

Agenda Item #: 3 D1

**PALM BEACH COUNTY
BOARD OF COUNTY COMMISSIONERS
AGENDA ITEM SUMMARY**

Meeting Date: 4/21/15

☒ Consent ☐ Regular
☐ Public Hearing

Department

Submitted By: COUNTY ATTORNEY

Submitted For:

I. EXECUTIVE BRIEF

Motion and Title: Staff recommends motion to receive and file: the conversion of interest rate documents for the \$8,600,000 Palm Beach County, Florida Amended and Restated Tax-Exempt Adjustable Mode Revenue Bonds, (Caron Foundation of Florida, Inc. Project), Series 2008 (the “Bonds”).

Summary: The conversion of interest rate documents for the Bonds have been provided. These documents should now be received and filed in the Minutes Department. Countywide (PFK)

Background and Justification: The Minutes Department has requested that these documents be presented as “receive and file” for acceptance into the official records of the Board of County Commissioners of Palm Beach County.

Attachments:

- ## 1. Conversion of Interest Rate Documents

Recommended by:

County Attorney

Date _____

Approved by:

N/A

Date _____

II. FISCAL IMPACT ANALYSIS

A. Five Year Summary of Fiscal Impact:

Fiscal Years	2015	2016	2017	2018	2019
Capital Expenditures	_____	_____	_____	_____	_____
Operating Costs	_____	_____	_____	_____	_____
External Revenues	_____	_____	_____	_____	_____
Program Income (County)	_____	_____	_____	_____	_____
In-Kind Match (County)	_____	_____	_____	_____	_____
NET FISCAL IMPACT	**	_____	_____	_____	_____
# ADDITIONAL FTE POSITIONS (Cumulative)	_____	_____	_____	_____	_____

Is Item Included in Current Budget? Yes _____ No _____

Budget Account No.: Fund _____ Department _____ Unit _____ Object _____

Reporting Category _____

B. Recommended Sources of Funds/Summary of Fiscal Impact:

** No Fiscal Impact.

C. Departmental Fiscal Review: _____

III. REVIEW COMMENTS

A. OFMB Fiscal and/or Contract Development and Control Comments:

Susan Neary 3/19/15
3/19 OFMB 3/19
Dr. J. Jacobson 3/23/15
Contract Development and Control 3-23-15

B. Legal Sufficiency:

Paul F. [Signature] 3/18/15
Assistant County Attorney

C. Other Department Review:

Department Director

THIS SUMMARY IS NOT TO BE USED AS A BASIS FOR PAYMENT.

STEVENS & LEE
LAWYERS & CONSULTANTS

111 North 6th Street
P.O. Box 679
Reading, PA 19603-0679
(610) 478-2000 Fax (610) 376-5610
www.stevenslee.com

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MAR 17 2015
P.B. COUNTY ATTORNEY

Direct Dial: (610) 478-2168
Email: pte@stevenslee.com
Direct Fax: (610) 988-0825

March 10, 2015

Wells Fargo Bank, National Association
23 S. Broad Street
Suite 1500, 15th Floor
Philadelphia, PA 19109
Attention: Mary Dallatore
Assistant Vice President

Palm Beach County, Florida
c/o Palm Beach County Attorney's Office
301 N. Olive Avenue, Suite 601
West Palm Beach, Florida 33401
Attention: Paul F. King, Esquire

Wells Fargo Bank, National Association
600 Penn Street, MAC Y-1480-028
Reading, PA 19602
Attention: Allison K. McCanney,
Vice President

Wells Fargo Bank, National Association,
as Remarketing Agent
550 South Tryon Street, 27th Floor
Charlotte, North Carolina 28202-7200
Attention: John F. Wooten

Re: Conversion of Interest Rate on
\$8,600,000 Palm Beach County, Florida
Amended and Restated Tax-Exempt Adjustable Mode Revenue Bonds,
(Caron Foundation of Florida, Inc. Project), Series 2008

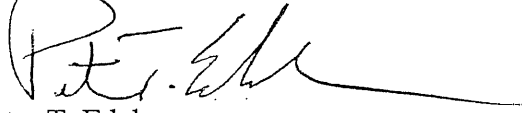
Ladies and Gentlemen:

In connection with the above-referenced transaction, enclosed for your records is one (1) loose copy of the closing documents for the above-referenced transaction.

It was a pleasure to have worked with you on this transaction and we look forward to working with you again.

Sincerely,

STEVENS & LEE


Peter T. Edelman

Philadelphia • Reading • Valley Forge • Lehigh Valley • Harrisburg • Lancaster • Scranton
Williamsport • Wilkes-Barre • Princeton • Cherry Hill • New York • Wilmington

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LAWYERS & CONSULTANTS

Wells Fargo Bank, National Association
Palm Beach County, Florida
March 10, 2015
Page 2

PTE:mm
Enclosures

cc: Becci Shaak (w/encl.)
Megan N. Ananian (w/encl.)
Clinton W. Randolph, Esquire (w/encl.)
Peter L. Dame, Esquire (w/encl.)

CONVERSION OF INTEREST RATE ON
PALM BEACH COUNTY, FLORIDA
AMENDED AND RESTATED TAX-EXEMPT
ADJUSTABLE MODE REVENUE BONDS
(CARON FOUNDATION OF FLORIDA, INC. PROJECT), SERIES 2008

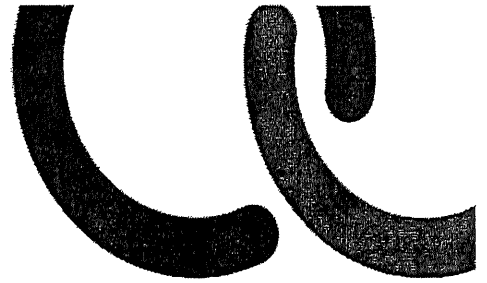
Parties

Calculation Agent	- Wells Fargo Bank, National Association, in its capacity as such
Company	- Caron of Florida, Inc. (successor to Caron Foundation of Florida, Inc.)
FBC	- Akerman LLP, in its capacity as special counsel to the Company
Issuer	- Palm Beach County, Florida
MW	- McGuireWoods LLP, in its capacity as counsel to the Purchaser
Purchaser	- Wells Fargo Bank, National Association, in its capacity as such
Remarketing Agent	- Wells Fargo Bank, National Association, in its capacity as such
S&L	- Stevens & Lee, P.C., in its capacity as Bond Counsel
Trustee	- Wells Fargo Bank, National Association, in its capacity as such

CLOSING AGENDA

A.	<u>Documents Required to Complete Conversion</u>	<u>Responsibility</u>
1.	Conversion Letter to the Issuer, the Purchaser, the Calculation Agent and the Trustee directing the Conversion of the Interest Rate on the Bonds	S&L
2.	Waiver Letter from the Remarketing Agent	MW
3.	Waiver Letter from the Issuer	S&L

4.	Waiver Letter from the Trustee	S&L
5.	Opinion of Bond Counsel (required by Section 2.04(b) of Indenture)	S&L
6.	Opinion of Florida Bond Counsel	FBC
7.	Rate Determination Letter	MW
8.	Consent of the Purchaser (including waiver of certain notices)	MW



February 16, 2015

Wells Fargo Bank, National Association
23 S. Broad Street
Suite 1500, 15th Floor
Philadelphia, PA 19109
Attention: Corporate Municipal and Escrow
Services

Palm Beach County, Florida
c/o Palm Beach County Attorney's Office
301 N. Olive Avenue, Suite 601
West Palm Beach, Florida 33401

Wells Fargo Bank, National Association
600 Penn Street, MAC Y-1480-028
Reading, PA 19602
Attention: Allison K. McCanney,
Vice President

Wells Fargo Bank, National Association,
as Remarketing Agent
550 South Tryon Street, 27th Floor
Charlotte, North Carolina 28202-7200
Attention: John F. Wooten

Re: \$8,600,000 Palm Beach County, Florida
Amended and Restated Tax-Exempt Adjustable Mode Revenue Bonds,
(Caron Foundation of Florida, Inc. Project), Series 2008

Ladies and Gentlemen:

Palm Beach County, Florida (the "Issuer") previously issued its Amended and Restated Tax-Exempt Adjustable Mode Revenue Bonds (Caron Foundation of Florida, Inc. Project), Series 2008 (the "Bonds"), pursuant to the terms of an Amended and Restated Trust Indenture dated September 1, 2011, as amended (the "Indenture"), between the Issuer and Wells Fargo Bank, National Association, as trustee (the "Trustee").

The Issuer loaned the proceeds of the sale of the Bonds to Caron of Florida, Inc. (successor to Caron Foundation of Florida, Inc.), a Florida not-for-profit corporation (the "Company"), pursuant to an Amended and Restated Loan Agreement dated as of September 1, 2011 (the "Loan Agreement") between the Issuer and the Company.

The Bonds currently bear interest at a LIBOR Index Rate. Pursuant to Section 2.04(a) of the Indenture, the Company has elected to change the Interest Rate Determination Method from an Index Interest Rate Period to a new Index Interest Rate Period.

The conversion will occur on March 2, 2015 (the "Conversion Date").

The LIBOR Index Rate shall be in effect from and after the Conversion Date. A Credit Facility will not be in effect from and after such Conversion Date. Following such Conversion

February 16, 2015
Page 2

Date, (i) January 2, 2019 shall be the new Bank Purchase Date, (ii) no change will be made to the Applicable Spread, as currently defined in the Indenture and (iii) the Applicable Factor will remain at 72.0%.

Please take any and all actions required by the Indenture to effect the conversion of the interest rate on the Conversion Date.

Sincerely,

CARON OF FLORIDA, INC.

By



Becci Shaak
Vice President of Finance
Corporate Treasurer



\$8,600,000
PALM BEACH COUNTY, FLORIDA
AMENDED AND RESTATED TAX-EXEMPT ADJUSTABLE MODE REVENUE BONDS
(CARON FOUNDATION OF FLORIDA, INC. PROJECT)
SERIES 2008

March 2, 2015

Wells Fargo Bank, National Association, as Trustee
Philadelphia, Pennsylvania

Ladies and Gentlemen:

Pursuant to the Amended and Restated Trust Indenture dated as of September 1, 2011 (the "Original Indenture"), by and between Palm Beach County, Florida and Wells Fargo Bank, National Association, as trustee, as amended and supplemented by a Supplement No. 1 to the Amended and Restated Trust Indenture dated as of September 1, 2014 (the "Supplement" and, together with the Original Indenture, the "Indenture"), and a letter dated August 22, 2014 from Caron of Florida, Inc. (successor to Caron Foundation of Florida, Inc.) (the "Company"), Wells Fargo Bank, National Association has been appointed as the "Remarketing Agent" (as defined in the Indenture) for the above-captioned bonds (the "Bonds") issued pursuant to the Indenture (the "Remarketing Agent"). Capitalized terms used but not defined in this notice shall have the respective meanings ascribed to them in the Indenture.

The Company has determined to convert the LIBOR Index Rate Period heretofore in effect for the outstanding principal amount of the Bonds to a new LIBOR Index Rate Period ending on January 2, 2019 (the "Conversion"), effective March 2, 2015 (the "Conversion Date").

Pursuant to Section 2.04(a) of the Indenture, the Remarketing Agent must receive a Conversion Notice from the Company at least 60 days prior to the Conversion Date (the "Notice").

Effective as of the Conversion Date, upon satisfaction of all other conditions to the effectiveness of the Conversion (other than the consents and waivers provided herein), the undersigned hereby waives the requirement that it receive the Notice prior to the Conversion. The foregoing waiver is effective only with respect to the Conversion specifically and does not extend or apply, and shall not be deemed or operate to extend or apply, to any other notices or other rights or prerogatives of the Remarketing Agent under the Indenture or otherwise, now existing or hereinafter effect.

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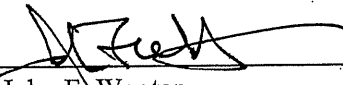
Wells Fargo Bank, N.A.

Together we'll go far



Very truly yours,

WELLS FARGO BANK, NATIONAL
ASSOCIATION, as Remarketing Agent

By: 
John F. Wooten
Director

WAIVER OF CONVERSION NOTICE

Wells Fargo Bank, National Association
23 S. Broad Street
Suite 1500, 15th Floor
Philadelphia, PA 19109
Attention: Corporate Municipal and Escrow
Services

Caron of Florida, Inc.
c/o Richard J. Caron Foundation
Galen Hall Road, P.O. Box 150
Wernersville, Pennsylvania 19565
Attention: Becci Shaak, CFO

Wells Fargo Bank, National Association
600 Penn Street, MAC Y-1480-028
Reading, PA 19602
Attention: Allison K. McCanney,
Vice President

Wells Fargo Bank, National Association,
as Remarketing Agent
550 South Tryon Street, 27th Floor
Charlotte, North Carolina 28202-7200
Attention: John F. Wooten

Re: \$8,600,000 Palm Beach County, Florida
Amended and Restated Tax-Exempt Adjustable Mode Revenue Bonds,
(Caron Foundation of Florida, Inc. Project), Series 2008

Ladies and Gentlemen:

Palm Beach County, Florida (the “Issuer”) previously issued its Amended and Restated Tax-Exempt Adjustable Mode Revenue Bonds (Caron Foundation of Florida, Inc. Project), Series 2008 (the “Bonds”), pursuant to the terms of an Amended and Restated Trust Indenture dated September 1, 2011, as amended (the “Indenture”), between the Issuer and Wells Fargo Bank, National Association, as trustee (the “Trustee”).

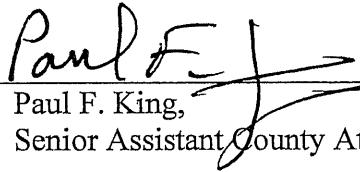
The Issuer loaned the proceeds of the sale of the Bonds to Caron of Florida, Inc. (successor to Caron Foundation of Florida, Inc.), a Florida not-for-profit corporation (the “Company”), pursuant to an Amended and Restated Loan Agreement dated as of September 1, 2011 (the “Loan Agreement”) between the Issuer and the Company.

Pursuant to its letter dated February 16, 2015, the Company has informed the Issuer that it has elected to change the Interest Rate Determination Method on the Bonds on March 2, 2015 (the “Conversion”), as permitted under the provisions of Section 2.04(a) of the Indenture.

The Issuer hereby irrevocably waives any notice required to have been received by it as a condition to the completion and/or effectiveness of the Conversion.

Sincerely,

PALM BEACH COUNTY, FLORIDA

By 
Paul F. King,
Senior Assistant County Attorney

Dated: February 8, 2015

WAIVER OF CONVERSION NOTICE

Palm Beach County, Florida
c/o Palm Beach County Attorney's Office
301 N. Olive Avenue, Suite 601
West Palm Beach, Florida 33401
Attention: Paul King, Esquire

Caron of Florida, Inc.
c/o Richard J. Caron Foundation
Galen Hall Road, P.O. Box 150
Wernersville, Pennsylvania 19565
Attention: Becci Shaak, CFO

Wells Fargo Bank, National Association
600 Penn Street, MAC Y-1480-028
Reading, PA 19602
Attention: Allison K. McCanney,
Vice President

Wells Fargo Bank, National Association,
as Remarketing Agent
550 South Tryon Street, 27th Floor
Charlotte, North Carolina 28202-7200
Attention: John F. Wooten

Re: \$8,600,000 Palm Beach County, Florida
Amended and Restated Tax-Exempt Adjustable Mode Revenue Bonds,
(Caron Foundation of Florida, Inc. Project), Series 2008

Ladies and Gentlemen:

Palm Beach County, Florida (the "Issuer") previously issued its Amended and Restated Tax-Exempt Adjustable Mode Revenue Bonds (Caron Foundation of Florida, Inc. Project), Series 2008 (the "Bonds"), pursuant to the terms of an Amended and Restated Trust Indenture dated September 1, 2011, as amended (the "Indenture"), between the Issuer and Wells Fargo Bank, National Association, as trustee (the "Trustee").

The Issuer loaned the proceeds of the sale of the Bonds to Caron of Florida, Inc. (successor to Caron Foundation of Florida, Inc.), a Florida not-for-profit corporation (the "Company"), pursuant to an Amended and Restated Loan Agreement dated as of September 1, 2011 (the "Loan Agreement") between the Issuer and the Company.

Pursuant to its letter dated February 16, 2015, the Company has informed the Trustee that it has elected to change the Interest Rate Determination Method on the Bonds on March 2, 2015 (the "Conversion"), as permitted under the provisions of Section 2.04(a) of the Indenture.

The Trustee hereby irrevocably waives any notice required to have been received by it as a condition to the completion and/or effectiveness of the Conversion.

Sincerely,

WELLS FARGO BANK, NATIONAL
ASSOCIATION

By Mary Dalton
Authorized Officer

Dated: February 25, 2015

STEVENS & LEE

LAWYERS & CONSULTANTS

111 North 6th Street
P.O. Box 679
Reading, PA 19603-0679
(610) 478-2000 Fax (610) 376-5610
www.stevenslee.com

March 2, 2015

Wells Fargo Bank, National Association
23 S. Broad Street
Suite 1500, 15th Floor
Philadelphia, PA 19109
Attention: Corporate Municipal and Escrow
Services

Palm Beach County, Florida
c/o Palm Beach County Attorney's Office
301 N. Olive Avenue, Suite 601
West Palm Beach, Florida 33401

Wells Fargo Bank, National Association
600 Penn Street, MAC Y-1480-028
Reading, PA 19602
Attention: Allison K. McCanney,
Vice President

Wells Fargo Bank, National Association,
as Remarketing Agent
550 South Tryon Street, 27th Floor
Charlotte, North Carolina 28202-7200
Attention: John F. Wooten

Re: \$8,600,000 Palm Beach County, Florida
Amended and Restated Tax-Exempt Adjustable Mode Revenue Bonds,
(Caron Foundation of Florida, Inc. Project), Series 2008

Ladies and Gentlemen:

We have served as bond counsel in connection with the issuance by Palm Beach County, Florida (the "Issuer") of its Amended and Restated Tax-Exempt Adjustable Mode Revenue Bonds (Caron Foundation of Florida, Inc. Project), Series 2008 (the "Bonds"). The Bonds were issued under and pursuant to the provisions of an Amended and Restated Trust Indenture dated September 1, 2011, as amended and supplemented by Supplement No. 1 to Amended and Restated Trust Indenture dated as of September 1, 2014 (the "Indenture"), between the Issuer and Wells Fargo Bank, National Association, as trustee (the "Trustee").

The Issuer loaned the proceeds of the sale of the Bonds to Caron of Florida, Inc. (successor to Caron Foundation of Florida, Inc.), a Florida not-for-profit corporation (the "Company"), pursuant to an Amended and Restated Loan Agreement dated as of September 1, 2011 (the "Loan Agreement") between the Issuer and the Company.

The Company has determined to convert the LIBOR Index Rate Period heretofore in effect for the Bonds to a new LIBOR Index Rate Period ending on January 2, 2019 pursuant to the provisions of Section 2.04 of the Indenture on March 2, 2015 (the "Conversion").

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Wilkes-Barre • Princeton • Cherry Hill • New York • Wilmington

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March 2, 2015
Page 2

We are delivering this opinion at your request pursuant to the requirements of Sections 2.04(b) of the Indenture and in connection with the Conversion. For the purposes of providing the opinions hereinafter expressed, we have reviewed (1) a copy of the notice of election to effect a conversion of the interest rate on the Bonds delivered by the Company to, Wells Fargo Bank, National Association, as Bank and as owner of 100% of the Bonds (the "Bank"), the Issuer, the Trustee and Wells Fargo Bank, National Association, as remarketing agent under the Indenture (the "Remarketing Agent"); (2) the Letter of the Bank dated March 2, 2015, pursuant to which the Bank, in its capacity as the "Bank" and as the "Calculation Agent" under the Indenture, has consented to the Conversion and waived certain requirements of Section 2.04 of the Indenture; (3) Waivers from the Issuer and the Trustee of certain requirements of Section 2.04 of the Indenture; (4) the Indenture; (5) a Determination Letter dated March 2, 2015, from the Remarketing Agent; and (6) the opinion of Akerman LLP, in its capacity as special counsel to the Company (the "Florida Bond Counsel Opinion"). Terms used in this opinion that are not otherwise defined herein but that are defined in the Indenture shall have the meanings given such terms in the Indenture, unless the context in which they are used herein clearly requires otherwise.

Based on our review of the foregoing and subject to the qualifications, limitations and exceptions described herein, we are of the opinion, as of the date hereof, that:

A. The Conversion is permitted under the Indenture and Chapter 159, Part II, Florida Statutes, Chapter 125, Florida Statutes, Article VIII, Section 1, Constitution of the State of Florida, as amended (the "Act").

B. The Conversion will not, in and of itself, adversely affect the exclusion of the interest payable on the Bonds from the gross income of the Owners of the Bonds for purposes of federal income taxation pursuant to Section 103 of the Internal Revenue Code of 1986, as amended.

In connection with providing the foregoing opinion, we call to your attention that:

A. Without independent investigation or verification on our part, we have relied upon and assumed the following: (i) the authenticity of all documents, agreements and certificates reviewed by us purporting to be originals, executed counterparts or photocopies thereof, (ii) the conformity to original documents, agreements and certificates of all copies reviewed by us, (iii) the genuineness of all signatures, (iv) the accuracy, truthfulness and completeness of all documents, agreements and certificates as to the statements of fact therein contained reviewed by us and underlying the legal conclusions set forth herein, and (v) that the interest on the Bonds remains to date excludable from gross income for purposes of federal income taxation without regard to the Conversion or the execution and delivery of the

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LAWYERS & CONSULTANTS

March 2, 2015

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Supplement. We have also assumed the legal capacity, authority and due and proper execution and delivery by the respective parties, that have made, executed or delivered, or will make, execute and deliver, the agreements, documents, certificates and opinions examined by us or upon which our assumptions and reliance are based.

B. In providing the opinion with respect to the Act set forth in paragraph A above, we have relied, without independent investigation, on the Florida Bond Counsel Opinion.

C. We do not express any opinion herein, have undertaken no investigation of, or made any inquiry with respect to, compliance by any party with any requirements which were required to have been met on or after the date of issuance of the Bonds to assure that interest thereon is not and does not, become includable in gross income for federal income tax purposes. We express no opinion as to whether interest on the Bonds has been, is now or will be excludable from gross income for purposes of federal or state income taxation. Our opinion is confined solely to the effect of the Conversion pursuant to the provisions of the Indenture, as expressed above.

D. In providing the opinion expressed herein, we have not passed upon, have not independently verified, and do not assume any responsibility for, but rather have assumed the continuing correctness of, the opinions of Bond Counsel delivered in connection with the original issuance of the Bonds.

E. We express no opinion regarding other federal income tax consequences arising with respect to the Bonds and the effects, if any, of other provisions of the Internal Revenue Code of 1986, as amended, which could result in collateral federal income tax consequences to certain holders of tax-exempt obligations as a result of adjustments in the computation of tax liability which are dependent on the interest on the Bonds being excludable from gross income for federal income tax purposes.

F. We assume no obligation to update or supplement our opinions contained herein to reflect any facts or circumstances that may hereafter come to our attention or any changes in laws that may hereafter occur.

G. The opinions expressed herein are based upon our interpretation of, and are limited to, existing laws. It should be noted that we express no opinion as to: (i) the laws of any state or jurisdiction other than the Commonwealth of Pennsylvania, (ii) the laws of the United States, except as expressly indicated, and (iii) any matters pertaining or relating to federal securities laws or regulatory matters or the securities laws of the Commonwealth of Pennsylvania or any other state.

H. This opinion letter is provided solely for your benefit. No one else shall be entitled to rely on or to communicate this opinion letter in any way without the express

STEVENS & LEE
LAWYERS & CONSULTANTS

March 2, 2015
Page 4

written consent of the undersigned. This opinion letter speaks as of the date hereof and we assume no obligation to update or supplement our opinions contained herein to reflect any facts or circumstances that may hereafter come to our attention or any changes in laws that may hereafter occur.

STEVENS & LEE, P.C.

Stevens & Lee, P.C.



Peter L. Dame

Akerman LLP
50 North Laura Street
Suite 3100
Jacksonville, FL 32202
Tel: 904.798.3700
Fax: 904.798.3730

peter.dame@akerman.com

March 2, 2015

Wells Fargo Bank, National Association, as trustee
Philadelphia, Pennsylvania

Stevens & Lee, P.C.
Reading, Pennsylvania

Wells Fargo Bank, National Association, as purchaser
Philadelphia, Pennsylvania

Re: \$8,600,000 Palm Beach County, Florida Amended and Restated Tax-Exempt
Adjustable Mode Revenue Bonds (Caron Foundation of Florida, Inc. Project),
Series 2008 (the "Bonds")

Ladies and Gentlemen:

We have acted as special bond counsel for Caron of Florida, Inc. (successor to Caron Foundation of Florida, Inc.), a Florida not-for-profit corporation (the "Corporation") in connection with the issuance by Palm Beach County, Florida (the "County") of the above-captioned Bonds under Chapter 159, Part II, Florida Statutes, Chapter 125, Florida Statutes, and Article VIII, Section 1, Constitution of the State of Florida, as amended (collectively, the "Act"). The Bonds were issued pursuant to the provisions of an Amended and Restated Trust Indenture, dated as of September 1, 2011, as amended and supplemented pursuant to Supplement No. 1 to Amended and Restated Trust Indenture dated as of September 1, 2014 (collectively, the "Indenture"), by and between the County and Wells Fargo Bank, National Association, Philadelphia, Pennsylvania, as successor bond trustee (the "Bond Trustee").

The Issuer loaned the proceeds of the sale of the Bonds to the Corporation pursuant to an Amended and Restated Loan Agreement dated as of September 1, 2011 (the "Loan Agreement") between the Issuer and the Corporation.

The Corporation has determined to convert the LIBOR Index Rate Period heretofore in effect for the Bonds to a new LIBOR Index Rate Period ending on January 2, 2019 pursuant to the provisions of Section 2.04 of the Indenture on March 2, 2015 (the "Conversion").

akerman.com

{30372673;3}

March 2, 2015
Wells Fargo National Bank, N.A.
Stevens & Lee, P.C.
Wells Fargo National Bank, N.A.
Page 2

We are delivering this opinion at your request in connection with the Conversion. For the purposes of providing the opinions hereinafter expressed, we have reviewed (1) a copy of the notice of election to effect a conversion of the interest rate on the Bonds delivered by the Corporation to, Wells Fargo Bank, National Association, as Bank and as owner of 100% of the Bonds (the "Bank"), the Issuer and the Trustee; (2) the Letter of the Bank dated March 2, 2015, pursuant to which the Bank, in its capacity as the "Bank" and as the "Calculation Agent" under the Indenture, has consented to the Conversion and waived certain requirements of Section 2.04 of the Indenture; (3) the Indenture; (4) a Determination Letter dated March 2, 2015, from Wells Fargo Bank, National Association, as remarketing agent under the Indenture; and (5) the resolution of the County adopted on June 21, 2011, authorizing the issuance of the Bonds (the "County Resolution"). Terms used in this opinion that are not otherwise defined herein but that are defined in the Indenture shall have the meanings given such terms in the Indenture, unless the context in which they are used herein clearly requires otherwise.

As to questions of fact material to our opinion, we have relied upon representations and covenants made on behalf of the County and the Corporation in the Indenture, certificates of officials of the County, and certificates of officers of the Corporation, without undertaking to verify the same by independent investigation.

We have not passed upon any matters relating to the business, affairs or condition (financial or otherwise) of the Corporation and no inference should be drawn that we have expressed any opinion on matters relating to the ability of the Corporation to perform its obligations under the contracts described herein.

The description of the Indenture and the Bonds in this opinion and other statements concerning the terms and conditions of the issuance of the Bonds do not purport to set forth all of the terms and conditions of the Bonds nor of any other document relating to the issuance of the Bonds, but are intended only to identify the Bonds and to describe briefly certain features thereof. This opinion shall not be deemed or treated as an offering memorandum, prospectus or official statement, and is not intended in any way to be a disclosure document used in connection with the sale, delivery or remarketing of the Bonds.

The opinions set forth below are expressly limited to, and we opine only with respect to, the laws of the State of Florida and the federal income tax laws.

Based upon the foregoing, we are of the opinion that, under existing law:

The Conversion is permitted under the Indenture and the Act.

We express no opinion regarding the federal or state tax consequences caused by the ownership or disposition of or the receipt of interest on the Bonds. Our opinions expressed herein are predicated upon present laws and interpretations thereof. We do not express any

March 2, 2015
Wells Fargo National Bank, N.A.
Stevens & Lee, P.C.
Wells Fargo National Bank, N.A.
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opinion as to the laws of any jurisdiction other than the State of Florida. We assume no affirmative obligation to update the opinions expressed herein upon any change of circumstances or law.

Respectfully submitted,


AKERMAN LLP



Determination Letter

Wells Fargo Bank, National Association,
as Trustee
123 S. Broad Street, Suite 1500
MAC Y1379-157
Philadelphia, PA 19109
Attention: Corporate, Municipal and Escrow Services

March 2, 2015

Re: Palm Beach County, Florida Amended and Restated Tax-Exempt
Adjustable Mode Revenue Bonds (Caron Foundation of Florida, Inc.
Project) Series 2008

Ladies and Gentlemen:

This notice is given to you by Wells Fargo Bank, National Association, in its capacity as remarketing agent (the "Remarketing Agent") under the Amended and Restated Trust Indenture dated as of September 1, 2011 (as amended, the "Indenture") relating to the above-captioned bonds (the "Bonds"), between Palm Beach County, Florida and Wells Fargo Bank, National Association, as trustee. Capitalized terms used but not defined in this notice shall have the respective meanings ascribed to them in the Indenture.

Based upon the Remarketing Agent's evaluation of the Company and the security for the Bonds, the outstanding principal amount of the Bonds and the proposed new LIBOR Index Rate Period to begin on the date hereof and end on January 2, 2019, the Remarketing Agent has determined as of the date hereof that the Applicable Spread for such LIBOR Index Rate Period is 72 basis points.

This Determination Letter is furnished to the Trustee for purposes of determining the Applicable Spread under the Indenture. Except as expressly set forth above, the statements made herein may not be relied upon or used by any third party or for any other purpose.

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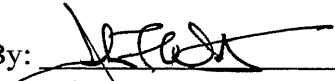
Wells Fargo Bank, N.A.

Together we'll go far



Very truly yours,

WELLS FARGO BANK, NATIONAL
ASSOCIATION, as Remarketing Agent

By: 
John F. Wooten
Director

[Signature Page to Determination Letter – Caron of Florida – 2015 Conversion]

Acknowledged and Consented to:

WELLS FARGO BANK, NATIONAL ASSOCIATION,
as Trustee, Paying Agent and Registrar

By: Mary Dallatore

Name: Mary Dallatore

Title: Assistant Vice President

\$8,600,000
PALM BEACH COUNTY, FLORIDA
AMENDED AND RESTATED TAX-EXEMPT ADJUSTABLE MODE REVENUE BONDS
(CARON FOUNDATION OF FLORIDA, INC. PROJECT)
SERIES 2008

March 2, 2015

Wells Fargo Bank, National Association, as Trustee
Philadelphia, Pennsylvania

Ladies and Gentlemen:

Pursuant to the Amended and Restated Trust Indenture dated as of September 1, 2011 (the "Original Indenture"), by and between Palm Beach County, Florida and Wells Fargo Bank, National Association, as trustee (the "Trustee"), as amended and supplemented by a Supplement No. 1 to the Amended and Restated Trust Indenture dated as of September 1, 2014 (the "Supplement" and, together with the Original Indenture, the "Indenture"), Caron of Florida, Inc. (successor to Caron Foundation of Florida, Inc.) (the "Company") has determined to convert the LIBOR Index Rate Period heretofore in effect for the outstanding principal amount of the above-captioned bonds (the "Bonds") issued pursuant to the Indenture to a new LIBOR Index Rate Period ending on January 2, 2019 (the "Conversion"), effective March 2, 2015 (the "Conversion Date"). Capitalized terms used but not defined in this notice shall have the respective meanings ascribed to them in the Indenture.

Pursuant to Section 2.04(a) of the Indenture, Wells Fargo Bank, National Association, as the "Bank" (as defined in the Indenture) and as the holder of 100% of the outstanding principal amount of the Bonds (the "Purchaser"), must receive a Conversion Notice at least 60 days prior to the Conversion Date, and pursuant to Section 2.04(d) of the Indenture, the Purchaser must receive a notice of such Conversion from the Trustee at least 15 days prior to the Conversion Date. Further, Wells Fargo Bank, National Association, as the "Calculation Agent" (as defined in the Indenture) also must receive a Conversion Notice pursuant to Section 2.04(a) of the Indenture. The notices to the Purchaser and/or the Calculation Agent described in the foregoing paragraph to be given as conditions precedent to the Conversion are hereinafter referred to as the "Notices".

Pursuant to Section 2.04(a) of the Indenture, the Interest Rate Determination Method (as defined in the Indenture) for the Bonds may not be converted to a new Interest Rate Determination Method, and the Index Interest Rate then in effect may not be converted to a new Index Interest Rate without the prior written consent of the Purchaser.

Effective as of the Conversion Date, upon satisfaction of all other conditions to the effectiveness of the Conversion (other than the consents and waivers provided herein), the undersigned hereby waives

Wells Fargo Bank, N.A.

Together we'll go far



Wells Fargo Bank, National Association, as Trustee
March 2, 2015

the requirement that it receive any of the Notices prior to the Conversion and consents to the Conversion. The foregoing waiver and consent is effective only with respect to the Conversion specifically and does not extend or apply, and shall not be deemed or operate to extend or apply, to any other notices or other rights or prerogatives of the Purchaser or the Calculation Agent under the Indenture or otherwise, now existing or hereinafter effect.

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Very truly yours,

WELLS FARGO BANK, NATIONAL
ASSOCIATION, as Purchaser and Calculation Agent

By: Allison K. McCanney
Allison K. McCanney
Vice President