

RESOLUTION 18-78

A RESOLUTION OF THE COUNTY COMMISSION OF PINELLAS COUNTY, FLORIDA, APPROVING, SOLELY FOR THE PURPOSES OF SECTION 147(F) OF THE INTERNAL REVENUE CODE, OF 1986, AS AMENDED, AND SECTION 159.29, FLORIDA STATUTES, THE ISSUANCE BY THE CAPITAL TRUST AGENCY OF ITS SENIOR LIVING REVENUE BONDS (GRAND VILLA PORTFOLIO PROJECT), SERIES 2018, IN ONE OR MORE SERIES, EITHER TAXABLE OR TAX-EXEMPT, OR BOTH, PURSUANT TO A PLAN OF FINANCE, IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$60,000,000, FOR THE PRIMARY PURPOSE OF FINANCING THE SENIOR LIVING FACILITIES HEREIN DESCRIBED; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, the Board of County Commissioners (the "Board") of Pinellas County, Florida (the "County"), has been informed that the Capital Trust Agency (the "Issuer") proposes to issue an aggregate principal amount not exceeding \$60,000,000 of its Senior Living Revenue Bonds (Grand Villa Portfolio Project), Series 2018, in one or more series, either taxable or tax-exempt, or both (the "Bonds"), the proceeds of which will be loaned to QSH/Mid Florida, LLC, a Florida limited liability company, and/or one or more related and/or affiliated entities (collectively, the "Borrower"), whose sole member is Quality Senior Housing Foundation, Inc., a Georgia nonprofit corporation and an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), for the purpose of financing or refinancing, including through reimbursement, (i) the acquisition, construction, renovation, installation and equipping of the Senior Living Facilities (as hereinafter defined) to provide assisted living and memory care facilities for the elderly, (ii) funding an operating and maintenance fund to finance certain capital expenditures and start-up costs related to the Senior Living Facilities, (iii) funding one or more debt service reserve funds for the Bonds, and (iv) paying certain costs of issuing the Bonds (collectively, the "Project"); and

WHEREAS, the Senior Living Facilities consist of three senior living facilities located in the State of Florida (the "State"), one of which is located in Largo, Pinellas County, Florida (the "Pinellas County Facility"), and the other two senior living facilities are located in Altamonte Springs, Seminole County, Florida, and Ormond Beach, Volusia County, Florida (together with the Pinellas County Facility, the "Senior Living Facilities"); and

WHEREAS, the Pinellas County Facility is known as Grand Villa of Largo, located on approximately 3.81 acres at 750 Starkey Road, Largo, Pinellas County, Florida, including land, buildings and equipment, consisting of approximately 87 assisted living or memory care units (including approximately 143 beds), to be acquired by the Borrower from a portion of the proceeds of the Bonds in an amount not exceeding \$30,000,000; and

WHEREAS, in order to finance the costs of the Project from the proceeds of the Bonds on a tax-exempt basis, it is necessary to hold a public hearing and approve the issuance of the Bonds for the purposes of Section 147(f) of the Code; and

WHEREAS, a public hearing was held by the Board on the date hereof, following notice by publication in the *Tampa Bay Times* at least fourteen (14) days prior to the date hereof (the "Notice"), during which comments and discussions concerning the issuance of the Bonds by the Issuer to lend the proceeds thereof to the Borrower to pay costs of the Project were requested and heard, as required by Section 147(f) of the Code; and

WHEREAS, the Borrower and the Issuer have requested the Board approve the issuance of the Bonds for purposes of Section 147(f) of the Code and Section 159.29, Florida Statutes; and

WHEREAS, the Bonds, when issued by the Issuer, will be special, limited obligations of the Issuer payable solely from the proceeds to be derived from the repayment of the related loan to the Borrower or from the security pledged therefor by the Borrower, and the County will not be obligated to pay the Bonds or have any obligation or liability pecuniary or otherwise in any respect whatsoever with respect to the Bonds or the Pinellas County Facility; and

BE IT RESOLVED BY THE COUNTY COMMISSION OF PINELLAS COUNTY, FLORIDA, AS FOLLOWS:

SECTION 1. Findings. The Board hereby finds, determines and declares as follows:

A. Pursuant to the Notice published in the *Tampa Bay Times*, a newspaper of general circulation in the County, not less than fourteen (14) days prior to the date hereof, a public hearing was held before the Board, as required by Section 147(f) of the Code on the date hereof. The public hearing provided a reasonable opportunity for interested persons to express their views, both orally and in writing, on the proposed issuance of the Bonds, the location and nature of the Pinellas County Facility and its operation by the Borrower. The location of the public hearing, under the applicable facts and circumstances, is convenient for the residents of the County. A proof of publication of such Notice is attached hereto as Exhibit A and minutes of such public hearing will be kept on file with the Clerk of the Circuit Court and Ex-Officio Clerk to the Board (the "Clerk"), and are hereby incorporated herein by reference.

B. The Board is the elected legislative body of the County, and the County has jurisdiction over the entire area in which the Pinellas County Facility is located.

C. The Board has determined, based solely upon representations and information provided by the Borrower and without any independent investigation or research by the County, that the issuance of the Bonds to finance the Project: (i) is appropriate to the needs and circumstances of, and will make a significant contribution to the economic growth of the County, (ii) will provide or preserve gainful employment within the County, (iii) will promote commerce

within the State, (iv) will provide safe, decent and accessible housing for the elderly and (v) will serve a public purpose by advancing the economic prosperity, living conditions, and the general welfare of the State and its people by providing for health care facilities within the meaning of Chapter 159, Part II, Florida Statutes.

D. Based solely upon representations and information provided by the Borrower, the County will continue to be able to cope satisfactorily with the impact of the Pinellas County Facility and will continue to be able to provide, or cause to be provided when needed, the public facilities, including utilities and public services, that will be necessary for the operation, repair, and maintenance of the Pinellas County Facility and on account of any increases in population or other circumstances resulting therefrom.

SECTION 2. Approval for Purposes of Section 147(f) of the Code. For the purposes of Section 147(f) of the Code, the Board hereby approves the issuance of the Bonds by the Issuer in one or more series, in an aggregate principal amount not exceeding \$60,000,000.

SECTION 3. Payment of Fees and Costs by Borrower. The fees and expenses of the County shall be paid by the Borrower in the manner and to the extent mutually agreed upon by the officials of the County and the Borrower at or prior to issuance of the Bonds.

SECTION 4. No Liability or Endorsement. The County shall have no obligation with respect to the Bonds, and the approval given herein by the Board shall not be deemed or construed to create any debt, obligation or liability, pecuniary or otherwise, of the County, in connection with either the Bonds or the Project in any respect whatsoever and the Issuer shall so provide in the documents related to the issuance of the Bonds. The general credit or taxing power of the County and the State or any political subdivision or public agency thereof shall not be pledged to the payment of the Bonds. No statement, representation or recital made herein shall be deemed to constitute a legal conclusion or a determination by the County that any particular action or proposed action is required, authorized or permitted under the laws of the State or the United States.

No recourse under or upon any obligation, covenant or agreement of this Resolution or the Bonds or any agreement executed in connection with the Bonds, or for any claim based thereon or otherwise in respect thereof, shall be had against any Board Member, the County Administrator, the Clerk, the County Attorney or the Chief Assistant County Attorney or any other County staff or professionals retained by the County in connection with the issuance of the Bonds, as such, past, present or future, either directly or through the County, it being expressly understood (a) that no personal liability whatsoever shall attach to, or is or shall be incurred by, the Board Members, the County Administrator, the Clerk, the County Attorney or the Chief Assistant County Attorney or any other staff of the County or professionals retained by the County in connection with the issuance of the Bonds, as such, under or by reason of the obligations, covenants or agreements contained in this Resolution or implied therefrom, and (b) that any and all such personal liability, either at common law or in equity or by constitution or

statute, of, and any and all such rights and claims against, every such Board Member, the County Administrator, the Clerk, the County Attorney or the Chief Assistant County Attorney or any other staff of the County or professionals retained by the County in connection with the issuance of the Bonds, as such, are waived and released as a condition of, and as a consideration for, the execution of this Resolution on the part of the County.

The approval given herein 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 Pinellas County Facility, and the Board shall not be construed by reason of its adoption of this Resolution to make any endorsement, finding or recommendation or to have waived any right of the Board or to have estopped the Board from asserting any rights or responsibilities it may have in such regard.

SECTION 5. Indemnification. The receipt of the Indemnification Certificate of the Borrower attached hereto as Exhibit B and incorporated hereby by reference is a material inducement to the County in granting the approvals set forth herein.

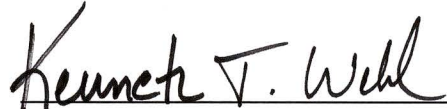
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SECTION 6. Effective Date. This Resolution shall take effect immediately upon its adoption.


PASSED, APPROVED AND ADOPTED this 9th day of October, 2018.

BOARD OF COUNTY COMMISSIONERS
OF PINELLAS COUNTY, FLORIDA

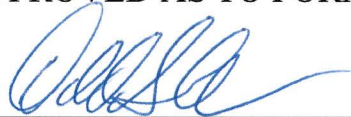
[OFFICIAL SEAL]


Its: Chairman

ATTEST:


Its: Clerk of the Circuit Court and
Comptroller

APPROVED AS TO FORM

By: 
Office of the County Attorney

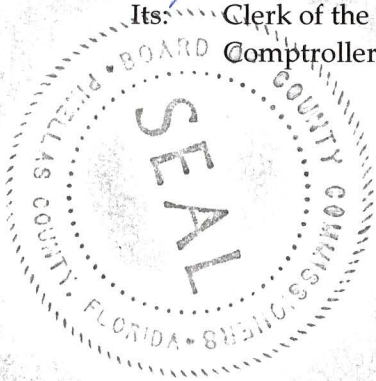


Exhibit A: Publisher's Affidavit Regarding Notice of Public Hearing
Exhibit B: Indemnification Certificate of the Borrower

EXHIBIT A

PROOF OF PUBLICATION

[Follows.]

Tampa Bay Times
Published Daily

STATE OF FLORIDA } ss
COUNTY OF Hernando/Citrus, Hillsborough, Pasco and Pinellas
counties]

Before the undersigned authority personally appeared Amy Robison who on oath says that he/she is Legal Clerk of the Tampa Bay Times a daily newspaper printed in St. Petersburg, in Pinellas County, Florida; that the attached copy of advertisement, being a Legal Notice in the matter RE: CTA, QSH/Mid Florida was published in Tampa Bay Times: 9/25/18. in said newspaper in the issues of Hernando/ Citrus, Hillsborough, Pasco and Pinellas counties

Affiant further says the said Tampa Bay Times is a newspaper published in Hernando/Citrus, Hillsborough, Pasco and Pinellas counties, Florida, and that the said newspaper has heretofore been continuously published in said counties each day and has been entered as a second class mail matter at the post office in these counties for a period of one year next preceding the first publication of the attached copy of advertisement, and affiant further says that he/she neither paid nor promised any person, firm or corporation any discount, rebate, commission or refund for the purpose of securing this advertisement for publication in the said newspaper

Amy Robison
Signature of Affiant

Sworn to and subscribed before me this 09/25/2018.

Jill A Harrison
Signature of Notary Public

Personally known _____ or produced identification

Type of identification produced _____



NOTICE OF PUBLIC HEARING

The Capital Trust Agency (the "CTA") has been requested by QSH/Mid Florida, LLC, a Florida limited liability company, and/or one or more related and/or affiliated entities (collectively, the "Borrower"), whose sole member is Quality Senior Housing Foundation, Inc., a Georgia nonprofit corporation and an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), to issue its Senior Living Revenue Bonds (Grand Villa Portfolio Project), in one or more series, either taxable or tax-exempt, or both, in an aggregate principal amount not to exceed \$60,000,000 (the "Bonds").

For the purposes of Section 147(f) of the Code, notice is hereby given that the Board of County Commissioners (the "Board") of Pinellas County, Florida (the "County"), will hold a public meeting and hearing at 9:30 a.m., or as soon thereafter as practicable, on October 9, 2018, in the Assembly Room of the County Courthouse, Fifth Floor, 315 Court Street, Clearwater, Florida 33756. The purpose of the hearing is to consider authorization of the issuance of the Bonds to provide funds to be loaned by the CTA to the Borrower for the purpose of financing or refinancing, including through reimbursement, (i) the acquisition, construction, renovation, installation and equipping of the Senior Living Facilities (as hereinafter defined) to provide assisted living and memory care facilities for the elderly, (ii) funding an operating and maintenance fund to finance certain capital expenditures and start-up costs related to the Senior Living Facilities, (iii) funding one or more debt service reserve funds for the Bonds, and (iv) paying certain costs of issuing the Bonds (collectively, the "Project").

The Senior Living Facilities shall mean and include:

- (a) a senior living community known as Grand Villa of Altamonte Springs, located on approximately 2.81 acres at 433 Orange Drive, Altamonte Springs, Seminole County, Florida, including land, buildings and equipment, consisting of approximately 118 assisted living or memory care units (including approximately 180 beds), to be acquired by the Borrower with proceeds of the Bonds in an amount not to exceed \$30,000,000 (collectively, the "Altamonte Springs Project");
- (b) a senior living community known as Grand Villa of Largo, located on approximately 3.81 acres at 750 Starkey Road, Largo, Pinellas County, Florida, including land, buildings and equipment, consisting of approximately 87 assisted living or memory care units (including approximately 143 beds), to be acquired by the Borrower with proceeds of the Bonds in an amount not to exceed \$30,000,000 (collectively, the "Largo Project"); and
- (c) a senior living community known as Grand Villa of Ormond Beach, located on approximately 2.70 acres at 535 North Nova Road, Ormond Beach, Volusia County, Florida, including land, buildings and equipment, consisting of approximately 87 assisted living or memory care units (including approximately 115 beds), to be acquired by the Borrower with proceeds of the Bonds in an amount not to exceed \$30,000,000 (collectively, the "Ormond Beach Project" and, together with the Altamonte Springs Project and the Largo Project, the "Senior Living Facilities").

The plan of finance contemplates that the CTA will issue, with respect to such Project, not exceeding \$60,000,000 in aggregate principal amount of its revenue bonds in one or more series, either taxable or tax-exempt, or both, and loan the proceeds of such Bonds to the Borrower to provide funds for the Project. The Senior Living Facilities will be owned by the Borrower. The initial manager of the Senior Living Facilities will be IND-Ormond, Inc. d/b/a SenCare Management, or an affiliate thereof or another entity chosen by the Borrower.

The County will neither issue, nor be obligated in any manner on, the Bonds.

The Bonds, when issued, will be special, limited obligations of the CTA payable solely out of the revenues, income and receipts pledged to the payment thereof and derived from financing agreements with the Borrower, and the CTA will not be obligated to pay the principal of, premium, if any, or interest on the Bonds except from the payments of the Borrower. The Bonds will not constitute: (i) a debt, liability or obligation of the CTA, the County, the State of Florida, or any political subdivision, public agency or municipality thereof, (ii) a pledge of the full faith and credit of the CTA, the County, the State of Florida, or any political subdivision, public agency or municipality thereof, or (iii) a pledge of the taxing power of the County, the State of Florida, or any political subdivision, public agency or municipality thereof within the meaning of any constitutional or statutory provision. The CTA has no taxing power.

At the time and place fixed for said public hearing all who appear will be given an opportunity to express their views for or against the proposal to approve the issuance of said Bonds and the plan of finance. Prior to said public hearing, written comments may be delivered to the County Administrator's Office, 315 Court Street, Clearwater, Florida 33756. All persons are advised that, if they decide to appeal any decision made by the County with respect to any matter considered at this meeting, they will need a record of the proceedings, and for such purpose, they may need to ensure that a verbatim record of the proceedings is made, which record includes the testimony and evidence upon which the appeal is to be based. All interested persons are invited to present their comments at the time and place set forth above.

IN ACCORDANCE WITH THE AMERICANS WITH DISABILITIES ACT, PERSONS NEEDING A SPECIAL ACCOMMODATION TO PARTICIPATE IN THIS MEETING SHOULD CALL (727) 464-4062 (VOICE/TDD) OR FAX A WRITTEN REQUEST TO (727) 464-4157. REQUESTS MUST BE RECEIVED AT LEAST 48 HOURS IN ADVANCE OF THE MEETING IN ORDER FOR THE COUNTY TO PROVIDE THE REQUESTED SERVICE. (685808) 9/25/2018

EXHIBIT B

INDEMNIFICATION CERTIFICATE OF THE BORROWER

[Follows]

INDEMNIFICATION CERTIFICATE OF THE BORROWER

The undersigned hereby certifies that he or she is authorized to execute and deliver this Indemnification Certificate of the Borrower and further represents, on behalf of QSH/Mid Florida, LLC, a Florida limited liability company, and/or one or more related and/or affiliated entities (collectively, the "Borrower"), whose sole member is Quality Senior Housing Foundation, Inc., a Georgia nonprofit corporation and an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") (capitalized terms not otherwise defined herein shall have the meaning ascribed thereto in that certain resolution related to the hereinafter described Bonds, adopted by the Board of County Commissioners (the "Board") of Pinellas County, Florida (the "County") on October 9, 2018 (the "County Resolution")):

(1) At the request of the Borrower, the Capital Trust Agency (the "Issuer") proposes to issue an aggregate principal amount not exceeding \$60,000,000 of its Senior Living Revenue Bonds (Grand Villa Portfolio Project), Series 2018 (the "Bonds"), the proceeds of which will be loaned to the Borrower for the purpose of financing or refinancing, including through reimbursement, (i) the acquisition, construction, renovation, installation and equipping of the Senior Living Facilities to provide assisted living and memory care facilities for the elderly, (ii) funding an operating and maintenance fund to finance certain capital expenditures and start-up costs related to the Senior Living Facilities, (iii) funding one or more debt service reserve funds for the Bonds, and (iv) paying certain costs of issuing the Bonds (collectively, the "Project");

(2) The Senior Living Facilities consist of three senior living facilities located in the State of Florida (the "State"), one of which is located in Largo, Pinellas County, Florida (the "Pinellas County Facility"). The Pinellas County Facility is known as Grand Villa of Largo, located on approximately 3.81 acres at 750 Starkey Road, Largo, Pinellas County, Florida, including land, buildings and equipment, consisting of approximately 87 assisted living or memory care units (including approximately 143 beds), to be acquired by the Borrower from a portion of the proceeds of the Bonds in an amount not exceeding \$30,000,000;

(3) The issuance of the Bonds to finance the Project: (i) is appropriate to the needs and circumstances of, and will make a significant contribution to, the economic growth of the County, (ii) will provide or preserve gainful employment within the County, (iii) will promote commerce within the State, (iv) will provide safe, decent and accessible housing for the elderly and (v) will serve a public purpose by advancing the economic prosperity, living conditions, and the general welfare of the State and its people by providing for health care facilities within the meaning of Chapter 159, Part II, Florida Statutes;

(4) The County will be able to cope satisfactorily with the impact of the Pinellas County Facility and will be able to provide, or cause to be provided when needed, the public facilities, including utilities and public services, that will be necessary for the operation, repair, and maintenance of the Pinellas County Facility and on account of any increases in population or other circumstances resulting therefrom;

(5) In order to finance the costs of the Project from the proceeds of the Bonds on a tax-exempt basis, it is necessary to hold a public hearing and approve the issuance of the Bonds for the purposes of Section 147(f) of the Code;

(6) The Borrower has requested the Board to hold such public hearing and approve the issuance of the Bonds for purposes of Section 147(f) of the Code and Section 159.29, Florida Statutes; and

(7) The County desires indemnification from the Borrower as a material inducement to the Board holding such hearing and granting the foregoing approval.

NOW THEREFORE, THE UNDERSIGNED, ON BEHALF OF THE BORROWER, DOES HEREBY: Agree to defend the County and its officials, employees, attorneys and agents and the members of the Board, and hold the County and its officials, employees, attorneys and agents and the members of the Board, harmless against any and all claims, losses, liabilities or damages to property or any injury or death of any person or persons occurring in connection with the issuance of the Bonds or the acquisition or operation of the Pinellas County Facility by or on behalf of the Borrower, including in the case of any and all negligence of such indemnitee, or in any way growing out of or resulting from the Pinellas County Facility or from the issuance, sale or delivery of the Bonds, including, but not limited to, liabilities or costs arising under the Code, the Securities Act of 1933, the Securities Exchange Act of 1934 or any applicable securities law of the State, including, without limitation, all costs and expenses of the County, including reasonable attorneys' fees, incurred in connection therewith.

IN WITNESS WHEREOF, the Borrower has executed this Indemnification Certificate of the Borrower this 25th day of September, 2018.

QSH/MID FLORIDA, LLC, a Florida limited liability company

By: **QUALITY SENIOR HOUSING
FOUNDATION, INC.**, a Georgia nonprofit
corporation, its sole member

By: 
Name: Stanley G. Brading

Title: President