

**MINUTES OF THE  
ORANGE COUNTY HEALTH FACILITIES AUTHORITY'S MEETING**

Date: Wednesday, June 10, 2020

Location: The meeting was a "VIRTUAL" public meeting using communications media technology as authorized by Governor Ron DeSantis's Emergency Executive Order No. 20-69 related to the COVID-19 state of emergency, as it may be amended. There was no physical location to attend this meeting.

Members Present: Leonard Habas, Robert Szafranski, Michael Daniels, and Yvonne Holmes.

Others Present: Counsel to Authority Michael Ryan of Lowndes, Drosdick, Doster, Kantor & Reed, P.A. ("Lowndes"); Carol Murray, Assistant to Michael Ryan; Hank Keith Chief Financial Officer, of Presbyterian Retirement Communities, Inc. ("PRC"); Irvin Weinstein, of Rogers Towers, P.A., counsel to PRC and bond counsel; Danielle Phillippe of Orange County Fiscal and Business Services, David Moore and Laura Howe of PFM; Melissa Messina and Aaron Rulnick.

**AUTHORITY AGENDA ITEM 1:** Call to Order: Chair Leonard Habas called the meeting to order at 10:00 a.m., did a roll call, and confirmed that members constituting a quorum were present.

**AUTHORITY AGENDA ITEM 2:**

Virtual Meeting Procedures: Chair described the procedures to be followed by those attending the virtual meeting.

**AUTHORITY AGENDA ITEM 3:**

Public Comment: Members of the public in attendance were invited to comment on any matters relating to Authority business. There was no public comment.

**AUTHORITY AGENDA ITEM 4:**

Approval of Minutes: The Minutes of the June 3, 2019 meeting of the Orange County Health Facilities Authority were unanimously approved by voice vote, without change or addendum, upon motion by Michael Daniels and seconded by Robert Szafranski.

**AUTHORITY AGENDA ITEM 5:**

Disclosure: Mike Ryan disclosed that one of the partners at Lowndes does some real estate work for PRC. Lowndes is not general counsel for PRC and does not do bond-related legal work for PRC. Mr. Ryan does not do any legal work for PRC. Irvin

Weinstein was in attendance and is the bond counsel representing PRC. Because of the Lowndes representation of PRC in other matters, it is required that a request be made for a waiver of conflict. Motion to acknowledge and waive the conflict of interest was unanimously approved by voice vote upon motion from Robert Szafranski and seconded by Yvonne Holmes.

#### **AUTHORITY AGENDA ITEM 6:**

TEFRA Hearing: Chairman Len Habas commenced the TEFRA hearing at 10:06 a.m. and read the TEFRA script (copy attached) as required by Section 147(f) of the Internal Revenue Code of 1986, as amended. No member of the public appeared to contend for or protest against the issuance of the bonds. No member of the public appeared to file a written statement to contend for or protest against the issuance of the bonds. No member of the public appeared to file a written comment. No member of the public submitted a written statement to the Authority prior to the meeting. The Chairman concluded the TEFRA hearing at 10:11 a.m.

#### **AUTHORITY AGENDA ITEM 7:**

Request by PRC. PRC has requested that the Authority adopt a Resolution approving the Authority's execution and delivery of an Interlocal Agreement relating to the issuance by the St. Johns County Industrial Development Authority of its Revenue Bonds, Series 2020, in one or more series, in an aggregate principal amount not to exceed \$180,000,000. Irvin Weinstein described the reason a TEFRA hearing is required. Under Florida law, St. Johns County Industrial Development Authority, the proposed issuer of the bonds, cannot issue bonds that include extra-territorial financing without an Interlocal Agreement. PRC is requesting host-community approval and the authority for OCHFA to enter into an Interlocal Agreement with the other Florida bond issuing authorities and agencies in each County in which bond money will be spent.

Hank Keith of PRC provided background information about PRC which includes continuing-care retirement communities, low-to-moderate income housing, an institutional pharmacy, and home health. Locations in Orange County include Westminster Winter Park off Lakemont, Baldwin Park, a home office located off Lucerne Circle and SR 408, as well as two low-to-moderate income communities, Magnolia Towers and Westminster Plaza in downtown Orlando. PRC has 22 communities statewide. Mr. Keith provided a COVID-19 update for PRC which included the number of cases to date in the skilled nursing facilities, residential facilities and team members, with no fatalities. The projects for which the bonds will be used in Orange County include (i) rehabilitating, refurbishing and making COVID ready, the existing office building, (ii) enhancing kitchens at Westminster Winter Park which will include electrical and plumbing upgrades, (iii) adding residential garden apartments in the downtown locations, a larger auditorium for residents to meet, and creating more private rooms, (iv) refinancing 2010B variable rate bond which has an \$8,000,000.00 balloon in 2027. (v) bringing in Westminster St. Augustine community which was acquired in 2017 into the Obligated Group. Financially PRC is doing fine, and has strong reserves.

#### **AUTHORITY AGENDA ITEM 8:**

Consideration of Resolution. Chairman Len Habas called for a motion to adopt the Interlocal Agreement and Resolution as put forth.

Action: Motion to adopt the Interlocal Agreement and Resolution as put forth was made by Michael Daniels, and seconded by Robert Szafranski; the motion, was unanimously approved by a show of hands by all members.

#### **AUTHORITY AGENDA ITEM 9:**

Adoption of Annual Budget: Mr. Habas proposed modifying the budget provided to the members for review by increasing the Administrative Expense line item from \$20,000.00 to \$30,000.00 matching the prior year's budget, due to increased cost for Zoom meeting preparation, putting the projected end of year balance at \$265,672.70. There were no questions regarding the proposed modification of the budget.

Action: Motion to accept the modified budget, which reflects \$30,000.00 in the expense column for Administrative Expense, was made by Yvonne Holmes by raised hand and seconded by Michael Daniels by voice; the motion, was unanimously accepted by a show of hands by all members.

#### **AUTHORITY AGENDA ITEM 10:**

Election of the Authority Chair and Vice Chair: Len Habas made a suggestion that Robert Szafranski and Len Habas continue through the end of the year. Motion to accept the nomination of Len Habas and Robert Szafranski as Chair and Vice Chair through the end of the year was made by Michael Daniels and seconded by Yvonne Holmes; the motion, was unanimously accepted by a show of hands by all four members.

#### **AUTHORITY AGENDA ITEM 10:**

Other Business. Mr. Habas inquired whether there was any additional business to come before the Authority. Mr. Habas then recognized Yvonne Holmes who was first appointed to be a member of the Authority on November 11, 2008. Mr. Habas thanked Ms. Holmes for her time, energy and commitment to the Authority. A certificate of acknowledgement will be sent to Ms. Holmes.

Mike Ryan acknowledged Carol Murray, who replaced Debbie Cecchetti, for her assistance in organizing and preparing for the virtual meeting.

Yvonne Holmes thanked the Authority for everything she learned during her time on the Authority and enjoyed being a part of everything. Mr. Habas thanked Ms. Holmes again for her service.

Mr. Habas inquired whether there was any additional business to come before the Authority.

There being no further business to come before the Authority, the meeting was adjourned at 10:26 a.m.

ATTEST:

A handwritten signature in cursive script, appearing to read "Leonard Habas", written over a horizontal line.

Leonard Habas, Chair

Attachments:

Exhibit A – TEFRA script

Exhibit B- Resolution with attached Interlocal Agreement

**EXHIBIT A**  
**TEFRA Script**

MINUTES OF A PUBLIC HEARING of the ORANGE COUNTY HEALTH FACILITIES AUTHORITY, held at 10:00 a.m., Wednesday, June 10, 2020, pursuant to notice of the public hearing published on June 2, 2020, in The Orlando Sentinel, a newspaper of general circulation in Orange County, Florida (a publisher's affidavit for which, with newspaper clipping attached, is attached hereto as Exhibit A), using communications media technology as authorized by Governor Ron DeSantis's Emergency Executive Order No. 20-69 related to the COVID-19 state of emergency, as it may be amended. There was no physical location to attend this meeting.

The Orange County Health Facilities Authority (the "Authority") held a public hearing with the following members present:

Leonard B. Habas, Chair  
Robert Szafranski, Vice Chair  
Michael Travis Daniels, Member  
Yvonne Holmes, Member  
Absent: None

At 10:06 a.m., the Chairman called the public hearing to order. The Chair stated that the purposes of the public hearing was to receive comments and invite public discussion concerning the proposed use of tax exempt bond proceeds for projects located in Orange County, Florida. The tax exempt bonds will be issued by the St. Johns County Industrial Development Authority, and the proceeds of the Bonds will be loaned to Presbyterian Retirement Communities, Inc., Palm Shores Retirement Community, Inc., Suncoast Manor Retirement Community, Inc., Wesley Manor, Inc., Westminster Retirement Communities Foundation, Inc., Westminster Services, Inc. and Westminster Shores, Inc.

The Chairman stated that the proceeds of the Bonds will be will be used to finance, refinance or reimburse the costs of acquiring, constructing, improving or renovating certain health care facilities of the borrowers (including related land improvement costs) and the costs of acquiring and installing equipment (including, but not limited to, medical equipment, computer equipment, office equipment and general building equipment and fixtures) to be used at certain health care facilities of the borrowers, including the following Orange County facilities:

1. Rehabilitating and equipping an approximately 14,000 square foot office building located at 80 West Lucerne Circle, Orlando FL at an estimated cost of \$7,000,000, owned by Westminster Services, Inc.

2. Renovating and equipping 48 residential apartments in the Towers units of Westminster Winter Park to include kitchens located at Westminster Winter Park, 1111 South

Lakemont Ave., Winter Park, FL at an estimated cost of \$2,500,000, owned by Presbyterian Retirement Communities, Inc.

3. Constructing and equipping 40 residential apartments, an auditorium, and enclosing a parking lot under the skilled nursing facility building and creating more private rooms at Westminster Towers Orlando, 70 West Lucerne Circle, Orlando, FL at an estimated cost of \$21,800,000, owned by Presbyterian Retirement Communities, Inc..

4. Refunding the St. Johns County Industrial Development Authority Revenue Bonds, Presbyterian Retirement Communities Project, Series 2010B which financed the constructing and equipping of 54 residential apartments and a parking deck at Westminster Winter Park at an estimated cost of \$16,300,000.

The Chair then announced that all interested persons wishing to contend for or protest against the issuance of all or any portion of such Bonds would be heard and that all oral or written statements would be considered.

All interested persons wishing to speak were then given the full opportunity to be heard; the persons so speaking were as follows:

NAME	ADDRESS
NONE	

A summary of the views so expressed, if any, is attached hereto.

All interested persons wishing to file written statements were given the full opportunity to do so; the persons filing written statements were as follows:

NAME	ADDRESS
NONE	

Copies of all such written statements, if any, are attached hereto.

Prior to the public hearing, the Authority solicited written statements from interested persons pursuant to an invitation set forth in the public notice referred to above; the persons filing written statements with the Authority pursuant to such invitation were as follows:

NAME	ADDRESS
NONE	

Copies of all such written statements, if any, are attached hereto.

Thereupon, after all persons desiring to speak or submit written statements had been permitted to do so, the Chair stated that the public hearing on the proposed issuance of such Bonds was concluded.

DATED this 10<sup>th</sup> day of June, 2020

ORANGE COUNTY HEALTH FACILITIES  
AUTHORITY

  
Leonard B. Habas, Chair

[SEAL]

**EXHIBIT A**  
**PUBLISHER'S AFFIDAVIT**

Order ID: 6688339

\* Agency Commission not included

**GROSS PRICE \* :** **\$852.52**

**PACKAGE NAME:** Orlando Sentinel

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Order ID: 6688339

\* Agency Commission not included

**GROSS PRICE \* :** \$852.52

**PACKAGE NAME:** Orlando Sentinel

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**Product(s):** Orlando Sentinel, Affidavit, Floridapublicnotices.com

**AdSize(s):** 1 Column

**Run Date(s):** Tuesday, June 2, 2020

**Color Spec.** B/W

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**Preview**

**NOTICE OF PUBLIC HEARING AND PUBLIC MEETING**

NOTICE IS HEREBY GIVEN that on June 10, 2020 at 10:00 a.m. the Orange County Health Facilities Authority (the "OCHFA") will hold a "VIRTUAL" public meeting using communications media technology as authorized by Governor Ron DeSantis's Emergency Executive Order No. 20-69 related to the COVID-19 state of emergency, as it may be amended. There is no physical location to attend this meeting. The meeting will be held for the purposes of:

1. holding a public hearing relating to the issuance by the St. Johns County Industrial Development Authority (the "Issuer") of Revenue Bonds (Presbyterian Retirement Communities Obligated Group Project), Series 2020 in one or more series in an aggregate principal amount not to exceed \$180,000,000 (the "Bonds") under a plan of financing for the purpose, among others, of (i) constructing and equipping 50 residential apartments, 24 residential villas and 30 assisted living memory care support units at an estimated cost of \$39 million at Westminster St. Augustine, the main office for the campus is located at 235 Towerview Drive, St. Augustine, Florida 32092, a facility composed of 159 residential units, 30 assisted living units and 30 skilled nursing beds, owned by Westminster Pines, Inc.; (ii) constructing and equipping 50 residential apartments, 25 residential villas and 32 assisted living memory care support units at an estimated cost of \$35.2 million at Westminster Woods on Julington Creek, 25 State Road 13, Jacksonville, Florida 32259 located in Fruit Cove in St. Johns County, a facility composed of 398 units including 278 residential units, 60 assisted living units and 60 skilled nursing beds, owned by Wesley Manor, Inc.; (iii) constructing and equipping 30 residential apartments and an auditorium at an estimated cost of \$20 million at Westminster Palms, 830 North Shore Drive, NE, St. Petersburg, Florida a facility composed of 237 units including 167 residential units, 38 assisted living units and 32 skilled nursing beds, owned by Palm Shores Retirement Community, Inc.; (iv) constructing and equipping 100 residential apartments at an estimated cost of \$43,000,000 at Westminster Point Pleasant, 1533 4th Avenue, Bradenton, Florida 34905 a facility composed of

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\* Agency Commission not included

**GROSS PRICE \* :** \$852.52

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Florida 34203, a facility composed of 437 units including 251 residential units, 66 assisted living units and 120 skilled nursing beds, owned by Presbyterian Retirement Communities, Inc. ("PRC"); (v) rehabilitating and equipping an approximately 14,000 square foot office building at an estimated cost of \$7,000,000 at 80 West Lucerne Circle, Orlando, Florida 32801 owned by Westminster Services, Inc.; (vi) renovating and equipping 48 residential apartments in the Towers units of Westminster Winter Park to include kitchens at an estimated cost of \$2,500,000 at Westminster Winter Park, 1111 South Lakemont Avenue, Winter Park, Florida, a facility composed of 430 units including 296 residential units, 54 assisted living units and 80 skilled nursing beds, owned by PRC; (vii) constructing and equipping 40 residential apartments, an auditorium and enclosing a parking lot under the skilled nursing facility building and creating more private rooms at an estimated cost of \$21,800,000 at Westminster Towers Orlando, 70 West Lucerne Circle, Orlando, Florida 32801, a facility composed of 355 units including 190 residential units, 45 assisted living units and 120 skilled nursing beds, owned by PRC; (viii) refunding the outstanding St. Johns County Industrial Development Authority Retirement Facility Revenue Bonds (Westminster St. Augustine Project), Series 2017A and Taxable Series 2017B presently outstanding in the aggregate principal amount of \$43,795,000 (the "2017 Bonds") and (ix) refunding the outstanding St. Johns County Industrial Development Authority Revenue Bonds (Presbyterian Retirement Communities Project), Series 2010B presently outstanding in the aggregate principal amount of \$16,360,000 (the "Series 2010B Bonds"). The Series 2017 Bonds refinanced the acquisition by Westminster Pines, Inc. of a then-existing continuing care retirement community known as Westminster St. Augustine described above. The Series 2010B Bonds financed the construction and equipping of 54 residential apartments and a parking deck at Westminster Winter Park, a facility described above. The Bonds will also finance a debt service reserve fund to secure the bonds and costs of issuance of the Bonds.

2. Adopting a Resolution authorizing the OCFHA to enter into an Interlocal Agreement with the Issuer with respect to the issuance of the Bonds.

3. Electing the OCHFA Officers.

4. Adopting a budget.

5. Considering such other matters as may come before the OCHFA at the meeting.

Members of the OCHFA will participate from different locations via Zoom (see <https://www.zoom.com> for more information). The virtual meeting will be hosted by the chairperson or vice-chairperson, a quorum will be maintained during the entire meeting, and the meeting will be conducted and operated by the OCHFA. Any person

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**PACKAGE NAME:** Orlando Sentinel

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who wants to observe the virtual public meeting may do so by streaming the meeting via Zoom at <https://zoom.us/j/93671648090?pwd=RIUvWlpjNmJ0TkpCSnJLU04yTHRZz09>. Any person who would like to participate during the public comment period at the beginning of the virtual public meeting may submit those comments at least 24 hours before the start of the meeting by sending an email to [carol.murray@lowndes-law.com](mailto:carol.murray@lowndes-law.com). Timely received written comments will be read into the record during the public comment period.

The public hearing described above is required by the Internal Revenue Code of 1986, as amended. At the time and virtual location set for public hearing, residents, taxpayers and other interested persons will be given the opportunity to express their views, both orally and in writing, on the proposed issuance of the Bonds and the capital projects to be financed with the proceeds of those Bonds. Any person wanting to address the OCHFA regarding the Bonds or the proposed use of the Bond proceeds may do so by participating in the meeting via Zoom from any location, at <https://zoom.us/j/93671648090?pwd=RIUvWlpjNmJ0TkpCSnJLU04yTHRZz09>, or by dialing the toll free number below. Written comments may also be submitted to the OCHFA by mail to the attention of the OCHFA's attorney, Michael Ryan, Esq., Lowndes, Drosdick, Doster, Kantor & Reed, P.A., 215 North Eola Drive, Orlando, FL 32801. Anyone who wishes to listen to the meeting and public hearing and/or participate in the public hearing may call in toll free with the following number and passcode: 877-853-5257; Meeting ID: 93671648090; Password: 016360. Additional information, including a copy of the meeting agenda, and the proposed Resolution and Budget, can be obtained from the office of the OCHFA's attorney (telephone 407-418-6355), and at the County Calendar webpage for this meeting <https://www.orangecountyfl.net/Home/CountyCalendar.aspx#>.

Pursuant to Section 286.0105, Florida Statutes, as amended, the OCHFA hereby advises that if any person decides to appeal any decision made by the OCHFA with respect to any matter considered at such public hearing and meeting, such person will need a record of the proceedings and, for such purpose, may need to insure that a verbatim record of the proceedings is made, which record includes the testimony and the evidence upon which the appeal is to be based.

In accordance with the Americans with Disabilities Act (ADA), if any person with a disability as defined by the ADA needs special accommodation to participate in this proceeding, then not later than two (2) business days prior to the proceeding, he or she should contact the OCHFA attorney at (407) 418-6355.

DATED: June 2, 2020.

By: ORANGE COUNTY HEALTH

Order ID: 6688339

\* Agency Commission not included

**GROSS PRICE \* :** **\$852.52**

**PACKAGE NAME:** Orlando Sentinel

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FACILITIES AUTHORITY

OS6688339

6/2/2020

**EXHIBIT B**  
**Resolution with attached Interlocal Agreement**

RESOLUTION NO. 6/10/20

A RESOLUTION OF THE ORANGE COUNTY HEALTH FACILITIES AUTHORITY AUTHORIZING THE EXECUTION AND DELIVERY OF AN INTERLOCAL AGREEMENT BY AND AMONG ST. JOHNS COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY, THE CITY OF ST. PETERSBURG HEALTH FACILITIES AUTHORITY AND ANY OTHER PUBLIC AGENCY WITHIN THE STATE OF FLORIDA PURSUANT TO WHICH THE ST. JOHNS COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY IS AUTHORIZED TO ISSUE ITS REVENUE BONDS FOR THE BENEFIT OF PRESBYTERIAN RETIREMENT COMMUNITIES, INC. AND CERTAIN OTHER CORPORATIONS AFFILIATED WITH IT; REQUESTING THE BOARD OF COUNTY COMMISSIONERS OF ORANGE COUNTY, FLORIDA TO GRANT HOST COMMUNITY APPROVAL PURSUANT TO THE INTERNAL REVENUE CODE; AND PROVIDING AN EFFECTIVE DATE.

BE IT RESOLVED BY THE ORANGE COUNTY HEALTH FACILITIES AUTHORITY, as follows:

SECTION 1. AUTHORITY FOR THIS RESOLUTION. This Resolution is adopted pursuant to the provisions of the Constitution of the State of Florida, Chapter 154, Part III, Florida Statutes, the Florida Interlocal Cooperation Act of 1969, Section 163.01, Florida Statutes, as amended (the "Interlocal Act"), and other applicable provisions of law (collectively, the "Act").

SECTION 2. FINDINGS. The Orange County Health Facilities Authority (the "Authority"), based solely upon the information provided to the Authority from the Obligated Group (as hereinafter defined), hereby finds, determines, and declares as follows:

A. Presbyterian Retirement Communities, Inc. ("PRC"), Palm Shores Retirement Community, Inc. ("Palm Shores"), Suncoast Manor Retirement Community, Inc., Wesley Manor, Inc., Westminster Retirement Communities Foundation, Inc., Westminster Services, Inc. ("Services") and Westminster Shores, Inc. (collectively, the "Obligated Group") each has represented that it is a not-for-profit corporation organized and existing under the laws of the State of Florida and is an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). PRC has represented that additional not-for-profit corporations that are organizations described in Section 501(c)(3) of the Code and which are affiliated with PRC may be added to the Obligated Group. In particular, Westminster Pines, Inc. is a not-for-profit corporation organized and existing under the laws of the State of Florida and is an organization described in Section 501(c)(3) of the Code and expects to be admitted as a member of the Obligated Group on or about the date the Bonds (described below) are issued.

B. Services owns an approximately 14,000 square foot office building located at 80 West Lucerne Circle, Orlando, Florida 32801. PRC owns an approximately 355-unit facility composed of 190 residential units, 45 assisted living units and 120 skilled nursing beds located at 70 West Lucerne Circle, Orlando, Florida 32801 known as Westminster Towers Orlando. PRC also owns an approximately 430-unit facility composed of 296 residential units, 54 assisted living units and 80 skilled nursing beds located at 1111 South Lakemont Avenue, Winter Park, Florida. All of the properties mentioned in this paragraph are within the jurisdiction of the Authority.

C. The Obligated Group desires to refinance, reimburse and finance the cost of construction, improvement and equipping various continuing care retirement facilities and offices operated and maintained by the Obligated Group, including Westminster Towers Orlando, Westminster Winter Park and Services' office building. The Obligated Group desires to (i) refund the St. Johns County Industrial Development Authority Retirement Facility Revenue Bonds (Westminster St. Augustine Project), Series 2017A and Taxable Series 2017B (the "Series 2017 Bonds") and the St. Johns County Industrial Development Revenue Bonds (Presbyterian Retirement Communities Project), Series 2010B (the "Series 2010B Bonds," together with the Series 2017 Bonds, the "Refunded Bonds"), (ii) construct and equip 40 residential apartments, an auditorium and enclose the parking lot under the skilled nursing facility building and create more private rooms at an aggregate cost of approximately \$21,800,000 at Westminster Towers Orlando, (iii) renovate and equip 48 residential apartments in the Towers units of Westminster Winter Park to include kitchens at an estimated cost of \$2,500,000, and (iv) rehabilitate and equip an approximately 14,000 square foot office building used by Services to manage the operations of the Obligated Group and other Section 501(c)(3) entities. The foregoing projects in clauses (ii) through (iv), together with the construction and equipping of 54 residential apartments and a parking deck at Westminster Park financed by the Series 2010B Bonds, are collectively referred to herein as the "Orange County Projects." The Bonds (as defined below) will also be used to finance the construction of and reimbursement for improvements outside the jurisdiction of the Authority including construction and equipping of (a) 50 residential apartments, 24 residential villas and 30 assisted living memory care support units at an estimated cost of \$39 million at Westminster St. Augustine, (b) 50 residential apartments, 25 residential villas and 32 assisted living memory care support units at an estimated cost of \$35.2 million at Westminster Woods on Julington Creek, (c) 30 residential apartments and an auditorium at an estimated cost of \$20 million at Westminster Palms, (d) 100 residential apartments at an estimated cost of \$43,000,000 at Westminster Point Pleasant. The Bonds will also be to refinance the Series 2017 Bonds which refinanced Westminster Pines, Inc.'s acquisition of the Westminster St. Augustine facility. The foregoing projects, together with the Orange County Project, collectively, the "Project." The Obligated Group further has requested that financing of the Project be from debt issued by the St. Johns County Industrial Development Authority (the "Issuer") in conjunction with an interlocal agreement among the Issuer, the Authority, the City of St. Petersburg Health Facilities Authority and the City of Bradenton, to the extent all of such public agencies are required to be parties thereto.

D. The Obligated Group represents that the Issuer has received an application from PRC requesting that the Issuer issue not to exceed \$180,000,000 of the Issuer's Revenue Bonds (Presbyterian Retirement Communities Obligated Group Project), Series 2020 (in one or more series, the "Bonds") to finance, reimburse and refinance the Project, fund a debt service reserve fund for the Bonds and fund costs of issuance of the Bonds.

E. In order to satisfy the requirements of Section 147(f) of the Code, a public hearing was held by the Authority on June 10, 2020, upon public notice published in *The Orlando Sentinel*, a newspaper of general circulation within the jurisdiction of the Authority, no less than seven days prior to the scheduled date of such public hearing, at which hearing members of the public were offered reasonable opportunity to be heard on all matters pertaining to the Orange County Project and to the issuance of the Bonds to finance and reimburse the Orange County Project. The public hearing provided a reasonable opportunity for interested individuals to express their views, both orally and in writing, on the proposed issuance of the Bonds and the use of the proceeds therefrom on the Orange County Project, and was held at a virtual location which was convenient for those living within the jurisdiction of the Authority. The notice was reasonably designed to inform those living within the jurisdiction of the Authority, of the proposed issue, stated that the issuer of the Bonds would be the Issuer, stated the time and virtual location of the hearing, and contained the information required by the Code. An affidavit of publication of the notice is attached hereto as Exhibit C.

F. The Authority has made no investigation as to the creditworthiness of the Obligated Group or as to the investment quality of the Bonds and neither the purchasers of the Bonds, the underwriters of the Bonds or the Issuer should rely upon the Authority with regard to any such determinations. The Authority has not reviewed nor participated in the preparation of any offering materials with respect to the issuance of the Bonds by the Issuer.

G. The Board of County Commissioners of Orange County, Florida (the "Commission") is the elected legislative body of Orange County, Florida.

H. Pursuant to the Interlocal Act, in order to make efficient use of shared powers, the Authority and the Issuer, among other public agencies, desire to enter into an Interlocal Agreement, a proposed form of which is attached hereto as Exhibit A.

I. All requirements precedent to the adoption of this Resolution, including the Act, have been complied with.

SECTION 3. AUTHORIZATION OF INTERLOCAL AGREEMENT. The Interlocal Agreement among the Authority, the Issuer, the City of St. Petersburg Health Facilities Authority and the City of Bradenton (the "Interlocal Agreement"), substantially in the form attached hereto as Exhibit A with such changes, corrections, insertions and deletions (including omitting certain of the foregoing public agencies) as may be approved by the Chairperson of the Authority ("Chairperson") or any other member of the Authority in consultation with counsel for the Authority, such approval to be evidenced conclusively by his or her execution thereof, is hereby approved; the Authority hereby approves the Interlocal Agreement and authorizes and directs the Chairperson or any other member of the Authority to execute and any member of the Authority to attest under the official seal of the Authority, the Interlocal Agreement and to deliver the Interlocal Agreement to the other parties thereto; *provided*, the Commission approves the financing described herein for purposes of Section 147(f) of the Code.

SECTION 4. APPROVAL BY COMMISSION. The Authority hereby requests the Commission to adopt a resolution generally in the form attached hereto as Exhibit B, with such additions, deletions or changes as may be necessary or incidental thereto prior to adoption by the

Commission and as may be approved by the Chairperson, and by counsel for the Commission, in connection with the approval of the issuance of the Bonds for the purposes of Section 147(f) of the Code.

SECTION 5. SEVERABILITY OF INVALID PROVISIONS. In case any one or more of the provisions of this Resolution shall for any reason be held to be illegal or invalid, such illegality or invalidity shall not affect any other provisions of this Resolution, and this Resolution shall be construed and enforced as if such illegal or invalid provision had not been contained herein. This Resolution is adopted and the Interlocal Agreement shall be executed with the intent that the laws of the State of Florida shall govern their construction, except as shall otherwise be expressly provided by the terms thereof.

SECTION 6. NO PERSONAL LIABILITY. No representation, statement, covenant, warranty, stipulation, obligation or agreement herein contained, or contained in the documents referred to herein or any certificate or other instrument to be executed on behalf of the Authority in connection herewith, shall be deemed to be a representation, statement, covenant, warranty, stipulation, obligation or agreement of any member, officer, employee, attorney or agent of the Authority in his or her individual capacity, and none of the foregoing persons nor any officer of the Authority executing any document referred to herein or any certificate or other instrument to be executed in connection herewith shall be liable personally thereon or be subject to any personal liability or accountability by reason of the execution or delivery thereof.

SECTION 7. NO THIRD PARTY BENEFICIARIES. Except as otherwise expressly provided herein, or in the documents authorized herein, nothing in this Resolution, or such documents, express or implied, is intended or shall be construed to confer upon any person, firm, corporation or other organization, other than the Authority, the Obligated Group and the purchasers of the Bonds, any remedy or claim, legal or equitable, under or by reason of this Resolution or any provision hereof, or the documents authorized herein, all provisions hereof and thereof being intended to be and being for the sole and exclusive benefit of the Authority, the Obligated Group and the purchasers of the Bonds.

SECTION 8. REPEALING CLAUSE. All resolutions of the Authority or parts thereof in conflict herewith are hereby repealed.

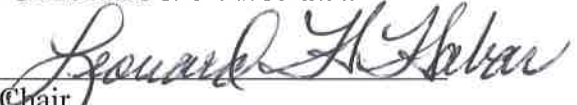
SECTION 9. NO ENDORSEMENT. The approval given herein shall not be construed as (i) an endorsement of the creditworthiness of the Obligated Group or the financial viability of the Project, (ii) a recommendation to any prospective purchaser to purchase the Bonds, or (iii) an evaluation of the likelihood of the repayment of the debt service on the Bonds; and the Authority shall not be construed by reason of adoption of this Resolution to make any such endorsement, finding or recommendation or to have waived any right of the Authority or estopping the Authority from asserting any rights or responsibilities it may have in such regard. Further, the approval by the Authority of the issuance of the Bonds by the Issuer shall not be construed to obligate the Authority to incur any liability, pecuniary or otherwise, in connection with either the issuance of the Bonds or the financing, reimbursing and refinancing of the Project, and the Issuer shall so provide in the financing documents setting forth the details of the Bonds.

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SECTION 10. EFFECTIVE DATE. This Resolution shall become effective upon its adoption.

PASSED AND ADOPTED this 10th day of June, 2020.

**ORANGE COUNTY HEALTH  
FACILITIES AUTHORITY**

By:   
Chair

Attest:

By:   
Member

EXHIBIT A

FORM OF INTERLOCAL AGREEMENT

Prepared by, record and return to:  
Irvin M. Weinstein, Esquire  
Rogers Towers, P.A.  
1301 Riverplace Boulevard, Suite 1500  
Jacksonville, Florida 32207

## **INTERLOCAL AGREEMENT**

**THIS INTERLOCAL AGREEMENT** (this "Agreement") dated as of \_\_\_\_\_, 2020 entered into by and among **ST. JOHNS COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY** (the "Issuer"), **ORANGE COUNTY HEALTH FACILITIES AUTHORITY ("OCHFA")**, the **CITY OF BRADENTON, FLORIDA** (the "City") and **CITY OF ST. PETERSBURG HEALTH FACILITIES AUTHORITY ("SPHFA")**.

### **RECITALS:**

The Issuer is public body corporate and politic created and existing under Chapter 159, Part III, Florida Statutes. OCHFA and SPHFA are each a public body corporate and politic created and existing under the Health Facilities Authorities Law, Chapter 154, Part III, Florida Statutes. The City is a municipal corporation organized and existing under the laws of the State of Florida. All of the parties hereto are public agencies within the meaning of the Florida Interlocal Cooperation Act of 1969, Section 163.01, Florida Statutes (the "Interlocal Act").

The Obligated Group (as defined below) has represented that Presbyterian Retirement Communities, Inc., Palm Shores Retirement Community, Inc., Suncoast Manor Retirement Community, Inc., Wesley Manor, Inc., Westminster Retirement Communities Foundation, Inc., Westminster Services, Inc. and Westminster Shores, Inc., each a not-for-profit corporation organized and existing under the laws of the State of Florida (together with any other not-for-profit corporations affiliated therewith which become a member of the obligated group financing, collectively, the "Obligated Group"), taken together maintain continuing care retirement facilities within the jurisdiction of each of the parties hereto. Westminster Pines, Inc. is a not-for-profit corporation organized and existing under the laws of the State of Florida and, on the date of the delivery of the Bonds (as defined below), will become a member of the Obligated Group.

The Issuer represents that it intends to issue its St. Johns County Industrial Development Authority Revenue Bonds (Presbyterian Retirement Communities Obligated Group Project), Series 2020, in one or more series, in an aggregate principal amount not to exceed \$180,000,000 (collectively, the "Bonds") for the purpose of (i) reimbursing or financing the construction and equipping of (a) 50 residential apartments, 24 residential villas and 30 assisted living memory care support units at Westminster St. Augustine in St. Johns County, (b) 50 residential apartments, 25 residential villas and 32 assisted living memory care support units at Westminster Woods on Julington Creek in St. Johns County, (c) 30 residential apartments and a life-long learning center at Westminster Palms in St. Petersburg, (d) 100 residential apartments at Westminster Point Pleasant in Bradenton, and (e) 40 residential apartments, a life-long learning center and enclosing a parking lot under the skilled nursing facility building and creating more

private rooms at Westminster Towers Orlando, (ii) rehabilitating and equipping an office building for Westminster Services, Inc. in Orlando, (iii) renovating and equipping 48 residential apartments in the Towers units of Westminster Winter Park, (iv) refunding the Issuer's Retirement Facility Revenue Bonds (Westminster St. Augustine Project), Series 2017A and Taxable Series 2017B and Revenue Bonds (Presbyterian Retirement Communities Project), Series 2010B, and (v) establishing a debt service reserve fund to secure the Bonds and paying costs of issuance of the Bonds (collectively, the foregoing clauses (i) – (v), the "Project"). All numbers of apartments, villas and units specified above are approximate.

In consideration of the mutual promises contained herein, and based solely upon information provided by the Obligated Group, the parties hereto agree as follows:

1. The Issuer may, upon finding that all applicable provisions of law have been complied with, issue the Bonds. The proceeds of the Bonds will be used for the Project.

2. The Bonds shall be issued pursuant to the provisions of the Chapter 159, Part II, Florida Statutes. The Issuer shall assume responsibility for determining compliance with Chapter 159, Part II, Florida Statutes, including but not limited to, the criteria set forth in Section 159.29, Florida Statutes.

3. It is recognized that the capital improvements financed, refinanced and reimbursed are for facilities which have been or will be acquired, constructed, improved and equipped and are located within the respective jurisdictions of the parties hereto.

4. The Bonds shall be limited obligations of the Issuer payable solely from the revenues received from the Obligated Group and as otherwise provided in the financing documents for the Bonds. The Bonds shall not constitute a debt, liability or obligation of St. Johns County, the Issuer, Orange County, the City of St. Petersburg, OCHFA, SPHFA, the City or the State of Florida or any political subdivision thereof, and St. Johns County, Orange County the Issuer, the City of St. Petersburg, OCHFA, SPHFA, the City and the State of Florida and any other political subdivision thereof shall not be liable thereon nor in any event shall the Bonds or the interest thereon be payable out of the funds or property other than those received from the Obligated Group and as otherwise described in the financing documents for the Bonds. The Bonds shall not constitute an indebtedness within the meaning of any constitutional or statutory debt limitation of the laws of the State of Florida. The Bonds shall not, directly or indirectly, obligate St. Johns County, Orange County the Issuer, the City of St. Petersburg, OCHFA, SPHFA, the City or the State of Florida or any political subdivision thereof to levy any form of taxation therefor or to make any appropriations for their payment; and the Bonds shall not constitute a charge against the general credit or taxing powers of St. Johns County, Orange County, the Issuer, the City of St. Petersburg, OCHFA, SPHFA, the City or the State of Florida or any political subdivision thereof. The Issuer, OCHFA and SPHFA have no taxing power.

5. The Issuer 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 bond indenture related to the Bonds.

6. None of the parties hereto shall be liable for the costs of issuing the Bonds or the costs incurred by any 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 St. Johns County, Orange County, the Issuer, the City of St. Petersburg, OCHFA, SPHFA, the City or the State of Florida or any political subdivision thereof or counsel to any of them. All of such costs shall be paid from the proceeds of the Bonds or from other monies of the Obligated Group.

7. The Obligated Group, by its approval and acknowledgment at the end of this Agreement, agrees to indemnify and hold harmless the parties hereto, and their respective elected and appointed officials, members, officers, employees, attorneys 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.

8. Upon filing as hereinafter provided, this Agreement will remain in full force and effect from the date of its execution, until such time as it is terminated by any party hereto upon 10 days advance written notice to the other parties hereto. Notwithstanding the foregoing, it is agreed that this Agreement may not be terminated so long as any of the Bonds remains outstanding or unpaid. Nothing herein shall be deemed in any way to limit or restrict any party hereto from issuing its own obligations or entering into any other agreement for the financing or refinancing of any facility which any party hereto may choose to finance or refinance.

9. It is agreed that this Agreement shall be filed by the Obligated Group or its authorized agent or representative with the Clerks of the Circuit Courts of Manatee, Orange, Pinellas and St. Johns Counties, all in accordance with the Interlocal Act, and that this Agreement shall not become effective until so filed.

10. 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 any express provisions of 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.

11. The approval given herein shall not be construed as (i) an endorsement of the creditworthiness of the Obligated Group or the financial viability of the Project, (ii) a recommendation to any prospective purchaser to purchase the Bonds, (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 Project, and the parties hereto shall not be construed by reason of their execution and delivery of this Agreement to make any such endorsement, finding, recommendation or approval, to have waived any right of the parties hereto or estopping the parties hereto from asserting any rights or responsibilities they may have in such regard. Further, the approval by the Board of County Commissioners of St. Johns

County, Florida of the issuance of the Bonds by the Issuer shall not be construed to obligate any public agency to incur any liability, pecuniary or otherwise, in connection with either the issuance of the Bonds or the refinancing, reimbursing and financing of the acquisition and construction of the Project.

12. This Agreement shall be construed and governed by the laws of the State of Florida.

13. This Agreement shall be effective from the date last executed by a party hereto, and shall expire upon the refunding or redemption of the Bonds.

14. This Agreement may be executed in counterparts which, when combined with executed counterparts signed by each of the parties hereto, shall be deemed an original executed Agreement.

[Signature pages to follow]

**ST. JOHNS COUNTY INDUSTRIAL  
DEVELOPMENT AUTHORITY**

Date: \_\_\_\_\_, 2020

By: \_\_\_\_\_  
Chairman

Attest: \_\_\_\_\_  
\_\_\_\_\_

STATE OF FLORIDA

COUNTY OF ST. JOHNS

The foregoing instrument was acknowledged before me by means of *(check one)*  
☐ physical presence or ☐ online notarization, this \_\_\_\_ day of \_\_\_\_\_, 2020, by  
\_\_\_\_\_, Chairperson of the St. Johns County Industrial Authority. He *(check*  
*one)* ☐ is personally known to me or ☐ has produced a valid driver's license as identification.

\_\_\_\_\_  
Notary Public, State of Florida  
Name: \_\_\_\_\_

My Commission Expires: \_\_\_\_\_

My Commission Number is: \_\_\_\_\_

ORANGE COUNTY HEALTH FACILITIES  
AUTHORITY

Date: June 10, 2020

By: Leonard H. Habas  
~~A. William Forness, Jr.~~  
Chairperson

Attest: Robert Szafranski  
Member

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me by means of (check one)  
☒ physical presence or ☐ online notarization, this 10<sup>th</sup> day of June, 2020, by A.  
~~William Forness, Jr.~~, Chairperson of the Orange County Health Facilities Authority. He (check  
one) ☒ is personally known to me or ☐ has produced a valid driver's license as identification.

NR Leonard H. Habas



MICHAEL A. RYAN  
NOTARY PUBLIC  
STATE OF FLORIDA  
Comm# GG168841  
Expires 1/1/2022

[Signature]  
Notary Public, State of Florida  
Name: \_\_\_\_\_

My Commission Expires: \_\_\_\_\_  
My Commission Number is: \_\_\_\_\_

**CITY OF ST. PETERSBURG HEALTH  
FACILITIES AUTHORITY**

Date: \_\_\_\_\_, 2020

By: \_\_\_\_\_

Name: Mary Wyatt Allen

Title: Chairperson

Attest: \_\_\_\_\_

Name: Mary Hilton Cross

Title: Secretary

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me by means of *(check one)*  
☐ physical presence or ☐ online notarization, this \_\_\_\_ day of \_\_\_\_\_, 2020, by  
Mary Wyatt Allen, Chairperson of the City of St. Petersburg Health Facilities Authority. She  
*(check one)* ☐ is personally known to me or ☐ has produced a valid driver's license as  
identification.

**CITY OF BRADENTON, FLORIDA**

Date: \_\_\_\_\_, 2020

By: \_\_\_\_\_

Name: Wayne H. Poston  
Mayor

Attest: \_\_\_\_\_

Name: Carl A. Callahan  
City Clerk

STATE OF FLORIDA

COUNTY OF MANATEE

The foregoing instrument was acknowledged before me by means of *(check one)*  
☐ physical presence or ☐ online notarization, this \_\_\_\_ day of \_\_\_\_\_, 2020, by  
Wayne H. Poston, Mayor of the City of Bradenton, Florida. He *(check one)* ☐ is personally  
known to me or ☐ has produced a valid driver's license as identification.

APPROVAL AND ACKNOWLEDGMENT OF THE OBLIGATED GROUP

Presbyterian Retirement Communities, Inc., a Florida not for profit corporation on behalf of the obligated group for which the Bonds are being issued, hereby approves this Interlocal Agreement and acknowledges acceptance of its obligations arising hereunder, including, without limitation, its obligations under Section 7 hereof regarding indemnification, by causing this Approval and Acknowledgment to be executed by its proper officer as of the date of said Interlocal Agreement.

**PRESBYTERIAN RETIREMENT  
COMMUNITIES, INC.**

By: \_\_\_\_\_

Henry T. Keith  
Treasurer

EXHIBIT B

FORM OF COMMISSION RESOLUTION

RESOLUTION NO. 2020-\_\_

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

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

WHEREAS, Presbyterian Retirement Communities, Inc., Palm Shores Retirement Community, Inc., Suncoast Manor Retirement Community, Inc., Wesley Manor, Inc., Westminster Retirement Communities Foundation, Inc., Westminster Services, Inc. and Westminster Shores, Inc., each a not-for-profit corporation organized and existing under the laws of the State of Florida, have formed an obligated group for financing purposes (together with any other not-for-profit corporations affiliated therewith which become a member of the obligated group financing, collectively, the "Obligated Group"); and

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

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

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

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

WHEREAS, the Authority has agreed to execute and deliver such interlocal agreement subject to the approval by the Board of County Commissioners of such Bonds and the refinancing, reimbursing and financing of the Orange County for the purposes of Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code"); and

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

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

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

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

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

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

SECTION 2. Such approval by the Board of County Commissioners shall not be construed as (i) an endorsement of the creditworthiness of the Obligated Group or the financial viability of the Project, including the Orange County Project, (ii) a recommendation to any prospective purchaser to purchase the Bonds, (iii) an evaluation of the likelihood of the repayment of the debt service on the Bonds, or (iv) approval of any necessary rezoning applications or approval or acquiescence to the alteration of existing zoning or land use nor approval for any other regulatory permits relating to the Orange County Project, and the Board of County Commissioners shall not be construed by reason of its adoption of this resolution to make any such endorsement, finding or recommendation, to have waived any right of the County, or estopping the County from asserting any rights or responsibilities it may have in such regard. Further, the Bonds shall not constitute an indebtedness of the State of Florida, the County or any political subdivision thereof, but shall be payable solely from revenues of the Obligated Group pledged to the payment of the Bonds. The approval by the Board of County Commissioners of the issuance of the Bonds by the Issuer is solely for the purposes of Section 147(f) of the Code and shall not be construed to obligate the County to incur any liability, pecuniary or otherwise, in connection with either the issuance of the Bonds or the acquisition and renovation of the Project, including the Orange County Project.

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

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

ADOPTED this \_\_\_\_ day of June, 2020.

ORANGE COUNTY, FLORIDA

By: Board of Orange County Commissioners

BY: \_\_\_\_\_  
Jerry L. Demings, Mayor

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

By: \_\_\_\_\_  
Deputy Clerk

EXHIBIT A

**Affidavit of Publication**

EXHIBIT C

AFFIDAVIT OF PUBLICATION

Order ID: 6688339

\* Agency Commission not included

**GROSS PRICE \* :** **\$852.52**

**PACKAGE NAME:** Orlando Sentinel

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Order ID: 6688339

\* Agency Commission not included

**GROSS PRICE \* :** \$852.52

**PACKAGE NAME:** Orlando Sentinel

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**Product(s):** Orlando Sentinel, Affidavit, Floridapublicnotices.com

**AdSize(s):** 1 Column

**Run Date(s):** Tuesday, June 2, 2020

**Color Spec.** B/W

## Preview

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### NOTICE OF PUBLIC HEARING AND PUBLIC MEETING

NOTICE IS HEREBY GIVEN that on June 10, 2020 at 10:00 a.m. the Orange County Health Facilities Authority (the "OCHFA") will hold a "VIRTUAL" public meeting using communications media technology as authorized by Governor Ron DeSantis's Emergency Executive Order No. 20-69 related to the COVID-19 state of emergency, as it may be amended. There is no physical location to attend this meeting. The meeting will be held for the purposes of:

1. holding a public hearing relating to the issuance by the St. Johns County Industrial Development Authority (the "Issuer") of Revenue Bonds (Presbyterian Retirement Communities Obligated Group Project), Series 2020 in one or more series in an aggregate principal amount not to exceed \$180,000,000 (the "Bonds") under a plan of financing for the purpose, among others, of (i) constructing and equipping 50 residential apartments, 24 residential villas and 30 assisted living memory care support units at an estimated cost of \$39 million at Westminster St. Augustine, the main office for the campus is located at 235 Towerview Drive, St. Augustine, Florida 32092, a facility composed of 159 residential units, 30 assisted living units and 30 skilled nursing beds, owned by Westminster Pines, Inc.; (ii) constructing and equipping 50 residential apartments, 25 residential villas and 32 assisted living memory care support units at an estimated cost of \$35.2 million at Westminster Woods on Julington Creek, 25 State Road 13, Jacksonville, Florida 32259 located in Fruit Cove in St. Johns County, a facility composed of 398 units including 278 residential units, 60 assisted living units and 60 skilled nursing beds, owned by Wesley Manor, Inc.; (iii) constructing and equipping 30 residential apartments and an auditorium at an estimated cost of \$20 million at Westminster Palms, 830 North Shore Drive, NE, St. Petersburg, Florida a facility composed of 237 units including 167 residential units, 38 assisted living units and 32 skilled nursing beds, owned by Palm Shores Retirement Community, Inc.; (iv) constructing and equipping 100 residential apartments at an estimated cost of \$43,000,000 at Westminster Point Pleasant, 1533 4th Avenue, Bradenton, Florida 34905 a facility composed of

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\* Agency Commission not included

**GROSS PRICE \* :** \$852.52

**PACKAGE NAME:** Orlando Sentinel

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Florida 34203, a facility composed of 437 units including 251 residential units, 66 assisted living units and 120 skilled nursing beds, owned by Presbyterian Retirement Communities, Inc. ("PRC"); (v) rehabilitating and equipping an approximately 14,000 square foot office building at an estimated cost of \$7,000,000 at 80 West Lucerne Circle, Orlando, Florida 32801 owned by Westminster Services, Inc.; (vi) renovating and equipping 48 residential apartments in the Towers units of Westminster Winter Park to include kitchens at an estimated cost of \$2,500,000 at Westminster Winter Park, 1111 South Lakemont Avenue, Winter Park, Florida, a facility composed of 430 units including 296 residential units, 54 assisted living units and 80 skilled nursing beds, owned by PRC; (vii) constructing and equipping 40 residential apartments, an auditorium and enclosing a parking lot under the skilled nursing facility building and creating more private rooms at an estimated cost of \$21,800,000 at Westminster Towers Orlando, 70 West Lucerne Circle, Orlando, Florida 32801, a facility composed of 355 units including 190 residential units, 45 assisted living units and 120 skilled nursing beds, owned by PRC; (viii) refunding the outstanding St. Johns County Industrial Development Authority Retirement Facility Revenue Bonds (Westminster St. Augustine Project), Series 2017A and Taxable Series 2017B presently outstanding in the aggregate principal amount of \$43,795,000 (the "2017 Bonds") and (ix) refunding the outstanding St. Johns County Industrial Development Authority Revenue Bonds (Presbyterian Retirement Communities Project), Series 2010B presently outstanding in the aggregate principal amount of \$16,360,000 (the "Series 2010B Bonds"). The Series 2017 Bonds refinanced the acquisition by Westminster Pines, Inc. of a then-existing continuing care retirement community known as Westminster St. Augustine described above. The Series 2010B Bonds financed the construction and equipping of 54 residential apartments and a parking deck at Westminster Winter Park, a facility described above. The Bonds will also finance a debt service reserve fund to secure the bonds and costs of issuance of the Bonds.

2. Adopting a Resolution authorizing the OCFHA to enter into an Interlocal Agreement with the Issuer with respect to the issuance of the Bonds.

3. Electing the OCHFA Officers.

4. Adopting a budget.

5. Considering such other matters as may come before the OCHFA at the meeting.

Members of the OCHFA will participate from different locations via Zoom (see <https://www.zoom.com> for more information). The virtual meeting will be hosted by the chairperson or vice-chairperson, a quorum will be maintained during the entire meeting, and the meeting will be conducted and operated by the OCHFA. Any person

Order ID: 6688339

\* Agency Commission not included

**GROSS PRICE \* :** \$852.52

**PACKAGE NAME:** Orlando Sentinel

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who wants to observe the virtual public meeting may do so by streaming the meeting via Zoom at <https://zoom.us/j/93671648090?pwd=RIUvWlpjNmJ0TkpCSnJLU04yTHRZz09>. Any person who would like to participate during the public comment period at the beginning of the virtual public meeting may submit those comments at least 24 hours before the start of the meeting by sending an email to [carol.murray@lowndes-law.com](mailto:carol.murray@lowndes-law.com). Timely received written comments will be read into the record during the public comment period.

The public hearing described above is required by the Internal Revenue Code of 1986, as amended. At the time and virtual location set for public hearing, residents, taxpayers and other interested persons will be given the opportunity to express their views, both orally and in writing, on the proposed issuance of the Bonds and the capital projects to be financed with the proceeds of those Bonds. Any person wanting to address the OCHFA regarding the Bonds or the proposed use of the Bond proceeds may do so by participating in the meeting via Zoom from any location, at <https://zoom.us/j/93671648090?pwd=RIUvWlpjNmJ0TkpCSnJLU04yTHRZz09>, or by dialing the toll free number below. Written comments may also be submitted to the OCHFA by mail to the attention of the OCHFA's attorney, Michael Ryan, Esq., Lowndes, Drosdick, Doster, Kantor & Reed, P.A., 215 North Eola Drive, Orlando, FL 32801. Anyone who wishes to listen to the meeting and public hearing and/or participate in the public hearing may call in toll free with the following number and passcode: 877-853-5257; Meeting ID: 93671648090; Password: 016360. Additional information, including a copy of the meeting agenda, and the proposed Resolution and Budget, can be obtained from the office of the OCHFA's attorney (telephone 407-418-6355), and at the County Calendar webpage for this meeting <https://www.orangecountyfl.net/Home/CountyCalendar.aspx#>.

Pursuant to Section 286.0105, Florida Statutes, as amended, the OCHFA hereby advises that if any person decides to appeal any decision made by the OCHFA with respect to any matter considered at such public hearing and meeting, such person will need a record of the proceedings and, for such purpose, may need to insure that a verbatim record of the proceedings is made, which record includes the testimony and the evidence upon which the appeal is to be based.

In accordance with the Americans with Disabilities Act (ADA), if any person with a disability as defined by the ADA needs special accommodation to participate in this proceeding, then not later than two (2) business days prior to the proceeding, he or she should contact the OCHFA attorney at (407) 418-6355.

DATED: June 2, 2020.

By: ORANGE COUNTY HEALTH

Order ID: 6688339

\* Agency Commission not included

**GROSS PRICE \* :** **\$852.52**

**PACKAGE NAME:** Orlando Sentinel

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FACILITIES AUTHORITY

OS6688339

6/2/2020