moneys of the Borrower.

**SECTION 6. Indemnity.** The Borrower, by its approval and acknowledgement at the end of this Agreement, agrees to indemnify and hold harmless Jacksonville and St. Johns, their respective officers, employees, representatives and agents, from and against any and all losses, claims, damages, liabilities or expenses of every conceivable kind, character and nature whatsoever, including, but not limited to, losses, claims, damages, liabilities or expenses (including reasonable fees and expenses of attorneys, accountants, consultants and other experts), arising out of, resulting from, or in any way connected with this Agreement or the issuance of the Bonds.

**SECTION 7. Term.** This Agreement will remain in full force and effect from the date of its execution, subject to the provisions of Section 8 hereof, until such time as it is terminated by any party hereto upon 10 days written notice to the other party hereto. Notwithstanding the foregoing, it is agreed that this Agreement may not be terminated so long as any of the Bonds remain outstanding or unpaid (or any bonds issued to refund the Bonds remain outstanding or unpaid). Nothing herein shall be deemed in any way to limit or restrict either party hereto from issuing its own obligations or entering into any other agreement for the financing or refinancing of any facility which either party hereto may choose to finance.

SECTION 8. Filing of Agreement. It is agreed that this Agreement shall be filed by the Borrower or its authorized agent or representative with the Clerk of the Circuit Court of Duval County, Florida and with the Clerk of the Circuit Court of St. Johns County, Florida, all in accordance with the Interlocal Act, and that this Agreement shall not become effective until so filed with the Borrower's executed approval and acknowledgment attached thereto.

SECTION 9. 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.

SECTION 10. WAIVER OF JURY TRIAL. EACH OF THE PARTIES HERETO AND THE BORROWER HEREBY KNOWINGLY, VOLUNTARILY AND INTENTIONALLY WAIVES THE RIGHT IT MAY HAVE TO A TRIAL BY JURY IN RESPECT OF ANY LITIGATION BASED HEREON, OR ARISING OUT OF, UNDER OR IN CONNECTION WITH THIS AGREEMENT AND ANY DOCUMENT CONTEMPLATED TO BE EXECUTED IN CONJUNCTION HEREWITH, OR ANY COURSE OF CONDUCT, COURSE OF DEALING, STATEMENTS (WHETHER VERBAL OR WRITTEN) OR ACTIONS OF EITHER PARTY. THIS PROVISION IS A MATERIAL INDUCEMENT FOR EACH OF THE PARTIES TO ENTER INTO THIS AGREEMENT.

SECTION 11. Litigation. In the event any legal proceedings are instituted between the parties hereto concerning this Agreement, the prevailing party in such proceedings shall be entitled to recover its costs of suit, including reasonable attorneys' fees, at both trial and appellate levels.

SECTION 12. Governing Law. This Agreement is being delivered and is intended to be performed in the State of Florida, and shall be construed and enforced in accordance with, and the rights of the parties shall be governed by, the laws of the State of Florida.

SECTION 13. Execution in Counterparts. This Agreement may be executed in several counterparts, each of which shall be an original and all of which shall constitute but one and the same instrument.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the parties to this Agreement have caused this Agreement to be executed by the proper officers thereof, all as of the date first above written.

CITY OF JACKSONVILLE, FLORIDA

ATTEST:

By: \_\_\_\_\_  
Theodore Carter, Economic  
Development Officer

By: \_\_\_\_\_  
James R. McCain, Jr., Corporation  
Secretary

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this \_\_\_\_ day of \_\_\_\_, 2015, by Theodore Carter and James R. McCain, Jr., the Economic Development Officer and the Corporation Secretary, respectively, of the City of Jacksonville, Florida, on behalf of the City. Such persons did not take an oath and: *(notary must check applicable box)*

- are personally known to me.
- produced a current Florida driver's license as identification.
- produced \_\_\_\_\_ as identification.

{Notary Seal must be affixed}

\_\_\_\_\_  
Signature of Notary

\_\_\_\_\_  
Name of Notary (Typed, Printed or  
Stamped)

Commission Number  
(if not legible on seal):  
\_\_\_\_\_

My Commission Expires  
(if not legible on seal):  
\_\_\_\_\_

ST. JOHNS COUNTY, FLORIDA

ATTEST:

By: \_\_\_\_\_  
Michael D. Wanchick,  
County Administrator

By: \_\_\_\_\_  
Clerk of Courts

STATE OF FLORIDA  
COUNTY OF ST. JOHNS

The foregoing instrument was acknowledged before me this \_\_\_\_ day of \_\_\_\_\_, 2015, by Michael D. Wanchick and Cheryl Strickland, the County Administrator and the Clerk of Courts, respectively, of St. Johns County, Florida, on behalf of the County. Such persons did not take an oath and: *(notary must check applicable box)*

- are personally known to me.
- produced a current Florida driver's license as identification.
- produced \_\_\_\_\_ as identification.

{Notary Seal must be affixed}

\_\_\_\_\_  
Signature of Notary

\_\_\_\_\_  
Name of Notary (Typed, Printed or Stamped)

Commission Number  
(if not legible on seal):  
\_\_\_\_\_

My Commission Expires  
(if not legible on seal):  
\_\_\_\_\_

## APPROVAL AND ACKNOWLEDGMENT

Genesis Health, Inc. d/b/a Brooks Rehabilitation, a Florida not for profit corporation (the "Borrower"), hereby approves the foregoing Interlocal Agreement, certifies that the information contained therein regarding the Borrower is correct and acknowledges its acceptance of its obligations arising thereunder, including, without limitation, its obligations under Section 6 thereof, by causing this Approval and Acknowledgment to be executed by its proper officer as of the date of said Interlocal Agreement.

GENESIS HEALTH, INC.

By: \_\_\_\_\_  
Douglas M. Baer, President and Chief  
Executive Officer

EXHIBIT C  
PUBLISHER'S AFFIDAVIT OF  
PROOF OF PUBLICATION OF PUBLIC HEARING





## EXHIBIT A

### PROJECT DESCRIPTIONS

#### St. Johns Project Description

The St. Johns Project consists of financing, reimbursing or refinancing the costs of the following:

(a) the acquisition and installation by Brooks Home Care Advantage, Inc., a Florida not for profit corporation (“Home Health”), of capital improvements, fixtures, furnishings, equipment and related personal property, used to provide home health services, located or to be located at 2730 US 1 South, Suites G & H, St. Augustine, Florida, and to be owned and operated by Home Health; and

(b) the acquisition, construction and installation of capital improvements, including but not limited to leasehold improvements and equipment, to be used to provide physical, occupational and other rehabilitation therapy at Brooks Rehabilitation Center/St. Augustine, located at 190 Southpark Boulevard, Suite 100 & 102, St. Augustine, Florida, to be owned by Genesis Rehabilitation Hospital, Inc., a Florida not for profit corporation, doing business as Brooks Rehabilitation Hospital (the “Hospital”), and operated by Genesis Health Development, Inc., a Florida not for profit corporation doing business as Brooks Rehabilitation Centers (“Health Development”), the sole member of which is Genesis Health, Inc., a Florida not for profit corporation doing business as Brooks Rehabilitation (“Brooks Rehabilitation”).

#### Other Projects Description

The Other Projects consist of financing, reimbursing or refinancing the costs of the following:

(a) the acquisition, construction and installation of improvements, renovations, equipment and other capital expenditures at the existing 157-bed inpatient rehabilitation hospital owned and operated by Genesis Rehabilitation Hospital, Inc., a Florida not for profit corporation, doing business as Brooks Rehabilitation Hospital (the “Hospital”), located at 3599 University Boulevard South, Jacksonville, Florida (the “Main Campus”);

(b) the acquisition and installation by Home Health of capital improvements, fixtures, furnishings, equipment and related real and personal property, used to provide home health services, located or to be located at 5836 Richard Street, Jacksonville, Florida; 6871 Belfort Oaks Place, Jacksonville, Florida; 4131 University Boulevard, Building 17, Jacksonville, Florida; 771 Fentress Boulevard, Suite 2F, Daytona Beach, Florida; 4615 NW 53rd Avenue, Suite C, Gainesville, Florida; 1329 Kingsley Avenue, Suite D, Orange Park, Florida; 530 Zeagler Drive, Suite 103, Palatka, Florida; 14 Office Park Drive, Suite 3, Palm Coast, Florida; and 1699 South 14<sup>th</sup> Street, Suite 12, Fernandina Beach, Florida, and to be owned and operated by Home Health;

(c) the acquisition, construction, installation and equipping of a new outpatient rehabilitation clinic, consisting of a 1-story building containing approximately 10,200 square feet and including related real and personal property, facilities, fixtures, furnishings and equipment, to be located on a site containing approximately 3.95 acres located at 500 Park Avenue, Orange Park, Florida, near the Southwest corner of Wells Road and U.S. 17/Park Avenue, and to be owned and operated by Health Development;

(d) the acquisition, construction, installation and equipping of a new inpatient family housing facility, consisting of a 1-story building containing approximately 27,000 square feet and including related real and personal property, facilities, fixtures, furnishings and equipment, to be located on a site containing approximately 1.6 acres at 6139 Beach Boulevard, Jacksonville, Florida, and to be owned and operated by the Hospital;

(e) the completion of the acquisition, construction, installation and equipping of a 111 licensed-bed rehabilitation skilled nursing facility, consisting of a three-story building containing approximately 82,000 square feet and including related real and personal property, facilities, license and associated assets, fixtures, furnishings and equipment, to be located on a site containing approximately 8 acres at the southeast corner of the intersection of Beach Boulevard and Hickman Road in Jacksonville, Florida, with approximately 625 feet fronting on Beach Boulevard (a portion of the site was previously occupied by Gator Office Products at 6188 Beach Boulevard, Jacksonville, Florida), at the Main Campus, and owned by Brooks Skilled Nursing Facility Holdings B, Inc., a Florida not for profit corporation ("Skilled Nursing Holdings B"), and operated by Brooks Skilled Nursing Facility B, Inc., a Florida not for profit corporation ("Skilled Nursing B");

(f) the acquisition, construction and installation of improvements, renovations, equipment and other capital expenditures at the existing 100-licensed bed skilled nursing facility located on an approximately 7-acre site at 6209 Brooks Bartram Drive, Building #100, Jacksonville, Florida, owned by Brooks Skilled Nursing Facility Holdings A, Inc., a Florida not for profit corporation ("Skilled Nursing Holdings A"), and operated by Brooks Skilled Nursing Facility A, Inc., a Florida not for profit corporation ("Skilled Nursing A");

(g) the acquisition, construction and installation of capital improvements, including but not limited to, leasehold improvements and equipment, to be used to provide physical, occupational and other rehabilitation therapy at the following outpatient rehabilitation facilities, each of which is operated by Health Development:

(i) the outpatient facility located at the Main Campus, owned by the Hospital;

(ii) the outpatient facility located at the Main Campus, owned by Brooks Rehabilitation;

(iii) the outpatient facility located at the Main Campus, owned by Health Development;

(iv) the outpatient facility located at 3901 University Boulevard South, Jacksonville, Florida, owned by Health Development;

- (v) Brooks Rehabilitation Center/Mandarin, located at 11701 San Jose Boulevard, Suite 210, Jacksonville, Florida, owned by the Hospital;
- (vi) Brooks Rehabilitation Center/Northside, located at 320 Dundas Drive, Suite 8, Jacksonville, Florida, owned by the Hospital;
- (vii) Brooks Rehabilitation Center/San Pablo, located at 14286 Beach Boulevard, Suite 34, Jacksonville, Florida, owned by the Hospital;
- (viii) Brooks Rehabilitation Center/Southside, located at 3901 University Boulevard South, Jacksonville, Florida, owned by the Hospital;
- (ix) Brooks Rehabilitation Center/Westside, located at 7749 Normandy Crossing, Suite 147, Jacksonville, Florida, owned by the Hospital;
- (x) Brooks Rehabilitation Center/Center for Sports Therapy, located at 10423 Centurion Parkway North, Jacksonville, Florida, owned by the Hospital;
- (xi) Brooks Rehabilitation Center/Monument, located at 1205 Monument Road, Suite 202, Jacksonville, Florida, owned by Health Development;
- (xii) Brooks Rehabilitation Center/San Jose, located at 8505 San Jose Boulevard, Jacksonville, Florida, owned by Health Development;
- (xiii) Brooks Rehabilitation Center/Balance Center, located at 10475 Centurion Parkway North, Suite 304, Jacksonville, Florida, owned by Health Development;
- (xiv) Brooks Rehabilitation Center/Center for Back and Neck Health, located at 7207 Golden Wings Road, Suite 300, Jacksonville, Florida, owned by Health Development;
- (xv) Brooks Rehabilitation Center/Arlington, located at 9100 Merrill Road, Suite 10, Jacksonville, Florida, owned by Health Development;
- (xvi) Brooks Rehabilitation Clubhouse, located at 3197 Cortez Road, Jacksonville, Florida, owned by Brooks Rehabilitation;
- (xvii) Brooks Rehabilitation Center/Amelia, located at 4800 First Coast Highway, Suite 240, Fernandina Beach, Florida, owned by Health Development;
- (xviii) Brooks Rehabilitation Center/Palm Coast, located at 9 Pine Cone Drive, Suite 104B, Palm Coast, Florida, owned by Health Development; and
- (xix) Brooks Rehabilitation Center/Orange Park, located at 550 Wells Road, Suite 4, Orange Park, Florida, owned by the Hospital;

(h) refunding a portion of the outstanding Jacksonville Health Facilities Authority Health Care Facilities Revenue Bonds (Brooks Health System), Series 2007, the proceeds of which were loaned to the Borrower and used to:

(i) finance the acquisition, construction and installation of an administrative support building (the "Administrative Building") to accommodate existing support services and expanded education and conference space for the Borrower and its affiliates, including related facilities, fixtures, furnishings and equipment, to be owned and operated by the Borrower and located at 3349 University Boulevard South, Jacksonville, Florida, at the Main Campus adjacent to the Hospital's existing inpatient rehabilitation hospital;

(ii) refinance certain outstanding indebtedness of the Borrower which financed the acquisition of approximately 117.5 acres of unimproved land owned by the Borrower and to be used by the Borrower and/or its affiliates as the future site for post-acute care and related health care facilities, which land is located 6209 Brooks Bartram Drive Jacksonville, Florida, being bounded on the west by Bartram Park Boulevard, beginning approximately 900 feet south of the intersection of Old St. Augustine Road and Bartram Park Boulevard, with approximately 1,200 feet facing Bartram Park Boulevard, and being bounded on the east by Interstate 95, with approximately 2,100 feet facing Interstate 95;

(iii) finance the acquisition, construction and installation of capital improvements at the existing inpatient rehabilitation hospital, then containing 143 beds, owned and operated by the Hospital and located on the Main Campus, consisting of the (a) renovation and expansion of the existing inpatient rehabilitation hospital, including expansion of the brain therapy gym and of the pediatric therapy gym, construction of a therapist work area near the therapy gym spaces, addition of a stroke therapy gym, conversion of the administrative office space into eighteen patient rooms, two of which to be bariatric rooms with an overhead lift system, addition of a spinal cord injury therapy gym and construction of an ADL suite, and the acquisition and installation of related facilities, fixtures, furniture and equipment, and (b) acquisition and installation of routine capital improvements and expenditures at the existing inpatient rehabilitation hospital;

(iv) refund the outstanding Jacksonville Health Facilities Authority Hospital Revenue and Refunding Bonds (Genesis Rehabilitation Hospital Project), Series 1996, the proceeds of which were loaned to the Hospital and used to (a) refund the Authority's outstanding Hospital Revenue Bonds (Memorial Regional Rehabilitation Center Project), Series 1992, which financed the construction and equipping of the Hospital's inpatient rehabilitation hospital, originally containing 110 beds, on the Main Campus, (b) finance the cost of acquiring a computer system at the Main Campus and the cost of leasehold improvements and equipment at the Hospital's outpatient facilities located at 11701 San Jose Boulevard, 7764 Normandy Boulevard, 14444 Beach Boulevard, and 3901 University Boulevard, all in Jacksonville, Florida, and owned and operated by the Hospital, (c) fund a debt service reserve, and (d) pay the costs of issuance; and

(v) finance the acquisition, construction and installation of capital improvements, including but not limited to leasehold improvements and equipment, to be used to provide physical, occupational and other rehabilitation therapy at the following outpatient facilities operated by Health Development in Jacksonville, Florida:

(1) the outpatient facility located at the Main Campus, owned by the Hospital;

(2) Brooks Rehabilitation Center/Mandarin, located at 11701 San Jose Boulevard, Suite 210, Jacksonville, Florida, owned by the Hospital;

(3) Brooks Rehabilitation Center/Northside, located at 320 Dundas Avenue, Suite 8, Jacksonville, Florida, owned by the Hospital;

(4) Brooks Rehabilitation Center/San Pablo, located at 14444 Beach Boulevard, Jacksonville, Florida 32250, owned by the Hospital;

(5) Brooks Rehabilitation Center/Southside, located at 3901 University Boulevard South, Jacksonville, Florida, owned by the Hospital;

(6) Brooks Rehabilitation Center/Westside, located at 7749 Normandy Crossing, Suite 147, Jacksonville, Florida, owned by the Hospital;

(7) Brooks Rehabilitation Center/Medical Fitness, located at 10423 Centurion Parkway North, Jacksonville, Florida, owned by the Hospital;

(8) outpatient facility located at the Main Campus, owned by Health Development;

(9) Brooks Rehabilitation Center/Beaches, located at 2344 South Third Street, Jacksonville, Florida, owned by Health Development;

(10) Brooks Rehabilitation Center/Monument, located at 1205 Monument Road, Suite 202, Jacksonville, Florida, owned by Health Development;

(11) Brooks Rehabilitation Center/Riverside, located at 800 Lomax Street, Suite 105, Jacksonville, Florida, owned by Health Development;

(12) Brooks Rehabilitation Center/San Jose, located at 8505 San Jose Boulevard, Jacksonville, Florida, owned by Health Development; and

(13) Brooks Rehabilitation Center/Balance Center, located at 10475 Centurion Parkway North, Suite 304, Jacksonville, Florida, owned by Health Development.





THE ST. AUGUSTINE RECORD

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

Ref #: L1742-15  
P.O. #: #12596 WEINS

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 NICOLE CORRIEVAU 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 TERRA NOTICE - BROOK - HEARING JULY 21, 2015 was published in said newspaper on 06/29/2015

Affiant further says that the St. Augustine Record is a newspaper published at St. Augustine, in said St. Johns County, Florida, and that the said newspaper heretofore has been continuously published in said St. Johns County, Florida, each day and has been entered as second class mail matter at the post office in the City of St. Augustine, in said St. Johns County, for a period of one year preceding the first publication of the copy of advertisement; and affiant further says that he/she has neither paid nor promised any person, firm or corporation any discount, rebate, commission or refund for the purpose of securing the advertisement for publication in the said newspaper.

Sworn to and subscribed before me this \_\_\_\_\_ day of JUN 29 2015 by Nicole Corrievau who is personally known to me and who has produced as identification

SHAWNEE H ORDONEZ  
MY COMMISSION # E271298  
EXPIRES MAY 01, 2016  
(Signature of Notary Public) (Seal)

NOTICE OF PUBLIC HEARING FOR ST. JOHNS COUNTY, FLORIDA

NOTICE IS HEREBY given that a public hearing will be held on Tuesday, July 14, 2015, at 10:00 a.m. at the St. Johns County Administration Building, 200 South Davidson Way, St. Augustine, Florida 32084. The public hearing will be held for the purpose of considering the proposed amendments to the City of St. Augustine, Florida, Ordinance 11-1, which amended the Comprehensive Zoning Ordinance, Chapter 11, Article 1, Part 1, Sections 11.01, 11.02, 11.03, 11.04, 11.05, 11.06, 11.07, 11.08, 11.09, 11.10, 11.11, 11.12, 11.13, 11.14, 11.15, 11.16, 11.17, 11.18, 11.19, 11.20, 11.21, 11.22, 11.23, 11.24, 11.25, 11.26, 11.27, 11.28, 11.29, 11.30, 11.31, 11.32, 11.33, 11.34, 11.35, 11.36, 11.37, 11.38, 11.39, 11.40, 11.41, 11.42, 11.43, 11.44, 11.45, 11.46, 11.47, 11.48, 11.49, 11.50, 11.51, 11.52, 11.53, 11.54, 11.55, 11.56, 11.57, 11.58, 11.59, 11.60, 11.61, 11.62, 11.63, 11.64, 11.65, 11.66, 11.67, 11.68, 11.69, 11.70, 11.71, 11.72, 11.73, 11.74, 11.75, 11.76, 11.77, 11.78, 11.79, 11.80, 11.81, 11.82, 11.83, 11.84, 11.85, 11.86, 11.87, 11.88, 11.89, 11.90, 11.91, 11.92, 11.93, 11.94, 11.95, 11.96, 11.97, 11.98, 11.99, 12.00, 12.01, 12.02, 12.03, 12.04, 12.05, 12.06, 12.07, 12.08, 12.09, 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authority personally appeared NICOLE CORRIVEAU

she is an Employee of the St. Augustine Record,  
based at St. Augustine in St. Johns County, Florida:

advertisement being a NOTICE OF HEARING

NOTICE - BROOK - HEARING JULY 21, 2015

newspaper on 06/29/2015

the St. Augustine Record is a newspaper published  
in St. Johns County, Florida, and that the said newspaper  
has previously published in said St. Johns County, Florida,  
and is now published as second class mail matter at the post office in the  
said St. Johns County, for a period of one year preceding  
the date of this advertisement; and affiant further says that  
no person, firm or corporation any discount,  
rebate or special rate for the purpose of securing the advertisement for  
the newspaper.

I appear before me this \_\_\_\_\_ day of \_\_\_\_\_ 2015

who is personally known to me  
for identification

  
SHAWNE H ORDONEZ  
MY COMMISSION # EE21298  
EXPIRES July 01, 2016

public) (Seal)

Facilities Revenue Bonds (Series 1972), in an amount not to exceed \$1,000,000, to be financed, reimbursed or refinanced by the issuance of Bonds in an aggregate principal amount not exceeding \$1,000,000; and

- (a) the acquisition, construction and installation of improvements, renovations, equipment and other capital expenditures of the existing 157-bed inpatient rehabilitation hospital owned and operated by Genesis Rehabilitation Hospital, Inc., a Florida not for profit corporation, doing business as Genesis Rehabilitation Hospital, Inc., in an aggregate principal amount not to exceed \$1,000,000; and
- (b) the acquisition and installation by Brooks Home Care Advantage, Inc., a Florida not for profit corporation ("Home Health"), of capital improvements, fixtures, furnishings, equipment and related real and personal property to be owned and operated by Home Health to provide home health services, located on the following sites in an aggregate principal amount not to exceed \$1,000,000: 4071 Bayport Oaks Place, Jacksonville, Florida (to be financed, reimbursed or refinanced by the issuance of Bonds in an aggregate principal amount not exceeding \$1,000,000); 4131 University Boulevard, Building 17, Jacksonville, Florida (to be financed, reimbursed or refinanced by the issuance of Bonds in an aggregate principal amount not exceeding \$1,000,000); 777 Pentress Boulevard, Suite 2F, Daytona Beach, Florida (to be financed, reimbursed or refinanced by the issuance of Bonds in an aggregate principal amount not exceeding \$1,000,000); 1329 Kinsey Avenue, Suite D, Orange Park, Florida (to be financed, reimbursed or refinanced by the issuance of Bonds in an aggregate principal amount not exceeding \$1,000,000); 14 Office Park Drive, Suite 3, Palm Coast, Florida (to be financed, reimbursed or refinanced by the issuance of Bonds in an aggregate principal amount not exceeding \$1,000,000); and 2720 US 1 South, Suite 0 & H, St. Augustine, Florida (to be financed, reimbursed or refinanced by the issuance of Bonds in an aggregate principal amount not exceeding \$1,000,000); and
- (c) the acquisition, construction, installation and equipping of a new inpatient rehabilitation clinic, consisting of a 1-story building containing approximately 10,000 square feet and including related real and personal property, fixtures, furnishings and equipment, to be located on a site containing approximately 3.75 acres located at 300 Park Avenue, Orange Park, Florida, near the Southwest corner of Wells Road and U.S. 17/Park Avenue, and to be owned and operated by Health Development (as defined below); to be financed, reimbursed or refinanced by the issuance of Bonds in an aggregate principal amount not exceeding \$1,000,000; and
- (d) the acquisition, construction, installation and equipping of a new inpatient family housing facility, consisting of a 1-story building containing approximately 27,000 square feet and including related real and personal property, fixtures, furnishings and equipment, to be owned and operated by the Hospital and to be located on a site containing approximately 1.4 acres at 4128 Beach Boulevard, Jacksonville, Florida, and included as part of the Main Campus; to be financed, reimbursed or refinanced by the issuance of Bonds in an aggregate principal amount not exceeding \$1,000,000; and
- (e) the completion of the acquisition, construction, installation and equipping of a 111 licensed-bed rehabilitation skilled nursing facility, consisting of a three-story building containing approximately 82,000 square feet and including related real and personal property, fixtures, furnishings and associated associated, furnishings and equipment, to be located on a site comprising approximately 8 acres of the southeast corner of the intersection of Beach Boulevard and Midland Road in Jacksonville, Florida (to be financed, reimbursed or refinanced by the issuance of Bonds in an aggregate principal amount not exceeding \$1,000,000); and
- (f) the acquisition, construction and installation of improvements, renovations, equipment and other capital expenditures of the existing 100 licensed-bed skilled nursing facility located on an approximately 1-acre site at 4300 Brooks Barron Drive, Building #700, Jacksonville, Florida, owned by Brooks Skilled Nursing Facility Holdings A, Inc., a Florida not for profit corporation ("Skilled Nursing A"), and operated by Brooks Skilled Nursing Facility Holdings B, Inc., a Florida not for profit corporation ("Skilled Nursing B"); to be financed, reimbursed or refinanced by the issuance of Bonds in an aggregate principal amount not exceeding \$1,000,000; and
- (g) the acquisition, construction and installation of capital improvements, including but not limited to, leasehold improvements and equipment, to be used to provide physical, occupational and other rehabilitation therapy at the following outpatient rehabilitation facilities, each of which is operated by Genesis Health Development, Inc., a Florida not for profit corporation doing business as Brooks Rehabilitation Centers ("Health Development"), the sole member of which is the Borrower:
  - (i) the outpatient facility located at the Main Campus, owned by the Hospital; to be financed, reimbursed or refinanced by the issuance of Bonds in an aggregate principal amount not exceeding \$1,000,000; and
  - (ii) the outpatient facility located at the Main Campus, owned by Brooks Rehabilitation; to be financed, reimbursed or refinanced by the issuance of Bonds in an aggregate principal amount not exceeding \$1,000,000; and
  - (iii) the outpatient facility located at the Main Campus, owned by Health Development; to be financed, reimbursed or refinanced by the issuance of Bonds in an aggregate principal amount not exceeding \$1,000,000; and
  - (iv) the outpatient facility located at 3901 University Boulevard South, Jacksonville, Florida, owned by Health Development; to be financed, reimbursed or refinanced by the issuance of Bonds in an aggregate principal amount not exceeding \$1,000,000; and
  - (v) Brooks Rehabilitation Center/Mandarin, located at 11701 San Jose Boulevard, Suite 218, Jacksonville, Florida, owned by the Hospital; to be financed, reimbursed or refinanced by the issuance of Bonds in an aggregate principal amount not exceeding \$1,000,000; and
  - (vi) Brooks Rehabilitation Center/Northeast, located at 320 Dundas Drive, Suite 8, Jacksonville, Florida, owned by the Hospital; to be financed, reimbursed or refinanced by the issuance of Bonds in an aggregate principal amount not exceeding \$1,000,000; and
  - (vii) Brooks Rehabilitation Center/San Pablo, located at 1428 Beach Boulevard, Suite 24, Jacksonville, Florida, owned by the Hospital; to be financed, reimbursed or refinanced by the issuance of Bonds in an aggregate principal amount not exceeding \$1,000,000; and
  - (viii) Brooks Rehabilitation Center/Southside, located at 3901 University Boulevard South, Jacksonville, Florida, owned by the Hospital; to be financed, reimbursed or refinanced by the issuance of Bonds in an aggregate principal amount not exceeding \$1,000,000; and
  - (ix) Brooks Rehabilitation Center/Westside, located at 779 Normandy Crossings, Suite 147, Jacksonville, Florida, owned by the Hospital; to be financed, reimbursed or refinanced by the issuance of Bonds in an aggregate principal amount not exceeding \$1,000,000; and
  - (x) Brooks Rehabilitation Center/Center for Sports Therapy, located at 1043 Centurian Parkway North, Jacksonville, Florida, owned by the Hospital; to be financed, reimbursed or refinanced by the issuance of Bonds in an aggregate principal amount not exceeding \$1,000,000; and
  - (xi) Brooks Rehabilitation Center/Monument, located at 1205 Alenonment Road, Suite 202, Jacksonville, Florida, owned by Health Development; to be financed, reimbursed or refinanced by the issuance of Bonds in an aggregate principal amount not exceeding \$1,000,000; and
  - (xii) Brooks Rehabilitation Center/Son Jose, located at 8305 San Jose Boulevard, Jacksonville, Florida, owned by Health Development; to be financed, reimbursed or refinanced by the issuance of Bonds in an aggregate principal amount not exceeding \$1,000,000; and
  - (xiii) Brooks Rehabilitation Center/Balfanz Center, located at 10475 Centurian Parkway North, Suite 304, Jacksonville, Florida, owned by Health Development; to be financed, reimbursed or refinanced by the issuance of Bonds in an aggregate principal amount not exceeding \$1,000,000; and
  - (xiv) Brooks Rehabilitation Center/Center for Back and Neck Health, located at 787 Golden Wings Road, Suite 300, Jacksonville, Florida, owned by Health Development; to be financed, reimbursed or refinanced by the issuance of Bonds in an aggregate principal amount not exceeding \$1,000,000; and
  - (xv) Brooks Rehabilitation Center/Airline, located at 970 Merrill Road, Suite 10, Jacksonville, Florida, owned by Health Development; to be financed, reimbursed or refinanced by the issuance of Bonds in an aggregate principal amount not exceeding \$1,000,000; and
  - (xvi) Brooks Rehabilitation Clubhouse, located at 2197 Cerise Road, Jacksonville, Florida, owned by Brooks Rehabilitation; to be financed, reimbursed or refinanced by the issuance of Bonds in an aggregate principal amount not exceeding \$1,000,000; and
  - (xvii) Brooks Rehabilitation Center/Amelia, located at 405 First Coast Highway, Suite 240, Fernandina Beach, Florida, owned by Health Development; to be financed, reimbursed or refinanced by the issuance of Bonds in an aggregate principal amount not exceeding \$1,000,000; and
  - (xviii) Brooks Rehabilitation Center/Palm Coast, located at 9 Pine Cone Drive, Suite 104B, Palm Coast, Florida, owned by Health Development; to be financed, reimbursed or refinanced by the issuance of Bonds in an aggregate principal amount not exceeding \$1,000,000; and
  - (xix) Brooks Rehabilitation Center/Orange Park, located at 358 Wells Road, Suite 4, Orange Park, Florida, owned by the Hospital; to be financed, reimbursed or refinanced by the issuance of Bonds in an aggregate principal amount not exceeding \$1,000,000; and
  - (xx) Brooks Rehabilitation Center/St. Augustine, located at 190 Southeast Boulevard, Suite 100 & 102, St. Augustine, Florida, owned by the Hospital; to be financed, reimbursed or refinanced by the issuance of Bonds in an aggregate principal amount not exceeding \$1,000,000; and
- (h) refunding a portion of the outstanding Jacksonville Health Facilities Authority Health Care Facilities Revenue Bonds (Brooks Health System), Series 2007, the proceeds of which were loaned to the Borrower and used for:
  - (i) finance the acquisition, construction and installation of an administrative support building ("Administrative Building") to accommodate existing support services and expanded education and conference space for the Borrower and its affiliates, including related real property, fixtures, furnishings and equipment, to be owned and operated by the Borrower and located at 3249 University Boulevard South, Jacksonville, Florida, of the Main Campus adjacent to the Hospital's existing inpatient rehabilitation hospital; to be refinanced by the issuance of Bonds in an aggregate principal amount not exceeding \$17,000,000; and
  - (ii) refinance certain outstanding indebtedness of the Borrower which financed the acquisition of approximately 117.5 acres of unimproved land owned by the Borrower and to be used by the Borrower and its affiliates at the future site for post-acute care and related health care facilities, which land is located at 4209 Brooks Barron Drive, Jacksonville, Florida, being bounded on the west by Barron Park Boulevard, beginning approximately 900 feet south of the intersection of Old St. Augustine Road and Barron Park Boulevard, on the east by Barron Park Boulevard, and being bounded on the east by Interstate 95, with approximately 2,100 feet facing Interstate 95; to be refinanced by the issuance of Bonds in an aggregate principal amount not exceeding \$23,000,000; and
  - (iii) finance the acquisition, construction and installation of capital improvements of the existing inpatient rehabilitation hospital, this containing 143 beds, owned and operated by the Hospital and located at the Main Campus, consisting of (a) renovation and expansion of the existing inpatient rehabilitation hospital, including expansion of the brain therapy gym and of the audiology therapy gym, construction of a therapist work area near the therapy gym areas, addition of a stroke therapy gym, conversion of the administrative office space into eighteen patient rooms, two of which will be beriatric rooms with an overhead lift system, installation of a patient lift system, and construction and installation of the acquisition and installation of related facilities, fixtures, furniture and equipment, and (b) acquisition and installation of routine capital improvements and expenditures of the existing inpatient rehabilitation hospital; to be refinanced by the issuance of Bonds in an aggregate principal amount not exceeding \$16,000,000; and
- (i) refund the outstanding Jacksonville Health Facilities Authority Health Care Facilities Revenue Bonds (Genesis Rehabilitation Hospital Project), Series 1979, the proceeds of which were loaned to the Borrower and used to (a) refund the outstanding Jacksonville Health Facilities Revenue Bonds (Main Campus Rehabilitation Center Project), Series 1972, which financed the construction and equipping of the Hospital's inpatient rehabilitation hospital, originally containing 110 beds, on the Main Campus (to be refinanced by the issuance of Bonds in an aggregate principal amount not exceeding \$24,000,000), (b) finance the cost of acquisition of a computerized patient care management system at the Main Campus (to be refinanced by the issuance of Bonds in an aggregate principal amount not exceeding \$2,000,000) and the cost of leasehold improvements and equipment of the Hospital's outpatient facilities located at 11701 San Jose Boulevard (to be refinanced by the issuance of Bonds in an aggregate principal amount not exceeding \$1,000,000), 774 Normandy Crossings (to be refinanced by the issuance of Bonds in an aggregate principal amount not exceeding \$1,000,000), and 3901 University Boulevard South (to be refinanced by the issuance of Bonds in an aggregate principal amount not exceeding \$1,000,000); all in Jacksonville, Florida, and owned and operated by the Hospital; (c) fund a debt service reserve; and (d) pay the costs of financing; and
- (v) finance the acquisition, construction and installation of capital improvements, including but not limited to leasehold improvements and equipment, to be used to provide physical, occupational and other rehabilitation therapy at the following outpatient facilities operated by Health Development in Jacksonville, Florida:
  - (i) the outpatient facility located at the Main Campus, owned by the Hospital; to be refinanced by the issuance of Bonds in an aggregate principal amount not exceeding \$1,000,000; and
  - (ii) Brooks Rehabilitation Center/Mandarin, located at 11701 San Jose Boulevard, Suite 218, Jacksonville, Florida, owned by the Hospital; to be refinanced by the issuance of Bonds in an aggregate principal amount not exceeding \$1,000,000; and
  - (iii) Brooks Rehabilitation Center/Northeast, located at 320 Dundas Drive, Suite 8, Jacksonville, Florida, owned by the Hospital; to be refinanced by the issuance of Bonds in an aggregate principal amount not exceeding \$1,000,000; and
  - (iv) Brooks Rehabilitation Center/San Pablo, located at 1428 Beach Boulevard, Suite 24, Jacksonville, Florida, owned by the Hospital; to be refinanced by the issuance of Bonds in an aggregate principal amount not exceeding \$1,000,000; and
  - (v) Brooks Rehabilitation Center/Southside, located at 3901 University Boulevard South, Jacksonville, Florida, owned by the Hospital; to be refinanced by the issuance of Bonds in an aggregate principal amount not exceeding \$1,000,000; and
  - (vi) Brooks Rehabilitation Center/Westside, located at 779 Normandy Crossings, Suite 147, Jacksonville, Florida, owned by the Hospital; to be refinanced by the issuance of Bonds in an aggregate principal amount not exceeding \$1,000,000; and
  - (vii) Brooks Rehabilitation Center/Monument, located at 1043 Centurian Parkway North, Jacksonville, Florida, owned by the Hospital; to be refinanced by the issuance of Bonds in an aggregate principal amount not exceeding \$1,000,000; and
  - (viii) Brooks Rehabilitation Center/Son Jose, located at 8305 San Jose Boulevard, Jacksonville, Florida, owned by Health Development; to be refinanced by the issuance of Bonds in an aggregate principal amount not exceeding \$1,000,000; and
  - (ix) Brooks Rehabilitation Center/Balfanz Center, located at 10475 Centurian Parkway North, Suite 304, Jacksonville, Florida, owned by Health Development; to be refinanced by the issuance of Bonds in an aggregate principal amount not exceeding \$1,000,000.

The public hearing is required by Section 147(f) of the Code. Any person interested in the issue of finance, the proposed issuance by Jacksonville of the Bonds or the location or nature of the Project for the proposed Bonds may appear and be heard. Subsequent to the public hearing, the Board will consider whether to approve the Bonds as required by Section 147(f) of the Code.

The public hearing will be conducted in a manner that provides a reasonable opportunity to be heard for persons with SHARING VIEWS on the plan of financing the location or nature of the Project for the proposed Bonds. Persons who are unable to appear in person may request to be heard by telephone or by video conference. Written comments may be submitted to the St. Johns County Clerk of Court at 4018 Lewis Speedway, St. Augustine, Florida 32084.

Further information relating to this matter is available for inspection and copying during regular business hours of the Clerk of Court's Office at 4018 Lewis Speedway, St. Augustine, Florida 32084. Comments made at the hearing or for the consideration of the Bonds, and will not bind any legal action to be taken by the Board in connection with its consideration and approval of the Finance and the issuance by Jacksonville of the Bonds.

IF A PERSON DECIDES TO APPEAL ANY DECISION WITH RESPECT TO ANY SUCH MATTER CONSIDERED AT SUCH HEARING, 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 DECISION IS TO BE BASED.

In accordance with the American Disabilities Act, persons needing a special accommodation to participate in this proceeding should contact the Clerk of Court to make their request in advance of the proceeding at the address given above.