

**RESOLUTION**

**A RESOLUTION OF THE PINELLAS COUNTY HEALTH FACILITIES AUTHORITY APPROVING THE FORM OF AND AUTHORIZING THE EXECUTION AND DELIVERY OF AN INTERLOCAL AGREEMENT RELATING TO THE ISSUANCE BY THE PALM BEACH COUNTY HEALTH FACILITIES AUTHORITY OF ITS NOT TO EXCEED \$70,000,000 AGGREGATE PRINCIPAL AMOUNT OF RETIREMENT COMMUNITIES REVENUE BONDS (ACTS RETIREMENT-LIFE COMMUNITIES, INC. OBLIGATED GROUP); APPROVING AND AUTHORIZING THE EXECUTION AND DELIVERY OF ALL OTHER RELATED INSTRUMENTS; AUTHORIZING THE CHAIRMAN, VICE CHAIRMAN AND ANY OTHER OFFICER, MEMBER OR AGENT OF THE PINELLAS COUNTY HEALTH FACILITIES AUTHORITY TO TAKE ALL ACTIONS REQUIRED IN CONNECTION WITH SUCH INSTRUMENTS; PROVIDING FOR MISCELLANEOUS MATTERS IN CONNECTION WITH THE FORGOING; AND PROVIDING AN EFFECTIVE DATE.**

**WHEREAS**, the Pinellas County Health Facilities Authority (the "Pinellas County Authority"), has been duly created by the governing body of Pinellas County, Florida pursuant to Pinellas County Ordinance No. 82-33, as amended and supplemented, and is a public body corporate and politic pursuant to Chapter 154, Part III of the Florida Statutes, as amended, known as the Health Facilities Authorities Law, and is also a "local agency" as defined in Section 159.27(4) of Part II of Chapter 159 of the Florida Statutes, as amended (the "Act") and has powers under the Act; and

**WHEREAS**, ACTS Retirement-Life Communities, Inc., a Pennsylvania nonprofit corporation, and/or one or more related and/or affiliated entities (the "Corporation"), has requested the issuance by the Palm Beach County Health Facilities Authority (the "Palm Beach County Authority") of its Retirement Communities Revenue Bonds (ACTS Retirement-Life Communities, Inc. Obligated Group), in one or more series from time to time, in the aggregate principal amount not to exceed \$70,000,000 (the "Bonds") and loan the proceeds from the sale thereof to the Corporation for the principal purposes of: (i) the current refunding, refinancing and/or restructuring of all or a portion of one or more lines of credit; (ii) the current refunding, refinancing and/or restructuring of all of or a portion of the Pinellas County Health Facilities Authority Health Care Facilities Refunding and Revenue Bonds (Mease Life, Inc. Project) Series 2021 (the "Pinellas HFA Bonds"), and (iii) financing or refinancing (including reimbursement) the costs of acquisition, construction, equipping and improvement of existing and additional facilities at the properties of the Corporation, including the financing of some or all of the costs of issuance, the potential establishment of any reserve funds, and the potential funding of capitalized interest (collectively, the "Project"); and

**WHEREAS**, at the request of the Corporation, the Pinellas County Authority desires to enter into an Interlocal Agreement (the "Interlocal Agreement") in substantially the form attached hereto as Exhibit A and incorporated herein by reference in order to document the authority for the Palm Beach County Authority to issue the Bonds to finance and refinance the Project and thereby assist the Corporation.

**BE IT RESOLVED** by the Members of the Pinellas County Health Facilities Authority that:

**Section 1. Definitions.**

Unless the context otherwise requires, the terms used in this Resolution in capitalized form and not otherwise defined herein have the meanings specified herein and in the Interlocal Agreement. Words importing singular number include the plural number in each case and *vice versa*, and words importing persons include firms and corporations.

**Section 2. Approval of the Interlocal Agreement.**

As authorized by and in conformity with the Act, it is desirable and in the public interest that the Pinellas County Authority approve the form of the Interlocal Agreement, and authorize the execution and delivery thereof. The form of the Interlocal Agreement attached hereto as Exhibit A is hereby approved, with such provisions or modifications not inconsistent with this Resolution as may be approved by the officers executing the same, such approval to be presumed by their execution thereof.

**Section 3. Authorization of all Other Necessary Action.**

The Chairman, Vice Chairman, the Secretary and the other officers and employees of the Pinellas County Authority and Bryant Miller Olive P.A., as bond counsel, are hereby each designated agents of the Pinellas County Authority in connection with the execution and delivery of the Interlocal Agreement, and are authorized and empowered, collectively or individually, to take all action and steps to execute and deliver any and all instruments, documents, investments or contracts on behalf of the Pinellas County Authority which are necessary or desirable in connection with the Interlocal Agreement which are not inconsistent with the terms and provisions of this Resolution and other actions relating to the Interlocal Agreement heretofore taken by the Pinellas County Authority.

**Section 4. No Third Party Beneficiaries.**

Unless specifically noted, nothing in this Resolution, or in the Interlocal Agreement, express or implied, is intended or may be construed to confer upon any person other than the Pinellas County Authority and the Corporation any right, remedy or claim, legal or equitable, under and by reason of any provision of this Resolution or the Interlocal Agreement. This

Resolution and the Interlocal Agreement are for the sole and exclusive benefit of the Pinellas County Authority and the Corporation.

**Section 5. Severability.**

In case any one or more of the provisions of this Resolution or the Interlocal Agreement are for any reason held to be illegal or invalid, such illegality or invalidity does not affect any other provisions of this Resolution or the Interlocal Agreement, as the case may be, and they must be construed and enforced without consideration of such illegal or invalid provisions.

**Section 6. No Personal Liability.**

No covenant, stipulation, obligation or agreement contained in this Resolution, contained in the Interlocal Agreement or any instrument contemplated by each may be deemed to be a covenant, stipulation, obligation or agreement of any officer, member, agent or employee of the Pinellas County Authority in his or her individual capacity, and no member of the Pinellas County Authority executing the Interlocal Agreement may be liable personally for such documents or the obligations under each, or be subject to any personal accountability by reason of his or her delivery or execution of such documents on behalf of the Pinellas County Authority.

**Section 7. Further Action.**

The appropriate officers of the Pinellas County Authority are hereby authorized to take such further action and to execute any and all other documents and certificates, in addition to those specified above, as may be required in connection with the implementation of this Resolution.

**Section 8. Repealer.**

All provisions of resolutions of the Pinellas County Authority in conflict with the provisions of this Resolution are, to the extent of such conflict, superseded and repealed.

**Section 9. Effective Date.**

This Resolution will take effect immediately upon its adoption.

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**APPROVED AND ADOPTED** by the Pinellas County Health Facilities Authority this 12<sup>th</sup> day of February, 2025.

**PINELLAS COUNTY HEALTH  
FACILITIES AUTHORITY**

(SEAL)

By: \_\_\_\_\_  
Name: Kevin J. Donoghue, CFP, CRPC, CPA  
Title: Chairman

ATTEST:

By: \_\_\_\_\_  
Name: Nancy Ridenour, CPA, CFE, CFF  
Title: Secretary-Treasurer

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**EXHIBIT A**

**FORM OF INTERLOCAL AGREEMENT**

[Follows.]