

# City of Gainesville

City Hall  
200 East University  
Avenue  
Gainesville, Florida  
32601

## Certified Copy

Resolution: 150079.

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J. K. IRBY, Clerk of Circuit Court  
ALACHUA COUNTY, Florida

File Number: 150079.

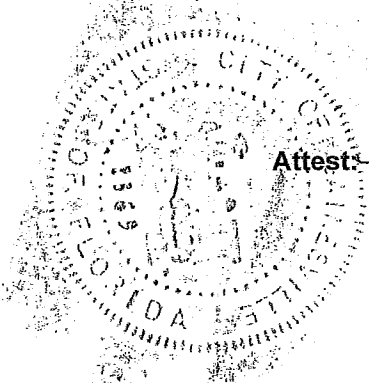
**RESOLUTION APPROVING AN INTERLOCAL AGREEMENT AND APPROVING THE  
ISSUANCE OF HEALTH CARE FACILITIES REVENUE BONDS BY THE CITY OF  
JACKSONVILLE FOR PURPOSES OF SECTION 147 OF THE INTERNAL REVENUE CODE  
(B)**



RESOLUTION NO. 150079

**A RESOLUTION OF THE CITY OF GAINESVILLE, FLORIDA, APPROVING THE  
EXECUTION OF AN INTERLOCAL AGREEMENT WITH THE CITY OF JACKSONVILLE,  
FLORIDA (THE "ISSUER"); APPROVING FOR PURPOSES OF SECTION 147 OF THE  
INTERNAL REVENUE CODE THE ISSUANCE BY THE ISSUER OF ITS HEALTH CARE  
FACILITIES REVENUE BONDS (BROOKS REHABILITATION), IN ONE OR MORE  
TAX-EXEMPT OR TAXABLE SERIES, IN AN AGGREGATE PRINCIPAL AMOUNT NOT  
TO EXCEED \$130,000,000, TO FINANCE, REIMBURSE OR REFINANCE THE COSTS OF  
THE ACQUISITION, CONSTRUCTION, INSTALLATION AND EQUIPPING OF CERTAIN  
HEALTH CARE FACILITIES TO BE LOCATED WITHIN THE JURISDICTION OF THE  
CITY OF GAINESVILLE, FLORIDA, AND OTHER HEALTH CARE FACILITIES LOCATED  
OUTSIDE THE CITY OF GAINESVILLE, FLORIDA, OF WHICH NOT TO EXCEED  
\$2,000,000 WILL BE ISSUED FOR THE PURPOSE OF PROVIDING FUNDS TO MAKE A  
LOAN TO GENESIS HEALTH, INC., A FLORIDA NOT FOR PROFIT CORPORATION, TO  
FINANCE, REIMBURSE OR REFINANCE A PORTION OF THE COSTS OF THE  
ACQUISITION AND INSTALLATION OF SUCH HEALTH CARE FACILITIES TO BE  
LOCATED IN THE CITY OF GAINESVILLE, FLORIDA; AND PROVIDING AN EFFECTIVE  
DATE.**

I, Kurt M. Lannon, CLERK, certify that this is a true copy of Resolution No. 150079,  
passed by the City Commission on July 2, 2015.



Attest:

8/26/2015

Date Certified

RESOLUTION NO. 150079

A RESOLUTION OF THE CITY OF GAINESVILLE, FLORIDA, APPROVING THE EXECUTION OF AN INTERLOCAL AGREEMENT WITH THE CITY OF JACKSONVILLE, FLORIDA (THE "ISSUER"); APPROVING FOR PURPOSES OF SECTION 147 OF THE INTERNAL REVENUE CODE THE ISSUANCE BY THE ISSUER OF ITS HEALTH CARE FACILITIES REVENUE BONDS (BROOKS REHABILITATION), IN ONE OR MORE TAX-EXEMPT OR TAXABLE SERIES, IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$130,000,000, TO FINANCE, REIMBURSE OR REFINANCE THE COSTS OF THE ACQUISITION, CONSTRUCTION, INSTALLATION AND EQUIPPING OF CERTAIN HEALTH CARE FACILITIES TO BE LOCATED WITHIN THE JURISDICTION OF THE CITY OF GAINESVILLE, FLORIDA, AND OTHER HEALTH CARE FACILITIES LOCATED OUTSIDE THE CITY OF GAINESVILLE, FLORIDA, OF WHICH NOT TO EXCEED \$2,000,000 WILL BE ISSUED FOR THE PURPOSE OF PROVIDING FUNDS TO MAKE A LOAN TO GENESIS HEALTH, INC., A FLORIDA NOT FOR PROFIT CORPORATION, TO FINANCE, REIMBURSE OR REFINANCE A PORTION OF THE COSTS OF THE ACQUISITION AND INSTALLATION OF SUCH HEALTH CARE FACILITIES TO BE LOCATED IN THE CITY OF GAINESVILLE, FLORIDA; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, Genesis Health, Inc., a Florida not for profit corporation (the "Borrower"), desires to finance, reimburse or refinance a part of the costs of the acquisition and installation of certain health care facilities to be located in the City of Gainesville, Florida ("Gainesville"), as more particularly described in Exhibit A hereto (the "Gainesville Project"), and to finance, reimburse or refinance all or a part of the costs of the acquisition, construction, installation and equipping of certain other health care facilities located outside Gainesville, as more particularly described in Exhibit A hereto (the "Other Projects"), (the Gainesville Project and the Other Projects are hereinafter collectively referred to as, the "Projects"); and

WHEREAS, the Borrower has represented that it will recognize substantial cost savings by financing or refinancing all of the Projects through a single plan of finance consisting of the issuance by the City of Jacksonville, Florida (the "Issuer"), of its Health Care Facilities Revenue Bonds (Brooks Rehabilitation) (the "Bonds"), in one or more series, in an aggregate principal amount not to exceed \$130,000,000, to finance, reimburse or refinance all of the Projects; and

**WHEREAS**, the Issuer has requested that the City Commission of Gainesville (the "Commission") consider and approve the Issuer's issuance of the Bonds in accordance with Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code"); and

**WHEREAS**, the Borrower has requested that the Commission authorize the execution and delivery of an Interlocal Agreement to be entered into between Gainesville and the Issuer (the "Interlocal Agreement"), in substantially the form attached hereto as Exhibit B, to allow the issuance by the Issuer of the Bonds to pay a part of the costs of the Gainesville Project, the amount thereof not to exceed \$2,000,000; and

**WHEREAS**, the Issuer and Gainesville are willing to enter into the Interlocal Agreement as herein described in order to permit the Borrower to finance or refinance a part of the costs of the Gainesville Project.

**NOW, THEREFORE, BE IT RESOLVED** by the City Commission of the City of Gainesville, Florida:

SECTION 1. Authority. This Resolution is adopted pursuant to the laws of the State of Florida, including Chapter 159, Part II, and Section 163.01, Florida Statutes, as amended, and other applicable provisions of law (collectively, the "Act").

SECTION 2. Findings. The Commission hereby finds, determines and declares as follows:

A. The Commission is the elected legislative body of Gainesville, and Gainesville has jurisdiction over the area in which the Gainesville Project is located.

B. Notice of a public hearing to be held before the Commission; inviting comments and discussions concerning the issuance of the Bonds by the Issuer to finance, reimburse or refinance a part of the costs of the Gainesville Project, was published in *The Gainesville Sun*, a newspaper of general circulation in Gainesville at least fourteen days prior to such hearing date, and a copy of the publisher's affidavit of proof of publication is attached hereto as Exhibit C and incorporated herein by reference.

C. Following such notice, a public hearing was held by the Commission during which comments and discussions concerning the issuance of the Bonds by the Issuer to finance, reimburse or refinance a part of the costs of the Gainesville Project were requested and allowed.

D. Based upon representations made by the Issuer and the Borrower, the Bonds and the interest thereon shall not constitute an indebtedness or pledge of the general credit or taxing power of Gainesville, the Issuer, the State of Florida or any political subdivision thereof but shall be payable solely from the revenues pledged therefor pursuant to a Loan Agreement entered into by and between the Issuer and the Borrower prior to or contemporaneously with the issuance of the Bonds.

SECTION 3. Authorization of Interlocal Agreement. The form of the Interlocal Agreement attached hereto as Exhibit B and incorporated by reference is hereby approved. The

Mayor (or other appropriate official designated by the Commission) and the Clerk of the Commission or any Deputy Clerk are hereby authorized in the name of and on behalf of Gainesville pursuant to this Resolution to execute and deliver the Interlocal Agreement in substantially the form attached to this Resolution, with such changes, insertions and deletions as the officers signing such document may approve, their execution thereof to be conclusive evidence of such approval. The officers executing the Interlocal Agreement are hereby further authorized to do all things which may be required or advisable with respect to or in any way related thereto, including, but not limited to, recording of filing the Interlocal Agreement with the Clerk of the Circuit Court in and for the Alachua County, Florida. The Mayor (or other appropriate official designated by the Commission) and Clerk of the Commission or Deputy Clerk are hereby further authorized to take such further action and execute such further instruments as may be necessary or appropriate to fully effectuate the purpose and intention of this Resolution and the Interlocal Agreement.

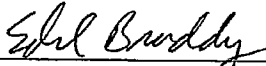
SECTION 4. Approval. Solely for the purposes of satisfying the provisions of Section 147(f) of the Code, the Commission hereby approves the issuance of the Bonds by the Issuer in one or more tax-exempt or taxable series in an aggregate principal amount not exceeding \$130,000,000, of which not to exceed \$2,000,000 will be issued for the purpose of providing funds to make a loan to the Borrower to finance, reimburse or refinance a part of the costs of the Gainesville Project. The approval given herein shall not be construed as (i) an endorsement of the creditworthiness of the Borrower or the financial viability of the Projects, (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 Gainesville Project, and the Commission shall not be construed by reason of its adoption of this Resolution and its execution of the Interlocal Agreement to make any such endorsement, finding or recommendation or to have waived any right of Gainesville or estopped Gainesville from asserting any rights or responsibilities it may have in such regard. Further, the approval by the Commission of the issuance of the Bonds by the Issuer shall not be construed to obligate Gainesville to incur any liability, pecuniary or otherwise, in connection with either the issuance of the Bonds or the acquisition and construction of the Gainesville Project.

SECTION 5. Effective Date. This Resolution shall take effect immediately upon its passage.

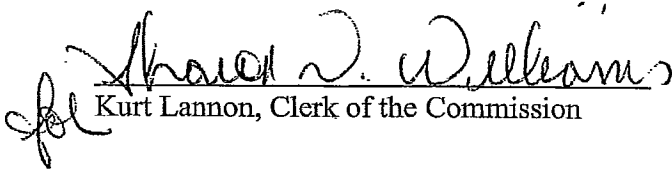
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PASSED AND ADOPTED this 2nd day of July, 2015.

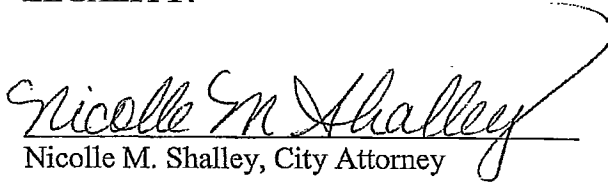
CITY OF GAINESVILLE, FLORIDA

  
\_\_\_\_\_  
Edward Braddy, Mayor

ATTEST:

  
\_\_\_\_\_  
Kurt Lannon, Clerk of the Commission

APPROVED AS TO FORM AND  
LEGALITY:

  
\_\_\_\_\_  
Nicolle M. Shalley, City Attorney

## EXHIBIT A

### PROJECT DESCRIPTIONS

#### Gainesville Project Description

The Gainesville Project consists of financing, reimbursing or refinancing the costs of the acquisition and installation by Brooks Home Care Advantage, Inc., a Florida not for profit corporation ("Home Health"), of capital improvements, fixtures, furnishings, equipment and related personal property, used to provide home health services, located or to be located at 4615 NW 53<sup>rd</sup> Avenue, Suite C, Gainesville, Florida, and to be owned and operated by Home Health.

#### Other Projects Description

The Other Projects consist of financing, reimbursing or refinancing the following:

(a) the acquisition, construction and installation of improvements, renovations, equipment and other capital expenditures at the existing 157-bed inpatient rehabilitation hospital owned and operated by Genesis Rehabilitation Hospital, Inc., a Florida not for profit corporation, doing business as Brooks Rehabilitation Hospital (the "Hospital"), located at 3599 University Boulevard South, Jacksonville, Florida (the "Main Campus");

(b) the acquisition and installation by Home Health of capital improvements, fixtures, furnishings, equipment and related real and personal property, used to provide home health services, located or to be located at 5836 Richard Street, Jacksonville, Florida; 6871 Belfort Oaks Place, Jacksonville, Florida; 4131 University Boulevard, Building 17, Jacksonville, Florida; 1699 South 14th Street, Suite 12, Fernandina Beach, Florida; 771 Fentress Boulevard, Suite 2F, Daytona Beach, Florida; 530 Zeagler Drive, Suite 103, Palatka, Florida; 1329 Kingsley Avenue, Suite D, Orange Park, Florida; 14 Office Park Drive, Suite 3, Palm Coast, Florida; and 2730 US 1 South, Suites G & H, St. Augustine, Florida, and to be owned and operated by Home Health;

(c) the acquisition, construction, installation and equipping of a new outpatient rehabilitation clinic, consisting of a 1-story building containing approximately 10,200 square feet and including related real and personal property, facilities, fixtures, furnishings and equipment, to be located on a site containing approximately 3.95 acres located at 500 Park Avenue, Orange Park, Florida, near the Southwest corner of Wells Road and U.S. 17/Park Avenue, and to be owned and operated by Health Development (as defined below);

(d) the acquisition, construction, installation and equipping of a new inpatient family housing facility, consisting of a 1-story building containing approximately 27,000 square feet and including related real and personal property, facilities, fixtures, furnishings and equipment, to be located on a site containing approximately 1.6 acres at 6139 Beach Boulevard, Jacksonville, Florida, and to be owned and operated by the Hospital;

(e) the completion of the acquisition, construction, installation and equipping of a 111 licensed-bed rehabilitation skilled nursing facility, consisting of a three-story building

containing approximately 82,000 square feet and including related real and personal property, facilities, license and associated assets, fixtures, furnishings and equipment, to be located on a site containing approximately 8 acres at the southeast corner of the intersection of Beach Boulevard and Hickman Road in Jacksonville, Florida, with approximately 625 feet fronting on Beach Boulevard (a portion of the site was previously occupied by Gator Office Products at 6188 Beach Boulevard, Jacksonville, Florida), at the Main Campus, and owned by Brooks Skilled Nursing Facility Holdings B, Inc., a Florida not for profit corporation ("Skilled Nursing Holdings B"), and operated by Brooks Skilled Nursing Facility B, Inc., a Florida not for profit corporation ("Skilled Nursing B");

(f) the acquisition, construction and installation of improvements, renovations, equipment and other capital expenditures at the existing 100-licensed bed skilled nursing facility located on an approximately 7-acre site at 6209 Brooks Bartram Drive, Building #100, Jacksonville, Florida, owned by Brooks Skilled Nursing Facility Holdings A, Inc., a Florida not for profit corporation ("Skilled Nursing Holdings A"), and operated by Brooks Skilled Nursing Facility A, Inc., a Florida not for profit corporation ("Skilled Nursing A");

(g) the acquisition, construction and installation of capital improvements, including but not limited to, leasehold improvements and equipment, to be used to provide physical, occupational and other rehabilitation therapy at the following outpatient rehabilitation facilities, each of which is operated by Genesis Health Development, Inc., a Florida not for profit corporation doing business as Brooks Rehabilitation Centers ("Health Development"), the sole member of which is Genesis Health, Inc., a Florida not for profit corporation doing business as Brooks Rehabilitation ("Brooks Rehabilitation"):

(i) the outpatient facility located at the Main Campus, owned by the Hospital;

(ii) the outpatient facility located at the Main Campus, owned by Brooks Rehabilitation;

(iii) the outpatient facility located at the Main Campus, owned by Health Development;

(iv) the outpatient facility located at 3901 University Boulevard South, Jacksonville, Florida, owned by Health Development;

(v) Brooks Rehabilitation Center/Mandarin, located at 11701 San Jose Boulevard, Suite 210, Jacksonville, Florida, owned by the Hospital;

(vi) Brooks Rehabilitation Center/Northside, located at 320 Dundas Drive, Suite 8, Jacksonville, Florida, owned by the Hospital;

(vii) Brooks Rehabilitation Center/San Pablo, located at 14286 Beach Boulevard, Suite 34, Jacksonville, Florida, owned by the Hospital;

(viii) Brooks Rehabilitation Center/Southside, located at 3901 University Boulevard South, Jacksonville, Florida, owned by the Hospital;

(ix) Brooks Rehabilitation Center/Westside, located at 7749 Normandy Crossing, Suite 147, Jacksonville, Florida, owned by the Hospital;

(x) Brooks Rehabilitation Center/Center for Sports Therapy, located at 10423 Centurion Parkway North, Jacksonville, Florida, owned by the Hospital;

(xi) Brooks Rehabilitation Center/Monument, located at 1205 Monument Road, Suite 202, Jacksonville, Florida, owned by Health Development;

(xii) Brooks Rehabilitation Center/San Jose, located at 8505 San Jose Boulevard, Jacksonville, Florida, owned by Health Development;

(xiii) Brooks Rehabilitation Center/Balance Center, located at 10475 Centurion Parkway North, Suite 304, Jacksonville, Florida, owned by Health Development;

(xiv) Brooks Rehabilitation Center/Center for Back and Neck Health, located at 7207 Golden Wings Road, Suite 300, Jacksonville, Florida, owned by Health Development;

(xv) Brooks Rehabilitation Center/Arlington, located at 9100 Merrill Road, Suite 10, Jacksonville, Florida, owned by Health Development;

(xvi) Brooks Rehabilitation Clubhouse, located at 3197 Cortez Road, Jacksonville, Florida, owned by Brooks Rehabilitation;

(xvii) Brooks Rehabilitation Center/Amelia, located at 4800 First Coast Highway, Suite 240, Fernandina Beach, Florida, owned by Health Development;

(xviii) Brooks Rehabilitation Center/Palm Coast, located at 9 Pine Cone Drive, Suite 104B, Palm Coast, Florida, owned by Health Development;

(xix) Brooks Rehabilitation Center/Orange Park, located at 550 Wells Road, Suite 4, Orange Park, Florida, owned by the Hospital; and

(xx) Brooks Rehabilitation Center/St. Augustine, located at 190 Southpark Boulevard, Suite 100 & 102, St. Augustine, Florida, owned by the Hospital;

(h) refunding a portion of the outstanding Jacksonville Health Facilities Authority Health Care Facilities Revenue Bonds (Brooks Health System), Series 2007, the proceeds of which were loaned to the Borrower and used to:

(i) finance the acquisition, construction and installation of an administrative support building (the "Administrative Building") to accommodate existing support services and expanded education and conference space for the Borrower and its affiliates, including related facilities, fixtures, furnishings and equipment, to be owned and operated by the Borrower and located at 3349 University Boulevard South,



Jacksonville, Florida, at the Main Campus adjacent to the Hospital's existing inpatient rehabilitation hospital;

(ii) refinance certain outstanding indebtedness of the Borrower which financed the acquisition of approximately 117.5 acres of unimproved land owned by the Borrower and to be used by the Borrower and/or its affiliates as the future site for post-acute care and related health care facilities, which land is located at 6209 Brooks Bartram Drive Jacksonville, Florida, being bounded on the west by Bartram Park Boulevard, beginning approximately 900 feet south of the intersection of Old St. Augustine Road and Bartram Park Boulevard, with approximately 1,200 feet facing Bartram Park Boulevard, and being bounded on the east by Interstate 95, with approximately 2,100 feet facing Interstate 95;

(iii) finance the acquisition, construction and installation of capital improvements at the existing inpatient rehabilitation hospital, then containing 143 beds, owned and operated by the Hospital and located on the Main Campus, consisting of the (a) renovation and expansion of the existing inpatient rehabilitation hospital, including expansion of the brain therapy gym and of the pediatric therapy gym, construction of a therapist work area near the therapy gym spaces, addition of a stroke therapy gym, conversion of the administrative office space into eighteen patient rooms, two of which to be bariatric rooms with an overhead lift system, addition of a spinal cord injury therapy gym and construction of an ADL suite, and the acquisition and installation of related facilities, fixtures, furniture and equipment, and (b) acquisition and installation of routine capital improvements and expenditures at the existing inpatient rehabilitation hospital;

(iv) refund the outstanding Jacksonville Health Facilities Authority Hospital Revenue and Refunding Bonds (Genesis Rehabilitation Hospital Project), Series 1996, the proceeds of which were loaned to the Hospital and used to (a) refund the Authority's outstanding Hospital Revenue Bonds (Memorial Regional Rehabilitation Center Project), Series 1992, which financed the construction and equipping of the Hospital's inpatient rehabilitation hospital, originally containing 110 beds, on the Main Campus, (b) finance the cost of acquiring a computer system at the Main Campus and the cost of leasehold improvements and equipment at the Hospital's outpatient facilities located at 11701 San Jose Boulevard, 7764 Normandy Boulevard, 14444 Beach Boulevard, and 3901 University Boulevard, all in Jacksonville, Florida, and owned and operated by the Hospital, (c) fund a debt service reserve, and (d) pay the costs of issuance; and

(v) finance the acquisition, construction and installation of capital improvements, including but not limited to leasehold improvements and equipment, to be used to provide physical, occupational and other rehabilitation therapy at the following outpatient facilities operated by Health Development in Jacksonville, Florida:

(1) the outpatient facility located at the Main Campus, owned by the Hospital;

- (2) Brooks Rehabilitation Center/Mandarin, located at 11701 San Jose Boulevard, Suite 210, Jacksonville, Florida, owned by the Hospital;
- (3) Brooks Rehabilitation Center/Northside, located at 320 Dundas Avenue, Suite 8, Jacksonville, Florida, owned by the Hospital;
- (4) Brooks Rehabilitation Center/San Pablo, located at 14444 Beach Boulevard, Jacksonville, Florida 32250, owned by the Hospital;
- (5) Brooks Rehabilitation Center/Southside, located at 3901 University Boulevard South, Jacksonville, Florida, owned by the Hospital;
- (6) Brooks Rehabilitation Center/Westside, located at 7749 Normandy Crossing, Suite 147, Jacksonville, Florida, owned by the Hospital;
- (7) Brooks Rehabilitation Center/Medical Fitness, located at 10423 Centurion Parkway North, Jacksonville, Florida, owned by the Hospital;
- (8) outpatient facility located at the Main Campus, owned by Health Development;
- (9) Brooks Rehabilitation Center/Beaches, located at 2344 South Third Street, Jacksonville, Florida, owned by Health Development;
- (10) Brooks Rehabilitation Center/Monument, located at 1205 Monument Road, Suite 202, Jacksonville, Florida, owned by Health Development;
- (11) Brooks Rehabilitation Center/Riverside, located at 800 Lomax Street, Suite 105, Jacksonville, Florida, owned by Health Development;
- (12) Brooks Rehabilitation Center/San Jose, located at 8505 San Jose Boulevard, Jacksonville, Florida, owned by Health Development; and
- (13) Brooks Rehabilitation Center/Balance Center, located at 10475 Centurion Parkway North, Suite 304, Jacksonville, Florida, owned by Health Development.

EXHIBIT B  
INTERLOCAL AGREEMENT