

APPROVED BY THE BOARD OF COUNTY  
COMMISSIONERS AT THEIR MEETING

JUN

4 1991

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RESOLUTION NO. 91-M-22

RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF ORANGE COUNTY, FLORIDA, RELATIVE TO THE EXECUTION AND DELIVERY OF AN INTERLOCAL AGREEMENT BETWEEN THE COUNTY AND THE HIGHLANDS COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY PERMITTING THE EXPENDITURE OF A PORTION OF THE PROCEEDS OF THE AUTHORITY'S NOT TO EXCEED \$12,000,000 ORIGINAL AGGREGATE PRINCIPAL AMOUNT OF HEALTH CARE REVENUE BONDS, SERIES 1991 (CHURCH OF ALL FAITHS, INC. PROJECT) TO FINANCE THE COST OF ACQUISITION OF INTERMEDIATE AND LONG-TERM CARE FACILITIES FOR THE MENTALLY, EMOTIONALLY AND DEVELOPMENTALLY HANDICAPPED (A PORTION OF WHICH FACILITIES ARE LOCATED WITHIN THE COUNTY); PROVIDING FOR CERTAIN OTHER MATTERS IN CONNECTION WITH THE EXECUTION AND DELIVERY OF THE INTERLOCAL AGREEMENT; AND PROVIDING AN EFFECTIVE DATE FOR THIS RESOLUTION.

WHEREAS, the Highlands County Industrial Development Authority, Highlands County, Florida (the "Authority") has received an application from Church of All Faiths, Inc., a Florida not-for-profit corporation (the "Borrower") requesting that the Authority issue revenue bonds and loan the proceeds from the sale thereof to the Borrower for the principal purpose of providing funds sufficient to finance the cost of acquisition of intermediate and long-term care facilities for the mentally, emotionally and developmentally handicapped located in Highlands County, Orange County, Hardee County, Polk County and St. Lucie County (collectively, the "Project"); and

WHEREAS, the Authority has authorized and approved the issuance of not to exceed \$12,000,000 original aggregate principal amount of its Health Care Revenue Bonds (Church of All Faiths, Inc. Project), Series 1991 (the "Bonds"), pursuant to the authority of Chapter 159, Parts II, III and VII, Florida Statutes (the "Act"), for the principal purpose of financing the costs of the Project; and

WHEREAS, the proceeds of the Bonds will be loaned to the Borrower to finance the Project pursuant to a loan agreement (the "Loan Agreement") between the Borrower and the Authority which will provide that payments thereunder be at least sufficient to pay the costs of operation and maintenance of the Project and principal of and interest and redemption premium, if any, on such Bonds; and

WHEREAS, the obligations of the Borrower will be secured by a first mortgage and security interest in the Project as provided

pursuant to a Mortgage and Security Agreement (the "Mortgage") from the Borrower to the Authority; and

**WHEREAS**, the financing of the cost of acquisition of a 19-bed intermediate and long-term care facility for the mentally, emotionally and developmentally handicapped located at 2112 S. Dean Road, Orlando, Florida and 10205 Curry Ford Road, Orlando, Florida (the "County Facilities") constitutes a portion of the Project; and

**WHEREAS**, the Authority has submitted to the Board of County Commissioners for consideration a form of Interlocal Agreement approved by the Authority by its Resolution adopted on April 16, 1991, which, when executed, will permit the loan of a portion of the Bond proceeds to the Borrower to finance the cost of acquisition of the County Facilities, a copy of which form of Interlocal Agreement is attached hereto as "xhibit A; and

**WHEREAS**, the loan of funds derived from the proceeds of the Bonds to the Borrower pursuant to the terms of the Loan Agreement, the Mortgage and an Indenture of Trust from the Authority to the trustee bank will assist in the development and maintenance of the public health of the residents of the County, and shall serve a public purpose by improving the health and living conditions by providing facilities and services for the care of the mentally, emotionally and developmentally handicapped and will promote the most efficient and economical development of health care facilities in a manner and pursuant to forms of governmental organization that will accord best with the geographic, economic, and population characteristics which influence the health care needs of the County and its inhabitants; and

**WHEREAS**, it is deemed desirable by both the Authority and the County that prior to or upon the issuance of the Bonds the Authority and the County enter into the Interlocal Agreement, as provided for and under the authority of Part I, Chapter 163, Florida Statutes (the "Interlocal Act"), in order to assist the Borrower and the Authority in the financing of the County Facilities; and

**WHEREAS**, neither the County, Highlands County, nor the State of Florida or any political subdivision or agency thereof shall in any way be obligated to pay the principal, premium, if any, or interest on the Bonds as the same shall become due, and the issuance of the Bonds shall not directly, indirectly, or contingently obligate the Authority, the County, Highlands County, the State of Florida, or any political subdivision or agency thereof to levy or pledge any form of taxation whatsoever therefor or to make any appropriation from ad valorem taxation revenues for their payment; and

**WHEREAS**, in order to satisfy the requirements of Section 147(f) of the Internal Revenue Code of 1986, as amended, the Board

of County Commissioners of the County held a public hearing on the proposed issuance of the Bonds and the loan of a portion of the proceeds thereof to the Borrower pursuant to the Interlocal Agreement for the purpose of financing the costs of acquisition of the County Facilities on the date hereof, which date is more than 14 days following the first publication of notice of such public hearing in a newspaper of general circulation in the County (a true and accurate copy of the proof of publication of such notice is attached hereto as Exhibit B), which public hearing was conducted in a manner that provided a reasonable opportunity for persons with differing views to be heard on both the issuance of such Bonds, the location and nature of the County Facilities and the loan of a portion of the Bond proceeds to the Borrower pursuant to the Interlocal Agreement to finance such Facilities.

**IT IS, THEREFORE, DETERMINED AND RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF ORANGE COUNTY, FLORIDA, THAT:**

**SECTION 1.** The acquisition of the County Facilities portion of the Project as described in the notice of public hearing attached hereto as Exhibit B and the financing thereof by the Authority through the issuance of the Bonds pursuant to the Act, and the loan of a portion of the proceeds thereof to the Borrower pursuant to the Loan Agreement, the Mortgage and the Interlocal Agreement for such purposes, will promote the health and welfare of the citizens of the County, will help to continue to provide the residents of the County with facilities and services for the mentally, emotionally and developmentally handicapped and will thereby serve the public purposes of the Act and is hereby approved.

**SECTION 2.** The Authority has found that the Project is desirable and will further the public purposes of the Act, and it will most effectively serve the purposes of the Act and the Interlocal Act, for the Authority to finance the Project and to issue and sell its Bonds for such purpose, all as provided in the Loan Agreement, which contains such provisions as are necessary or convenient to effectuate the purpose of the Act and the Interlocal Act. The Project is appropriate to the needs and circumstances of the County; and shall help protect the prosperity, the public health, and the general welfare of the State and its people in accordance with Section 159.26, Florida Statutes.

**SECTION 3.** The County will be able to cope satisfactorily with the impact of the Project and will be able to provide, or cause to be provided when needed, the public facilities, including utilities and public services, that are necessary for the County Facilities. Notwithstanding any provisions to the contrary contained herein, the County will not incur any obligation (financial or otherwise) to provide such public facilities, utilities and services by virtue of this Resolution.

**SECTION 4.** The Authority has determined that adequate provision has been made in the Loan Agreement and Mortgage for a loan by the Authority to the Borrower to finance the Project, and thereafter for the operation, repair and maintenance of the Project at the expense of the Borrower and for the repayment by the Borrower of the loan in installments sufficient to pay the principal of and the interest on the Bonds and all costs and expenses relating thereto in the amounts and at the times required.

**SECTION 5.** Based on the criteria established by the Act, the Authority has determined that the Borrower is financially responsible and fully capable and willing to fulfill its obligations under the Loan Agreement, including the obligation to repay the loan in installments in the amounts and at the times required, the obligation to operate, repair and maintain the Project at the Borrower's own expense and such other obligations and responsibilities as are imposed under the Loan Agreement and the Mortgage.

**SECTION 6.** Prior or contemporaneously with the issuance of the Bonds by the Authority, the Chairman or Vice-Chairman of the Board of County Commissioners of the County is hereby authorized and directed to execute and the County Clerk is hereby authorized to apply the seal of the Board thereof, for and on behalf of the County, the Interlocal Agreement attached hereto as Exhibit A between the County and the Authority in order to permit the loan of a portion of the Bond proceeds to the Borrower for the principal purpose of financing of the County Facilities.

**SECTION 7.** The Bonds and the interest thereon shall not constitute an indebtedness or pledge of the general credit or taxing power of Orange County, Highlands County, the State of Florida or any political subdivision or agency thereof but shall be payable solely from the revenues pledged therefor pursuant to the Loan Agreement, the Mortgage and other financing agreements entered into by and between the Authority and the Borrower prior to or contemporaneously with the issuance of the Bonds.

**SECTION 8.** The approval given herein shall not be construed as an approval of any necessary rezoning applications nor for any other regulatory permits relating to the County Facilities and the County shall not be construed by reason of its adoption of this resolution to have waived or to be estopped from asserting any rights or responsibilities it may have in that regard.

**SECTION 9.** This Resolution shall take effect immediately.

**ADOPTED** this 4th day of June, 1991.

**ORANGE COUNTY, FLORIDA**

**(SEAL)**

*Vera M. Carter*

Chairman, Board of County  
Commissioners

**ATTEST:**

*Mary Jo Garrison*  
Clerk

**INTERLOCAL AGREEMENT  
BETWEEN HIGHLANDS COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY,  
AND ORANGE COUNTY, FLORIDA**

**WHEREAS**, the Highlands County Industrial Development Authority (the "Issuer") is a public body corporate and politic and a public instrumentality and a local agency organized and existing under the laws of the State of Florida including, particularly, Chapter 159, Parts II and III, Florida Statutes; and

**WHEREAS**, the Issuer has received an application from the Church of All Faiths, Inc, a Florida not-for-profit corporation (the "Borrower") requesting that the Issuer issue its health care revenue bonds and loan the proceeds from the sale thereof to the Borrower for the principal purpose of providing funds sufficient to finance the cost of acquisition of certain intermediate and long-term care facilities for the mentally, emotionally and developmentally handicapped located in Highlands County, Hardee County, Orange County, Polk County and St. Lucie County (the "Project"); and

**WHEREAS**, the Issuer has authorized and approved the issuance of its Health Care Revenue Bonds (Church of all Faiths, Inc. Project), Series 1991, dated July 2, 1991 (the "Bonds"), pursuant to the authority of Chapter 159, Parts II, III and VII, Florida Statutes and other applicable provisions of law (collectively, the "Act"), for the principal purpose of financing the costs of the Project; and

**WHEREAS**, the Bonds shall be secured solely by revenues described in the Trust Indenture dated as of July 1, 1991 between the Issuer and First Union National Bank of Florida, (the "Trustee") (including any amendments and supplements thereto, the "Indenture"), and the payment of the principal of and premium, if any, and interest on the Bonds as the same shall become due shall be made solely by the Borrower in the amounts and from the sources as required by the Indenture, that certain Loan Agreement dated as of July 1, 1991 between the Issuer and the Borrower (including any amendments and supplements thereto, the "Loan Agreement") and that certain Mortgage and Security Agreement dated as of July 1, 1991 from the Borrower to the Issuer (including any amendments and supplements thereto, the "Mortgage"); and

**WHEREAS**, it is deemed desirable by both the Issuer and Orange County (the "County") that the Issuer and the County enter into this Interlocal Agreement, as provided for and under the authority of Part I, Chapter 163, Florida Statutes, in accordance with the prior determination of the Issuer and the Board of County Commissioners of the County, in order to assist the Borrower in the financing of the Project as more fully described in the Indenture, the Loan Agreement and the Mortgage; and

**WHEREAS**, the Issuer and the County have determined that the loan of funds derived from the proceeds of the Bonds to the

Borrower pursuant to the terms of the Indenture, the Loan Agreement and the Mortgage will assist in the development and maintenance of the public health of the residents of Highlands County and Orange County, and shall serve a public purpose by improving the health and living conditions, and providing adequate care and services for the care of the mentally, emotionally and developmentally handicapped and will promote the most efficient and economical development of such facilities in a manner and pursuant to forms of governmental organization that will accord best with the geographic, economic, and population characteristics which influence the health care needs of Highlands County, Orange County and the respective inhabitants thereof; and

**WHEREAS**, neither the Issuer, Highlands County, the other Counties, nor the State of Florida or any political subdivision or agency thereof shall in any way be obligated to pay the principal, premium, if any, or interest on the Bonds as the same shall become due, and the issuance of the Bonds shall not directly, indirectly, or contingently obligate the Issuer, Highlands County, the other Counties, the State of Florida, or any political subdivision or agency thereof to levy or pledge any form of taxation whatsoever therefor or to make any appropriation from ad valorem taxation revenues for their payment.

**NOW, THEREFORE, THIS INTERLOCAL AGREEMENT, BETWEEN HIGHLANDS COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY AND ORANGE COUNTY, FLORIDA, WITNESSETH AS FOLLOWS:**

**SECTION 1.** The Borrower shall borrow funds derived from the proceeds of the Bonds issued by the Issuer for the principal purpose of paying for the cost of financing the Project as contemplated by the Indenture, the Loan Agreement and the Mortgage and the funds shall be repaid solely from the revenues of the Borrower pursuant to the terms of the Indenture, Loan Agreement and the Mortgage and the funds shall be duly expended for their stated purpose.

**SECTION 2.** At all times prior to and during the term of this Interlocal Agreement the Issuer and the County constitute "public agencies" as that term is defined in Section 163.01(3)(b), Florida Statutes, and both the Issuer and the County have in common the power and authority to issue revenue bonds in order to provide financing for the acquisition of facilities for the mentally impaired; such power and authority as each might exercise separately.

**SECTION 3.** The Issuer and County are entering into this Interlocal Agreement in order to more effectively perform their service function related to the provision of adequate care facilities and services for the care of the mentally, emotionally and developmentally handicapped pursuant to the powers granted under Section 163.01, Florida Statutes, as amended.

**SECTION 4.** This Interlocal Agreement shall in no way be interpreted to authorize the delegation of the constitutional or statutory duties of the Issuer, Highlands County, Orange County, the State of Florida or any political subdivision or agency thereof or any members or officers thereof.

**SECTION 5.** Neither this Interlocal Agreement nor the Bonds shall be deemed to constitute a general debt, liability, or obligation of or a pledge of the faith and credit of the Issuer, Highlands County, Orange County, the State of Florida, or any political subdivision or agency thereof. The issue of the Bonds pursuant to this Interlocal Agreement shall not directly, indirectly, or contingently obligate the Issuer, Highlands County, Orange County, the State of Florida, or any political subdivision or agency thereof to levy or to pledge any form of taxation whatsoever therefore, or to make any appropriation for their payment.

**SECTION 6.** Title to the Project financed pursuant to this Interlocal Agreement shall be in the Borrower.

IN WITNESS WHEREOF, this Interlocal Agreement has been executed by and on behalf of the County by the Chairman or Vice-Chairman of its Board of County Commissioners and the seal of said County affixed hereto and attested by its Clerk or Deputy Clerk, the Issuer has caused this Interlocal Agreement to be executed by its Chairman, its seal affixed hereto, as attested by its Executive Director all as of the 1st day of July, 1991.

**HIGHLANDS COUNTY INDUSTRIAL  
DEVELOPMENT AUTHORITY**

(SEAL)

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

ATTEST: \_\_\_\_\_  
Executive Director

**ORANGE COUNTY, FLORIDA**

(SEAL)

By: \_\_\_\_\_  
Chairman, Board of County  
Commissioners

ATTEST: \_\_\_\_\_  
Clerk