

RESOLUTION 99-B-09

I N T E R O F F I C E M E M O R A N D U M

Date: 10-Jun-1999 09:27pm EST
From: Ken Artin
artin@sprynet.com@PMDF@GIS0
Dept:
Tel No:

TO: Rosalind C Beck 836-7331 (CPCLRB1@A1)

Subject: Re: County Admin. Consent 9, BCC 6-8-99

Thank you for your help on this. I'll track down the minutes from the public hearing and get them to you. The closing is set for June 17th. I'll most likely need a certified copy of the county's resolution at that time.

Ken Artin
Lowndes, drosdick Doster Kantor & Reed, P.A.

per Sub do not cut until all exhs are attached

Ord - C - 09

I N T E R O F F I C E M E M O R A N D U M

Date: 09-Jun-1999 12:25pm EST
From: Rosalind C Beck
CPCLRB1
Dept: CLERK OF THE BOARD
Tel No: 836-7331

TO: Remote Addressee (artin@sprynet.com@inet)
CC: Virginia Deyo (CPCLVD1)
CC: Barbara Snell (CPCLBS1)
CC: Jeanene Wells (CPCLJW1)

Subject: County Admin. Consent 9, BCC 6-8-99

June 9, 1999

Kenneth Artin, Esquire
Lowndes, Drosdick, Doster,
Kantor, and Reed, P.A.
215 North Eola Drive
Orlando, Florida 32801

Dear Mr. Artin,

In processing the Health Facilities Authority Health Care Facilities Revenue Refunding Bond, Resolution 99-B-09, for the Mayflower Retirement Center, I noticed a discrepancy in the exhibits. Exhibit B as referred to in the resolution should be the "Minutes of the Public Hearing held by the Issuer on May 18, 1999."

Instead, attached are the May 18 agenda and April 22 minutes. Please advise us as to how we should proceed.

I will be out of the office after 2:30 p.m. today and will not return until Monday, June 14. In my absence, you may contact Virginia Shaffer at 836-7286.

Thank you very much.

Sincerely,

Rosalind Beck
Senior Minutes Coordinator

JUN 08 1999 *ala/rb*

RESOLUTION NO. 99- B-09

A RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF ORANGE COUNTY APPROVING THE ISSUANCE BY THE ORANGE COUNTY HEALTH FACILITIES AUTHORITY OF ITS HEALTH CARE FACILITIES REVENUE REFUNDING BONDS (MAYFLOWER RETIREMENT CENTER, INC. PROJECT), SERIES 1999, IN AN AGGREGATE PRINCIPAL AMOUNT NOT EXCEEDING \$27,000,000 FOR THE BENEFIT OF MAYFLOWER RETIREMENT CENTER, INC., A FLORIDA NOT-FOR-PROFIT CORPORATION.

WHEREAS, the Orange County Health Facilities Authority (the "Issuer") is a public body corporate and politic, duly organized and existing under the provisions of Chapter 154, Part III, as amended and supplemented; and

WHEREAS, Mayflower Retirement Center, Inc. (the "Company") is a Florida not-for-profit corporation of the type described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and operates certain continuing care retirement facilities in Orange County, Florida ("Orange County"); and

WHEREAS, the Issuer has determined to issue its Health Care Facilities Revenue Refunding Bonds (Mayflower Retirement Center, Inc. Project), Series 1999 in an aggregate principal amount not exceeding \$27,000,000 (the "Series 1999 Bonds"), for the purpose of providing the necessary funds to the Issuer to make a loan to the Company for the purposes of:

(a) refunding the Issuer's outstanding Variable Rate Demand Revenue Bonds, Series 1988 (Mayflower Retirement Community Project) (the "Refunded Bonds"), which financed the construction, equipping and placing into service of certain continuing care retirement facilities (the "Facilities") located in Orange County at 1620 Mayflower Court, Winter Park, Florida 32792, which are owned and operated by the Company, consisting of approximately 268 independent living units, 31 assisted living units, and an attendant 60-bed skilled nursing home facility and related and appurtenant facilities, located on an approximately 29 acre site at such address;

(b) funding a debt service reserve fund for the Series 1999 Bonds; and

(c) paying a portion of the costs of issuing the Series 1999 Bonds; and

WHEREAS, Section 147(f) of the Code requires approval of the issuance of the Series 1999 Bonds by the Board of County Commissioners of Orange County, Florida (the "County Commission"), as the "applicable elected representative" under such Section 147(f), after a public hearing following reasonable public notice; and

WHEREAS, attached hereto as Exhibits A and B, respectively, are copies of the publisher's affidavit evidencing publication of the Notice of Public Meeting and Public Hearing and the Minutes of the Public Hearing held by the Issuer on May 18, 1999;

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

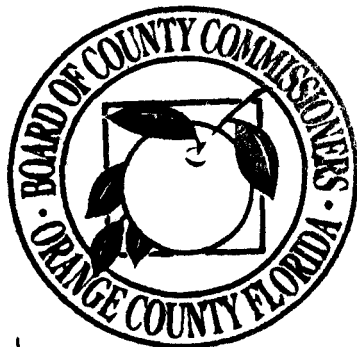
SECTION 1. The issuance by the Issuer of the Series 1999 Bonds in an aggregate principal amount not to exceed \$27,000,000 for the purposes set forth above, is hereby approved.

SECTION 2. The Series 1999 Bonds shall not constitute a debt, liability or obligation of Orange County, Florida or the State of Florida or any political subdivision thereof or a pledge of the faith or credit or any taxing power of Orange County, Florida or the State of Florida or any political subdivision thereof, but shall be limited obligations of the Issuer payable solely from and secured by a pledge of payments made by the Company and other funds provided therefor.

SECTION 3. The approval given herein shall be solely for the purpose of satisfying the requirements of Section 147(f) of the Code and shall not be construed as an approval of any necessary zoning application or any regulatory permits required in connection with the issuance of the Series 1999 Bonds, or as creating any vested rights with respect to any land use regulations and the County Commission shall not be construed by virtue of its adoption of this Resolution to have waived, or be estopped from asserting, any rights or responsibilities it may have in that regard.

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

ADOPTED this 8th day of June, 1999.



[SEAL]
ATTEST:

Martha O. Haynie, Orange County Comptroller
and Clerk to the Board of County Commissioners
of Orange County, Florida

ORANGE COUNTY, FLORIDA

By: [Signature]
Chairman, Board of County Commissioners of
Orange County, Florida

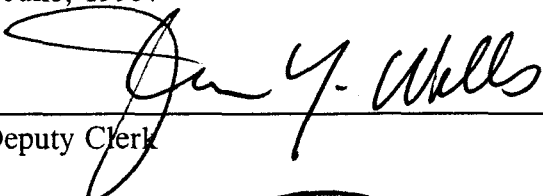
By: [Signature]
Deputy Clerk

STATE OF FLORIDA
COUNTY OF ORANGE

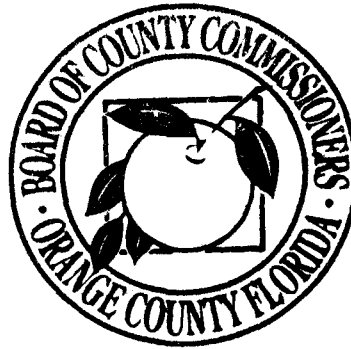
The undersigned does hereby certify that attached hereto is a true and correct copy of the Resolution duly adopted by the Board of County Commissioners of Orange County, Florida (the "County Commission"), at its meeting held on June 8, 1999.

The undersigned further certifies that the ayes and nays taken on passage of the Resolution have been entered in the minutes of the County Commission and that provision has been made for the preservation of the Resolution.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal of the Orange County Commission this 8th day of June, 1999.

ast. 

Deputy Clerk
[SEAL]



The Orlando Sentinel

Published Daily

State of Florida } S.S.
COUNTY OF ORANGE }

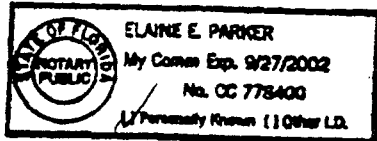
Before the undersigned authority personally appeared Julia Nichols, who on oath says that he/she is the Legal Advertising Representative of The Orlando Sentinel, a daily newspaper published at ORLANDO in ORANGE County, Florida; that the attached copy of advertisement, being a NOTICE OF PUBLIC in the matter of MAY 18, 1999 in the ORANGE Court, was published in said newspaper in the issue of 04/30/99

Affiant further says that the said Orlando Sentinel is a newspaper published at ORLANDO in said ORANGE County, Florida, and that the said newspaper has heretofore been continuously published in said ORANGE County, Florida, each Week Day and has been entered as second-class mail matter at the post office in ORLANDO in said ORANGE County, Florida, for a period of one year next preceding the first publication of the attached copy of advertisement; and affiant further says that he/she has neither paid nor promised any person, firm or corporation any discount, rebate, commission or refund for the purpose of securing this advertisement for publication in the said newspaper.

The foregoing instrument was acknowledged before me this 30th day of May, 19 99, by Julia Nichols who is personally known to me and who did take an oath.

Elaine E. Parker

(SEAL)



NOTICE OF PUBLIC MEETING AND PUBLIC HEARING OF THE ORANGE COUNTY HEALTH FACILITIES AUTHORITY

NOTICE is hereby given that, at a meeting of the Orange County Health Facilities Authority (the "Issuer"), a public meeting and hearing will be held on Thursday, May 18, 1999, beginning at 4:00 p.m., local time, in the third floor meeting room of the Orange County Administration Center, 201 South Rosalind Avenue, Orlando, Florida, for the purpose of considering and acting upon a proposed resolution of the Issuer authorizing the issuance by the Issuer of its Health Care Facilities Revenue Refunding Bonds (Mayflower Retirement Center, Inc. Project), Series 1999, in an aggregate principal amount not exceeding \$27,000,000 ("Series 1999 Bonds").

The Series 1999 Bonds are to be issued for the purpose of providing the necessary funds to the Issuer to make a loan to Mayflower Retirement Center, Inc., a Florida not-for-profit corporation described in section 501(c)(3) of the Internal Revenue Code (the "Company") for the purpose of:

1. refunding the Issuer's outstanding Variable Rate Demand Revenue Bonds, Series 1988, (Mayflower Retirement Center, Inc. Project), dated March 24, 1988, (the "Series 1988 Bonds"), which financed the acquisition, construction, development and equipping of certain continuing care facilities for the elderly (the "Facilities") consisting of a 240-unit residential life care facility with an attendant 60-bed skilled nursing facility configured in three adjoining mid-rise buildings and related and adjacent facilities located at 1620 Mayflower Court, Winter Park, Florida 32792 and which are owned and operated by the Company;
2. funding a debt service reserve fund for the Series 1999 Bonds; and
3. paying a portion of the costs of issuing the Series 1999 Bonds.

The public hearing will be conducted in a manner that provides a reasonable opportunity to be heard for person with differing views on the issuance of the Series 1999 Bonds and the location and nature of the Facilities. Any person desiring to be heard on this matter is requested to attend the public hearing or send a representative. Written comments (not exceeding 250 words) to be presented at the hearing may be submitted to the Issuer at, and further information relating to this matter is available for inspection and copying during regular business hours at c/o Lowndes, Broadick, Coster, Kantor & Reed, P.A., 215 North Eola Drive, Orlando, Florida 32801. Attention: Mr. Kenneth R. Aron.

In accordance with the American Disabilities Act, persons needing a special accommodation to participate in this proceedings should contact the Issuer or the Issuer's Counsel not later than seven days prior to the proceeding at the address given above.

The Issuer will also consider and act upon such other business as may properly come before the Issuer at said meeting.

Comments made at the hearing are for the consideration of the Issuer, and will not bind any legal action to be taken by the Issuer.

IF A PERSON DECIDES TO APPEAL ANY DECISION MADE BY THE AUTHORITY WITH RESPECT TO ANY MATTER CONSIDERED AT SUCH MEETING SUCH PERSON WILL NEED A RECORD OF THE PROCEEDING, AND, FOR SUCH PURPOSE, SUCH PERSON MAY NEED TO ENSURE THAT A VERBATIM RECORD OF THE PROCEEDINGS IS MADE, WHICH RECORD INCLUDES THE TESTIMONY AND EVIDENCE UPON WHICH THE APPEAL IS TO BE BASED.

DATED April __, 1999

ORANGE COUNTY HEALTH FACILITIES AUTHORITY

By: Chairman
APRIL 30, 1999

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