

**RESOLUTION NO. 2015-R-128**

**A RESOLUTION OF THE MAYOR AND CITY COUNCIL OF THE CITY OF NORTH MIAMI, FLORIDA, AUTHORIZING THE CITY OF HIALEAH GARDENS HEALTH FACILITIES AUTHORITY TO ADVANCE REFUND BONDS PREVIOUSLY ISSUED BY THE AUTHORITY AND REFINANCE HEALTH FACILITIES WITHIN THE BOUNDARIES OF NORTH MIAMI; AUTHORIZING THE INTERIM CITY MANAGER TO ENTER INTO AN INTERLOCAL AGREEMENT WITH THE CITY OF HIALEAH GARDENS HEALTH FACILITIES AUTHORITY AND BROWARD COUNTY; APPROVING THE FORM OF THE INTERLOCAL AGREEMENT; APPROVING THE ISSUANCE BY THE CITY OF HIALEAH GARDENS HEALTH FACILITIES AUTHORITY OF NOT EXCEEDING \$55,000,000 CITY OF HIALEAH GARDENS HEALTH FACILITIES AUTHORITY REVENUE REFUNDING BONDS, SERIES 2015 (CATHOLIC HEALTH SERVICES OBLIGATED GROUP FACILITIES) TO PROVIDE FUNDS TO ADVANCE REFUND BONDS PREVIOUSLY ISSUED BY THE AUTHORITY AND REFINANCE VARIOUS HEALTH FACILITIES IN THE CITY OF HIALEAH GARDENS, FLORIDA, THE CITY OF NORTH MIAMI, FLORIDA, MIAMI-DADE COUNTY FLORIDA, AND BROWARD COUNTY FLORIDA; RATIFYING THE ACTIONS OF THE FINANCE DIRECTOR IN PUBLISHING A NOTICE OF PUBLIC HEARING REGARDING THE BONDS; AND PROVIDING FOR AN EFFECTIVE DATE AND FOR ALL OTHER PURPOSES.**

WHEREAS, Chapter 154, Part III, Florida Statutes, and Chapter 163, Part I, Florida Statutes (collectively, the "Act"), authorize counties and municipalities to create health facilities financing authorities and to exercise powers of the Act within their boundaries or outside their boundaries with the consent of the governing body of the territory outside their area of jurisdiction; and

WHEREAS, the City of Hialeah Gardens Health Facilities Authority (the "Authority") has approved the issuance of its not to exceed \$55,000,000 aggregate principal amount of Revenue Refunding Bonds, Series 2015 (Catholic Health Services Obligated Group Facilities) (the "Bonds"), in order to loan the proceeds from the sale thereof to Villa Maria

Nursing and Rehabilitation Center, Inc., St. Anne's Nursing Center, St. Anne's Residence, Inc., St. John's Rehabilitation Hospital and Nursing Center, Inc., Catholic Health Services, Inc., Catholic Home Health Services of Broward, Inc., Catholic Housing for the Elderly & Handicapped, Inc., St. Joseph Residence, Inc., and Villa Maria Health Care Services, Inc. (collectively, the "Obligated Group"), for the purpose of providing funds sufficient to (i) refund on an advance basis all of the Authority's outstanding \$48,640,000 original aggregate principal amount of Revenue and Revenue Refunding Bonds, Series 2007 (Catholic Health Services Obligated Group Facilities) (the "Refunded Bonds") issued for the purpose of (a) refunding on a current basis certain outstanding bonds issued by the City of North Miami Health Facilities Authority for the benefit of the hereinafter described Obligated Group (the "North Miami Bonds") which were issued to finance and refinance interior and/or exterior capital improvements to two health facilities known as Villa Maria Nursing and Rehabilitation Center, Inc. d/b/a Villa Maria Nursing Center and St. Catherine's Rehabilitation Hospital, located in North Miami (the "North Miami Facility") and St. Joseph Residence, Inc., located in Broward County, Florida (the "St. Joseph Facility"), (b) refinancing certain outstanding debt of the Obligated Group incurred in connection with interior and/or exterior capital improvements to the North Miami Facility and St. John's Rehabilitation Hospital and Nursing Center Inc., d/b/a St. Anthony's Rehabilitation Hospital (the "St. Anthony's Facility" and, together with the St. Joseph Facility, the "Broward Facilities"), located in Broward County, Florida, (c) financing the cost of the acquisition, construction and equipping of a rehabilitation hospital known as St. Catherine's West Rehabilitation Hospital, located in the City of Hialeah Gardens, Florida (the "Hialeah Gardens Facility"), (d) financing the costs of various capital improvements to the St. Anthony's Facility and to St. Anne's Nursing Center, St. Anne's Residence, Inc., located in unincorporated Miami-Dade County, Florida (the "St. Anne's Facility" and, together with the Hialeah Gardens Facility, the North Miami Facility and the Broward Facilities, the "Facilities"), (e) paying routine interior and/or exterior capital expenditures for three (3) years of any and all members of the Obligated Group for any or all of the Facilities, and (f) paying costs of issuance of the Refunded Bonds (collectively, the "Project"); (ii) pay certain costs of issuance of the Bonds; and

**WHEREAS**, under Section 147(f) of the Internal Revenue Code of 1986, as amended

(the "Code"), each of the City of Hialeah Gardens, Florida ("Hialeah Gardens"), the City of North Miami, Florida (the "City"), Miami-Dade County, Florida ("Miami-Dade County") and Broward County, Florida ("Broward County") must approve the issuance of the Bonds, following a duly noticed public hearing, for the purpose of giving all interested persons an opportunity to express their views, either orally or in writing, on the proposed issuance of the Bonds in order to issue the Bonds and apply the proceeds thereof to refinance the Facilities that are located in their respective jurisdictions; and

**WHEREAS**, on November 9, 2015, a notice of a public hearing was published in the Miami Herald (a copy of which notice is attached as Exhibit "A" and incorporated herein) (the "TEFRA Hearing") to be held on November 24, 2015, for the purpose of considering the issuance of the Bonds by the Authority in the aggregate principal amount not exceeding \$55,000,000 in conformance with the requirements of Section 147(f) of the Code; and

**WHEREAS**, on November 24, 2015, such TEFRA Hearing was held and said public hearing disclosed no reason why the Bonds should not be issued; and

**WHEREAS**, it is necessary that the Authority, the City and Broward County enter into an Interlocal Agreement, as provided for and under the authority of Part I, Chapter 163, Florida Statutes, as amended, in order to allow the Authority to issue the Bonds for the benefit of the Obligated Group for those Facilities located outside of the geographic boundaries of Hialeah Gardens; and

**WHEREAS**, the Mayor and City Council of the City (collectively, the "Council") hereby determines that the loan of the proceeds of the Bonds to the Obligated Group will assist in improving the commerce, welfare and prosperity and the improvement of the health and living conditions of the citizens of Hialeah Gardens, the City, Miami-Dade County and Broward County, and shall serve the public purposes of the Act, and will promote the public health by enabling the Obligated Group to realize debt service savings, thereby assisting in the continued development and maintenance of health facilities located within Hialeah Gardens, the City, Miami-Dade County and Broward County in a manner and pursuant to forms of governmental organization that will accord best with the geographic, economic, and population characteristics which influence the needs of Hialeah Gardens, the City, Miami-Dade County and Broward County and the respective inhabitants thereof; and

**WHEREAS**, neither the Authority, the City, Hialeah Gardens, Miami-Dade County, Broward County, nor the State of Florida or any political subdivision or agency thereof shall in any way be obligated to pay the principal 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 City, Hialeah Gardens, Miami-Dade County, Broward County, the State of Florida, or any political subdivision or agency thereof to levy or pledge any form of taxation whatsoever therefor (the Authority has no taxing power) or to make any appropriation from ad valorem taxation revenues for their payment.

**NOW THEREFORE, BE IT DULY RESOLVED BY THE MAYOR AND CITY COUNCIL OF THE CITY OF NORTH MIAMI, FLORIDA:**

**Section 1.** The Council consents to the Authority exercising its powers to issue the Bonds and to use a portion of the proceeds of the Bonds to advance refund the Refunded Bonds and thereby refinance the North Miami Facility.

**Section 2.** The Interlocal Agreement, in substantially the form attached as Exhibit “B”, among the Authority, Broward County and the City, is hereby approved. The Interim City Manager is hereby authorized to execute and deliver the Interlocal Agreement, and the City Clerk is hereby authorized to place the City’s seal thereon and attest thereto, in the form presented at this meeting, together with such changes, modifications and deletions as they, with the advice of the Interim City Attorney, may deem necessary and appropriate. Such execution and delivery shall be conclusive evidence of the approval and authorization thereof by the City.

**Section 3.** The Council hereby approves, within the meaning of Section 147(f) of the Code the issuance by the Authority of not exceeding \$55,000,000 of the Bonds to advance refund the Refunded Bonds and thereby refinance the Project.

**Section 4.** The officers, agents and employees of the City are hereby authorized and directed to do all acts and things required of them by the provisions of the Interlocal Agreement and this Resolution. All actions heretofore undertaken by the officers, agents and employees of the City with respect to the provisions of the Interlocal Agreement are hereby ratified and approved. Specifically, the actions heretofore undertaken to publish notice of the

TEFRA Hearing are hereby ratified and approved.

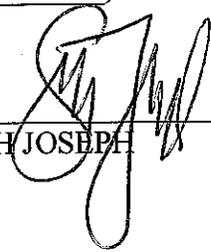
**Section 5.** All ordinances and resolutions or parts thereof of the Council in conflict with the provisos herein contained are, to the extent of such conflict, superseded and repealed.

**Section 6.** The adoption of this Resolution shall not authorize or commit the expenditure of any funds of the City to pay the costs of issuance of the Bonds.

**Section 7.** The Bonds shall not constitute a debt or a pledge of faith and credit of the City, the State of Florida or any political subdivision thereof, and neither the City, the State of Florida nor any political subdivision thereof shall be liable thereon. No member of the Council or any officer thereof or of the City shall be liable personally on the Bonds by reason of their issuance.

**Section 8.** This Resolution shall take effect immediately upon its passage.

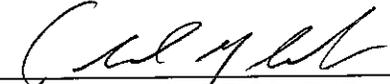
**PASSED AND ADOPTED** by a 5 - 0 vote of the Mayor and City Council of the City of North Miami, Florida, this 24th day of November, 2015.

  
\_\_\_\_\_  
DR. SMITH JOSEPH  
MAYOR

ATTEST:

  
\_\_\_\_\_  
MICHAEL A. ETIENNE, ESQ.  
CITY CLERK

APPROVED AS TO FORM  
AND LEGAL SUFFICIENCY:

  
\_\_\_\_\_  
ROLAND C. GALDOS, ESQ.  
INTERIM CITY ATTORNEY

SPONSORED BY: CITY ADMINISTRATION

Moved by: Keys

Seconded by: Galvin

**Vote:**

Mayor Smith Joseph, D.O., Pharm. D.  
Vice Mayor Carol Keys, Esq.  
Councilman Scott Galvin  
Councilman Philippe Bien-Aime  
Councilman Alix Desulme

<u>  X  </u>	(Yes)	<u>      </u>	(No)
<u>  X  </u>	(Yes)	<u>      </u>	(No)
<u>  X  </u>	(Yes)	<u>      </u>	(No)
<u>  X  </u>	(Yes)	<u>      </u>	(No)
<u>  X  </u>	(Yes)	<u>      </u>	(No)

**CITY OF NORTH MIAMI, FLORIDA  
NOTICE OF TEFRA/PUBLIC HEARING**

**NOTICE IS HEREBY GIVEN** pursuant to Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code"), that the City of North Miami, Florida ("North Miami") will conduct a Public Hearing on November 24, 2015, beginning at 7:00 p.m. or as soon thereafter as reasonably practicable at the Council Chambers of North Miami City Hall, Second Floor, 776 N.E. 125<sup>th</sup> Street, North Miami, Florida 33161.

The hearing will be held for the purpose of considering the proposed issuance by the City of Hialeah Gardens Health Facilities Authority (the "Authority") of its Revenue Refunding Bonds, Series 2015 (Catholic Health Services Obligated Group Facilities) in an aggregate principal amount not to exceed \$55,000,000 (the "Bonds") for the purpose of providing funds sufficient, together with other available moneys, to (i) refund on an advance basis all of the Authority's outstanding \$48,640,000 original aggregate principal amount of Revenue and Revenue Refunding Bonds, Series 2007 (Catholic Health Services Obligated Group Facilities) (the "Refunded Bonds") and (ii) pay costs of issuance of the Bonds. The Refunded Bonds were issued by the Authority for the purpose of (i) **refunding on a current basis certain outstanding bonds issued by the City of North Miami Health Facilities Authority for the benefit of the hereinafter described Obligated Group (the "North Miami Bonds") which were issued to finance and refinance interior and/or exterior capital improvements to two health facilities known as Villa Maria Nursing and Rehabilitation Center, Inc. d/b/a Villa Maria Nursing Center and St. Catherine's Rehabilitation Hospital, located in North Miami (the "North Miami Facility") and St. Joseph Residence, Inc., located in Broward County, Florida (the "St. Joseph Facility"), (ii) refinancing certain outstanding debt of the Obligated Group incurred in connection with interior and/or exterior capital improvements to the North Miami Facility and St. John's Rehabilitation Hospital and Nursing Center Inc., d/b/a St. Anthony's Rehabilitation Hospital (the "St. Anthony's Facility" and, together with the St. Joseph Facility, the "Broward Facilities"), located in Broward County, Florida, (iii) financing the cost of the acquisition, construction and equipping of a rehabilitation hospital known as St. Catherine's West Rehabilitation Hospital, located in the City of Hialeah Gardens, Florida (the "Hialeah Gardens Facility"), (iv) financing the costs of various interior and/or exterior capital improvements to the St. Anthony's Facility and to St. Anne's Nursing Center, St. Anne's Residence, Inc., located in unincorporated Miami-Dade County, Florida (the "St. Anne's Facility" and, together with the Hialeah Gardens Facility, the North Miami Facility and the Broward Facilities, the "Facilities"), (v) paying routine interior and/or exterior capital expenditures for three years of any and all members of the Obligated Group for any or all of the Facilities, and (vi) paying costs of issuance of the Refunded Bonds.**

The hearing is being held, in accordance with Section 147(f) of the Code, for the purpose of affording the residents of North Miami and other interested persons an opportunity to be heard on the proposed issuance of the Bonds by the Authority and the advance refunding of the Refunded Bonds. Subsequent to the hearing, the Mayor and City Council of North Miami (collectively, the "City Council") will consider whether to approve the issuance of the Bonds by the Authority. Upon such approval, the Authority will enter into an interlocal agreement with North Miami and Broward County, Florida in order to authorize the Authority to issue that portion of the Bonds and

apply the proceeds thereof for the benefit of those Facilities that are located outside of the geographical boundaries of the Authority and within the jurisdictions of North Miami and Broward County, Florida. The Authority will also enter into a separate interlocal agreement with Miami-Dade County, Florida in order to authorize the Authority to issue that portion of the Bonds and apply the proceeds thereof for the benefit of St. Anne's Facility.

THE BONDS SHALL NOT CONSTITUTE A DEBT, LIABILITY, OR OBLIGATION OF NORTH MIAMI, THE STATE OF FLORIDA, OR ANY POLITICAL SUBDIVISION THEREOF.

The Facilities are owned and operated by one or more of the following: Villa Maria Nursing and Rehabilitation Center, Inc., St. Anne's Nursing Center, St. Anne's Residence, Inc., St. John's Rehabilitation Hospital and Nursing Center, Inc., Catholic Health Services, Inc., Catholic Home Health Services of Broward, Inc., Catholic Housing for the Elderly & Handicapped, Inc., St. Joseph Residence, Inc., and Villa Maria Health Care Services, Inc. (collectively, the "Obligated Group"). The North Miami Facility is located at 1050 NE 125<sup>th</sup> Street, North Miami, Miami-Dade County, Florida. The St. Anne's Facility is located at 11855 Quail Roost Drive, Miami, Florida, in unincorporated Miami-Dade County, Florida. The Hialeah Gardens Facility is located at 8850 NW 122<sup>nd</sup> Street, Hialeah Gardens, Miami-Dade County, Florida. The Broward Facilities are located at 3487 NW 30<sup>th</sup> Street (St. Anthony's Facility), and at 3485 NW 30<sup>th</sup> Street (St. Joseph Facility), both in the City of Lauderdale Lakes, Broward County, Florida.

All interested persons are invited to attend and be heard.

If any person decides to appeal any decision made by the City Council with respect to any matter considered at such meeting, such person will need a record of the proceedings, and for such purpose will need to ensure that a verbatim record of the proceedings is made, which record includes the testimony and the evidence upon which the appeal is based.

**CITY OF NORTH MIAMI, FLORIDA**  
**By: Larry M. Spring, CPA**  
**Finance Director**