

II. FISCAL IMPACT ANALYSIS

A. Five Year Summary of Fiscal Impact:

Fiscal Years	2020	2021	2022	2023	2024
Capital Expenditures					
Operating Costs					
External Revenues					
Program Income					
In-Kind Match (County)					
NET FISCAL IMPACT					

# ADDITIONAL FTE POSITIONS (Cumulative)					
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Is Item Included In Current Budget? Yes _____ No X
 Does this Item include the use of Federal Funds? Yes _____ No X

Budget Account No.:

Fund _____ Dept _____ Unit _____ Object _____ Program Code/Period _____

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

No fiscal impact

C. Departmental Fiscal Review:


 Beverley Reid, Division Manager

III. REVIEW COMMENTS

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

 6/9/20
 OFMB ^{HP} 6/9/20
 6/11/2020
 Contract Development and Control
 6-11-2020

B. Legal Sufficiency:

 6/12/2020
 Assistant County Attorney

C. Other Department Review:

 Department Director

PUBLIC NOTICE
BOARD OF COUNTY COMMISSIONERS
PALM BEACH COUNTY, FLORIDA

Public notice is hereby given that the Board of County Commissioners of Palm Beach County, Florida (the "County"), will hold a public hearing in the Jane Thompson Memorial Chambers, 6th Floor of the Palm Beach County Governmental Center, 301 North Olive Avenue, West Palm Beach, Florida 33401, during a meeting commencing at 9:30 a.m. on June 16, 2020, or as soon thereafter as possible, on the proposed issuance by the County of its revenue bonds (the "Bonds"), in an aggregate principal amount of not to exceed \$52,803,000, for the purpose of providing a loan to Caron of Florida, Inc. (the "Borrower"). The proceeds of the debt to be issued will constitute qualified 501(c)(3) bonds as defined in Section 145 of the Internal Revenue Code, as amended, for facilities used for extended care treatment services to individuals suffering from chemical dependency, sexual trauma and gambling addiction, including, among other things, (i) the construction, installation and equipping of a new medical and detox facility to be located at 4675 W. Linton Boulevard, Delray Beach, Florida; (ii) the acquisition and renovation of Fairways on the Green, a residential housing facility used for extended care treatment services to individuals suffering from chemical dependency, sexual trauma and gambling addiction located at 2045 Lawson Boulevard, Delray Beach, Florida; and (iii) the payment of the costs of issuance of the Bonds. All facilities financed with the Bonds will be owned and operated by the Borrower. The Bonds will be issued in an aggregate principal amount of not to exceed \$52,803,000 of which not to exceed (a) \$38,600,000 will be used with respect to the costs described in (i) above and an allocable portions of the costs described in (iii) above; and (b) \$14,203,000 will be used with respect to the costs described in (ii) above and an allocable portion of the costs described in (iii) above. All interested persons are invited to attend the public hearing, which will be the only public hearing held concerning the issuance of the Bonds. Any such interested parties may at their option submit written comments to the County Administrator, 11th Floor, 301 North Olive Avenue, West Palm Beach, Florida 33401, prior to the hearing. Written comments should be received by the County prior to the agenda item starting. Any person desiring to present oral comments should appear at the hearing. If a person decides to appeal any decision made by the Commission with respect to any matter considered at this meeting or hearing, he or she will need to have a record of the proceedings and for such purpose, he or she may need to ensure that a verbatim record of the proceedings is made, which record includes the testimony and evidence upon which the appeal is to be based.



**INDUSTRIAL DEVELOPMENT REVENUE BOND
PALM BEACH COUNTY, FLORIDA**

APPLICATION INSTRUCTIONS

1. The Palm Beach County Industrial Development Revenue Bond Application Package consists of the following:
 - a. Application Form
 - b. Application Attachments
 - c. Application Acknowledgements
 - d. \$1,500 Application Fee payable to Board of County Commissioners of Palm Beach County

2. Send 1 hard copy and 1 electronic copy of the Application Package to:
Sherry Howard
Deputy Director
Palm Beach County Department of Housing & Economic Sustainability
100 Australian Avenue, Suite 500
West Palm Beach, FL 33405
showard@pbcgov.org

3. Where there is insufficient space on the Application Form, please provide additional information as an Application Attachment.

4. For questions regarding the Application Package, please contact:
Sherry Howard
Deputy Director
Palm Beach County Department of Housing & Economic Sustainability
561-233-3600
showard@pbcgov.org



**INDUSTRIAL DEVELOPMENT REVENUE BOND
PALM BEACH COUNTY, FLORIDA**

APPLICATION FORM

1. Entity that will borrow the bond proceeds from the bond issuer.

Entity Name: Caron of Florida, Inc.

Address: 68 North Galen Hall Road
Wernersville, PA 19565

Telephone: (610) 743-6471

Fax: (484) 345-4387

This entity is referred to as the project's "principal user" for the remainder of this questionnaire.

2. Form of organization of principal user (check one):

corporation partner sole proprietorship other: _____

- Is the principal user related to any other organization by more than 50% common ownership?

yes no

- If "yes", indicate name of related organization and relationship: The principal user is a wholly owned subsidiary of Richard J. Caron Foundation, a Pennsylvania non-profit corporation

3. Ownership: List all stockholders or partners having 10% or more ownership interest in the principal user: Not applicable

4. If any of the above persons own more than 50% of the principal user, list all other

organizations which are related to the principal user by virtue of such persons having more than a 50% interest in such organizations: Not applicable

5. Principal User Description: Provide a brief description of:

- the principal user, its history, and operations:

Founded in 1957, Richard J. Caron Foundation is a not for profit IRC 501(c)3 organization which offers a full continuum of high-end, high quality, best in class, addiction and behavioral health care services from a number of inpatient facilities, located principally in Pennsylvania and Delray Beach/West Palm Beach, Florida and from a number of outpatient facilities as well. All facilities in Florida are owned by the Principal User

Services include prevention, detoxification, primary and extended residential care, including vocational and educational counseling, relapse treatment, psychological, medical, neurofeedback, and family education and counseling. Caron is recognized internationally as one of two premier drug and alcohol addiction treatment providers in the United States.

With more than 450 beds, Caron offers the most comprehensive continuum of evidence-based addiction treatment for individuals and their families. Caron has more clinical programs to meet the specific needs of each patient regardless of age, gender or severity of addiction than any other family of treatment centers in the U.S.

With experience in treating co-occurring disorders, Caron offers comprehensive treatment programs for adolescents/teens, young adults, adults, baby boomers, older adults and their families.

- any outstanding debts: See Schedule 1 attached hereto for a list of outstanding indebtedness
- earning history: Total unrestricted revenues for the last three years were \$92,300,000 for 2017, \$90,000,000 for 2018, and \$87,900,000 for 2019. Reference is further made to the audited financial statements included with this application.

6. Issuance Amount: Indicate the specific amount of U.S. dollars being requested by the issuance of Industrial Development Revenue Bonds: \$52,803,000

7. Proposed Security and Guarantors: Indicate the proposed security and guarantors of the bonds:

The Principal User, Richard J. Caron Foundation and Caron of Georgia, Inc. are members of an Obligated Group (collectively, the Obligated Group") formed under the provisions of a Master Trust Indenture dated as of September 1, 2016 (the "Master Indenture") between the Obligated Group and Branch Banking and Trust Company serving as Master Trustee.

To evidence and secure the Principal User's obligations related to the proposed Bonds, the Obligated Group will issue one or more series of master indenture notes under and pursuant to the terms of the Master Indenture. All master indenture notes issued under the Master Indenture constitute a joint and several obligation of the Obligated Group and are secured by a parity lien on Obligated Group's Gross Revenues and a parity mortgage lien and security interest in and to the Obligated Group's primary operating assets.

8. Method of Sale: Describe the proposed method of sale of the bonds:

The Principal User is utilizing a request for proposal process to identify the lowest cost purchaser of the Bonds which it expects to be a regional or national financial institution who will purchase the Bonds for its own account.

9. Investment-Grade Quality Bonds: Are the prospective bond issues considered to be of investment-grade quality as defined in Palm Beach County Policies and Procedures Manual (PPM) CW-F-065, Section H?

yes no, the Bonds will not be rated but will be purchased directly by a regional or national financial institution s described above

- If “no”, please take note of the restrictions contained in PPM CW-F-065, Section H, including but not limited to, the requirement of an investor letter or representation of the underwriter that the initial purchasers of the bonds are qualified investors as therein defined.

10. Other Parties: As available/appropriate, please provide contact information (name, title, company, email address, telephone, and address) of the following other parties to this application:

- Commercial Bank: To be selected through the request for proposal process

- Financial Advisor:

Michael D. Vind | Managing Director
Financial S&Lutions LLC
607 Washington Street | Reading, PA 19601
Phone: 610-478-2153
Fax: 610-988-0843
Email: mdv@fsandl.com

- Underwriter:

Not applicable

- General Counsel:

Joanne M. Judge
STEVENS & LEE
111 N. Sixth Street | Reading, PA 19601
Phone: 610-478-2226
Fax: 610-988-0821
Email: jmj@stevenslee.com

- Other:

11. Bond Counsel:

- Provide name and contact information for Bond Counsel:

Peter T. Edelman
STEVENS & LEE
111 N. Sixth Street | Reading, PA 19601
Phone: 610-478-2168
Fax: 610-988-0825
Email: pte@stevenslee.com

- Is Bond Counsel (or Bond Counsel Firm) listed in the latest edition of *"The Bond Buyer's Municipal Market Place Director"* (the "Red Book")?

yes no

- If "no", describe how the proposed Bond Counsel (or Bond Counsel Firm) is qualified to provide such services:

12. Use of Funds: Indicate the proposed use of the issuance:

Proceeds of the Bonds will be used to finance a project consisting of, among other things, (1) the construction, installation and equipping of a new medical and detox facility located on 4675 W. Linton Boulevard, Delray Beach, Florida ("Site 1"); (2) the acquisition and renovation of Fairways on the Green, a residential housing facility used for extended care treatment services to individuals suffering from chemical dependency, sexual trauma and gambling addiction ("Site 2"); and (3) the payment of the costs and expenses of issuance of the Bonds.

13. Location of the Project:

- Street Address:

Site No. 1: 4675 W. Linton Boulevard, Delray Beach, Florida
 Site No. 2: 2045 Lawson Boulevard, Delray Beach, Florida

- Indicate if the location is within a municipality or unincorporated Palm Beach County.

Site No. 1: City of Delray Beach
 Site No. 2: City of Delray Beach

14. Project Site:

- Indicate approximate size (in acres or square feet) of project site:

Site No. 1: 6 acres
 Site No. 2: 3.12 acres

- Are there buildings now on the project site?

Site No. 1: No
 Site No. 2: Yes, a 46 unit apartment complex comprised of 9 apartment buildings and 1 clubhouse/office building

- Indicate the present use of the project site:

Site No. 1: undeveloped land
 Site No. 2: Fairways on the Green is a residential housing facility used for extended care treatment services to individuals suffering from chemical dependency, sexual trauma and gambling addiction

- Indicate present owner of project site:

Site No. 1: the Principal User
 Site No. 2: Fairways on the Green LLC; of AVR Realty Company LLC, 1 Executive Boulevard, Yonkers, NY 10701

15. If the principal user now owns the project site, indicate:

- Date of Purchase of Site No. 1: 12/4/2017

- Purchase Price: \$5,000,000
- Holder of Mortgage: Not applicable
- Balance of Existing Mortgage: Not applicable

16. If the principal user is not now the owner of the project site, does the principal user have an option to purchase the site and any buildings on the site?

yes no, the Principal User is currently in negotiations for the purchase of Site No. 2

- If "yes", indicate:
 - Date Option Agreement Signed with Owner:
 - Purchase Price under Option:
 - Expiration Date of Option:

17. Has the principal user entered into a contract to purchase the site?

yes no

- If "yes", indicate:
 - Date signed:
 - Purchase Price:
 - Settlement Date:

18. If the principal user is not the owner of project site, does the principal user now lease the site or any buildings on the site?

Yes, the Principal User now leases Site No. 2 no

19. Is there a relationship legally or by virtue of common control or ownership between the principal user and the seller / lessor of the project site?

yes no

- If "yes", describe this relationship:

- If "yes", complete the following:

Construction Work	Yes	No	% Complete
Site Clearance			%
Foundation			%
Footings			%
Steel			%
Masonry Work			%
Other (describe below)			%

26. List principal items or categories of equipment to be acquired as part of the project:

Project estimates are:

- a. Furniture – \$1,255,500
- b. Medical Equipment - \$348,750
- c. Building Maintenance Equipment - \$505,000
- d. Security and Call Systems - \$507,000
- e. Computer and Communications Equipment - \$663,000
- f. Audio Visual Equipment - \$175,000
- g. Signage - \$100,000
- h. Vehicles - \$225,000

27. Has any of the above equipment been ordered or purchased?

yes no

- If "yes", complete the following:

Equipment Item	Date Ordered	Delivery Date	Price

28. List the face amount of all tax-exempt financing previously arranged by or for the benefit of the principal user in Palm Beach County:

Date of Issue	Original Face	Current Outstanding
January 10, 2008	\$9,500,000	0.00
September 1, 2011	\$8,600,000	0.00
September 1, 2016	\$6,983,000	\$5,905,000

29. Allocation of bond proceeds: Complete the following to detail the allocation of bond proceeds:

Description of Cost	Amount
Land	\$14,000,000
Buildings	\$33,666,000
Equipment	\$2,334,000
Engineering	
Architecture	
Interest During Construction	\$2,000,000
Bond Discount	
Cost of Financing	\$803,000
Other (please explain)	
Total	\$52,803,000

30. Have any of the above expenditures already been made by the applicant?
 yes no

- If "yes", provide details:

31. Have any of the above expenditures been incurred but not paid by the principal user?

yes no

- If "yes", provide details: Architectural and design fees have been paid related to the construction project on Site No. 1 in the amount of \$756,635

32. Are costs of working capital, moving expenses, work in process, or stock in trade included in the proposed uses of bond proceeds?

yes no

- If "yes", provide details:

33. Will any of the funds to be borrowed through the County be used to repay or refinance an existing mortgage or outstanding loan?

yes no

- If "yes", provide details:

34. List capital expenditures with respect to **this project**:

Expenditure	Past 3-Years Amount	Next 3-Years Amount
Land		
Buildings	\$60,504	
Equipment	\$109,702	
Engineering		
Architecture	\$756,635	
Research & Development		
Interest During Construction		
Other (please explain below)		
TOTAL		

Research and development expenses with respect to a facility must be treated as capital expenditures with respect to it. This would include research and development with respect to products to be produced at the facility and with respect to equipment to be used there. Research and development expenses allocable to the project under the foregoing rule must be treated as capital expenditures with respect to it even though the research and development work takes place in a different county or state.

Costs of molds, etc., to be used at a facility are capital expenditures even if paid by the customer.

Costs of equipment to be moved to a facility are capital expenditures even if the purchase and initial use of the equipment occurred outside the County.

35. List capital expenditures with respect to **other facilities** of the principal user or any related person, if the facilities are located in Palm Beach County:

Expenditure	Past 3-Years Amount	Next 3-Years Amount
Land		
Buildings	\$34,064	
Equipment	\$328,868	
Engineering		
Architecture		
Research & Development		
Interest During		
Other (please explain below)	\$185,104	
TOTAL		

36. Contribution to the Local Economy: In accordance with Florida State 159.29(1), describe the nature and extent on the impact of the proposed project in Palm Beach County:

- Impact economic growth in the County:

We estimate that when fully operational the new medical facility will add 114 FTEs in new positions (salaries for the new medical center added FTEs are approximately \$6.8M) and an additional approximately 100 employees, approximately \$8.5M in salaries and wages, will be staff retained and currently working at the existing sites in the County impacted by the projects. These additional and retained jobs will provide local benefit through payroll taxes, housing, food and local retailer support, recreation, etc. We estimate the facility will have 550-600 patients admitted annually. Many of these patients and their families will travel to the County related to the admission and for periodic family support visits during treatment supporting the local economy through local housing, food and local retailer support, travel, recreation, etc. In addition, this project provides a high quality center for the treatment of chemical dependency, sexual trauma and gambling addiction to serve the residents and families of Palm Beach County. A portion of admissions to Caron programs will access employment and education in the Palm Beach County area while in treatment and some may choose to settle and reside in the Palm Beach County area after completion of their residential treatment with Caron.

- Number of new jobs to created and estimated annual payroll:

We estimate that when fully operational the new medical facility will add 114 FTEs in new positions with salaries for the new medical center added FTEs of approximately \$6.8M.

- Number of existing jobs retained and estimated annual payroll:

The Principal User will retain approximately 100 employees, with approximately \$8.5M in salaries and wages, at its existing sites in the County.

- Estimated value of property to be added to tax rolls:

- Other ways in which the project will affect the economic prosperity and general welfare of the County and residents:

The majority of the projects' new construction and renovations as well as ongoing improvements and renovations will be performed with local contractors, suppliers and businesses. The new facility architect/design firm is a local business. We are and will be utilizing local legal counsel for Florida specific real estate and financing work.

- Extent to which local resources, manpower, and businesses will be used in the construction, operation, and maintenance of the project:

37. Do any new or existing project jobs require specialized training or skills?

yes no

- If "yes", please indicate whether or not training programs will be instituted or whether or not local technical and vocational education can provide such training:

As a healthcare facility providing treatment for chemical dependency, sexual trauma and gambling addiction, many of our jobs require special training in healthcare services, addiction medicine and related therapies. Positions in maintenance, environmental services and dietary also require appropriate training and education to properly support a healthcare service facility. Such training and education is generally provided by higher education institutions, professional associations, and national/regional education and training organizations. Caron also provides significant training for its staff and professionals through our Human Resources and Staff Training departments. Local resources may also be used when appropriate.

38. Impact of the Project: In accordance with Florida Statute 159.29(3) describe how 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 will be necessary for the construction, operation, repair and maintenance of the project or that will be needed due to any increases in population or other circumstances resulting from the project.

Expected site utilities of water, sewer, electric, etc. Estimated annual usage of \$425,000.

39. Does the project produce emissions through stacks or chimneys which would subject it to the jurisdiction of the Florida Department of Environmental Regulation?
yes no

- If "yes", provide details:

40. Does the project produce sewage, industrial effluent, or discharge of an unusual character requiring specialized treatment?
yes no

- If "yes", provide details:



Interoffice Memorandum

Date: May 4, 2020

To: Dorritt M. Miller, Assistant County Administrator

From: Sherry Howard
Deputy Director, Department of Housing and Economic Sustainability

Re: Industrial Development Revenue Bond Application
Caron of Florida, Inc.

Department of
Housing & Economic
Sustainability

Administration

100 Australian Avenue – Suite #500

West Palm Beach, FL 33406

(561) 233-3600

FAX: (561) 233-3651

www.discover.pbcgov.org

Palm Beach County
Board of County
Commissioners

Dave Kerner, Mayor

Robert S. Weinroth, Vice Mayor

Hal R. Valeche

Gregg K. Weiss

Mary Lou Berger

Melissa McKinlay

Mack Bernard

County Administrator

Verdenia C. Baker

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In accordance with the Florida Industrial Development Act, 159.25 et. seq., Florida Statutes, the Palm Beach County Department of Housing and Economic Sustainability (DHES) reviewed a 2020 Industrial Development Revenue Bond application ("2020 application") submitted by Caron of Florida, Inc. ("Borrower"). The 2020 application satisfactorily requests the issuance of bonds to cover costs associated with a project as defined in 159.27, Florida Statutes.

Requested Amount

The 2020 application requests the issuance of no more than \$52,803,000 in Industrial Development Revenue Bonds.

Use of Funds

Proceeds from the sale of bonds approved via the 2020 application will be used to finance a project consisting of: the construction, installation, and equipping of a new medical detox facility located at 4675 W. Linton Boulevard, Delray Beach Florida and the acquisition and renovation of Fairways on the Green, a residential housing facility used for extended care treatment to individuals suffering from chemical dependency, sexual trauma, and gambling addiction at 2046 Lawson Boulevard, Delray Beach, Florida. Proceeds also will be used to fund the **cost** of issuance. The bonds will be payable from revenues and other funds available to the Borrower, and shall not be deemed to constitute a debt, liability, or obligation of the County or the State of Florida, or of any political subdivision thereof.

Appropriateness, Economic Contribution, & Public Purpose – 159.29(1), Florida Statute

The Borrower is a wholly owned subsidiary of the Richard J. Caron Foundation (Caron) a not for profit IRS501(c)3 organization founded in 1957. Caron offers a full continuum of addiction and behavioral health care services at inpatient facilities located in Pennsylvania and Delray Beach/West Palm Beach, Florida. Services include prevention, detoxification, primary and extended residential care, including vocational and educational counseling, relapse treatment, psychological, medical, neurofeedback and family education and counseling. Caron is recognized internationally as one of two premier drug and alcohol addiction treatment providers in the United States. When fully operational, the new medical facility will add 114 full time equivalent new positions. The existing facility will retain 100 employees. Annual payroll expenses at the two facilities will exceed \$15 million.

ATTACHMENT 3

DHES conducted a Regional Economic Models Inc. analysis of the project. Results indicate a total economic impact of \$262.9 million over five years with 938 FTEs (including temporary construction jobs).

Financially Responsible – 159.29(2), Florida Statute

Financial documents provided by the Borrower and reviewed by DHES demonstrate fiscal ability to meet the financial obligations of the bond issuance.

Coping with the Impact of the Project – 159.29(3), Florida Statute

The Borrower will construct a new medical detox facility and renovate residential housing facility for extended care treatment in Delray Beach. The property for the new medical detox facility has undergone a Phase 1 Environmental study indicating no issues with current or prior conditions or activities on the site or on adjacent property which would affect the conditions of the property. Site and civil analyses of the property indicating the site is stable and will support all access requirements. In addition, the property complies with all Planning and Zoning requirements. Renovations to the existing property will not generate an increased impact on Palm Beach County's infrastructure.

Recommendation

Based on review and analysis of the application and applicable statutes, as well as public purpose of the project, the number of new jobs created and existing jobs retained, and the County's limited obligation, DHES supports the Borrower's application.

cc: Jonathan B. Brown, Director, Department of Housing and Economic Sustainability
David C. Behar, Assistant County Attorney

RESOLUTION NO. R2020-_____

A RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF PALM BEACH COUNTY, FLORIDA, AUTHORIZING THE ISSUANCE OF ONE OR MORE SERIES OF REVENUE BONDS (CARON OF FLORIDA, INC. PROJECT), SERIES 2020, IN AN AGGREGATE PRINCIPAL AMOUNT NOT EXCEEDING \$52,803,000, FOR THE PURPOSE OF MAKING A LOAN OF FUNDS TO CARON OF FLORIDA, INC. IN ORDER TO FINANCE THE COST OF (1) THE CONSTRUCTION, INSTALLATION AND EQUIPPING OF A NEW MEDICAL AND DETOX FACILITY TO BE LOCATED AT 4675 W. LINTON BOULEVARD, DELRAY BEACH, FLORIDA; (2) THE ACQUISITION AND RENOVATION OF FAIRWAYS ON THE GREEN, A RESIDENTIAL HOUSING FACILITY USED FOR EXTENDED CARE TREATMENT SERVICES TO INDIVIDUALS SUFFERING FROM CHEMICAL DEPENDENCY, SEXUAL TRAUMA AND GAMBLING ADDICTION LOCATED AT 2045 LOWSON BOULEVARD, DELRAY BEACH, FLORIDA; AND (3) ISSUANCE OF THE BONDS; PROVIDING THAT SUCH REVENUE BONDS SHALL NOT CONSTITUTE A DEBT, LIABILITY OR OBLIGATION OF PALM BEACH COUNTY, FLORIDA OR THE STATE OF FLORIDA OR ANY POLITICAL SUBDIVISION THEREOF, BUT SHALL BE PAYABLE SOLELY FROM THE REVENUES HEREIN PROVIDED; APPROVING AND AUTHORIZING THE EXECUTION AND DELIVERY OF A LOAN AGREEMENT WITH CARON OF FLORIDA, INC. TO PROVIDE SECURITY FOR SUCH BONDS, AND FOR OTHER MATTERS THEREIN PROVIDED; APPROVING AND AUTHORIZING THE EXECUTION AND DELIVERY OF A TRUST INDENTURE; APPROVING AND AUTHORIZING THE EXECUTION AND DELIVERY OF CERTAIN OTHER DOCUMENTS REQUIRED IN CONNECTION WITH THE FOREGOING; AND PROVIDING CERTAIN OTHER DETAILS IN CONNECTION THEREWITH.

WHEREAS, Palm Beach County, Florida (the "Issuer") is a political subdivision of the State of Florida and is empowered by the provisions of the Florida Constitution and Chapter 159, Part II, Florida Statutes (the "Act"), to issue obligations for the purpose of financing and refinancing healthcare facilities; and

WHEREAS, the Borrower has requested the Board of County Commissioners (the "Governing Body") of the Issuer to authorize the issuance of one or more series of revenue bonds under the Act, in an aggregate principal amount not to exceed \$52,803,000 (the "Bonds") and loan the proceeds from the Bonds to the Borrower (the "Loan") for the purpose of financing the cost of (i) the construction, installation and equipping of a new medical and detox facility to be located at 4675 W. Linton Boulevard, Delray Beach, Florida; (ii) the acquisition and renovation of Fairways on the Green, a residential housing facility used for extended care treatment services to individuals suffering from chemical dependency, sexual trauma and gambling addiction located at 2045 Lowson Boulevard, Delray Beach, Florida; and (iii) issuance of the Bonds, conditioned upon the adoption of this resolution and certain other conditions; and

WHEREAS, on June 16, 2020 the Issuer conducted a public hearing as required by Section 147(f) of the Internal Revenue Code of 1986, as amended, with respect to the issuance of the Bonds; and the Bonds shall be designated as "Revenue Bonds (Caron of Florida, Inc. Project), Series 2020" and shall be issued pursuant to the terms of a Trust Indenture (the "Indenture") to be entered into between the Issuer and a trustee to be selected by the Borrower (the "Trustee"); and

WHEREAS, the Issuer will loan the proceeds of the Bonds to the Borrower pursuant to the terms of a Loan Agreement (the "Loan Agreement") to be entered into between the Issuer and the Borrower; and

WHEREAS, the Bonds shall not be deemed to constitute a debt, liability or obligation or a pledge of the faith and credit or taxing power of the Issuer or of the State of Florida or of any political subdivision thereof, but the Bonds shall be payable solely from the revenues and proceeds to derived by the Issuer from certain of the payments received under the financing agreements entered into between the Issuer and the Borrower; and

WHEREAS, it is necessary and desirable to authorize the execution and delivery of the Indenture and the Loan Agreement in connection with the issuance of the Bonds, and to provide a method to specify the interest rate(s), maturity date(s), redemption provisions and other details for the Bonds; and

WHEREAS, the issuance of the Bonds and the sale thereof to the purchaser will, in the judgment of the Issuer, serve the intended public purpose and in all respects conform to the provisions and requirements of the Act;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF PALM BEACH COUNTY THAT:

SECTION 1. Authority for this Resolution. This resolution, herein called the "Resolution," is adopted pursuant to the Act.

SECTION 2. Findings. It is hereby ascertained, determined and declared as follows:

A. The Project is appropriate to the needs and circumstances of, and will make a significant contribution to the economic growth of the Issuer, will provide and preserve gainful employment, and will serve a public purpose, consistent with Article VII, Section 10(c) of the Florida Constitution, by advancing the economic prosperity and the general welfare of the Issuer, the State, and the people thereof, and in particular, the issuance of the Bonds is in the common interest of the people of Palm Beach County, Florida. The Borrower is financially responsible and fully capable of and willing to fulfill any obligations which it may incur in connection with the financing of the Project as contemplated by this Resolution. The Issuer 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 will be necessary for the construction, operation, repair and maintenance of the Project and on account of any increases in population or other circumstances resulting therefrom.

B. The Issuer hereby finds that the Loan Agreement makes adequate provision for the operation, repair and maintenance of the Project at the expense of the Borrower and for the payment of the principal and interest on the Bonds and all other costs incurred by the Issuer in connection with the Bonds and the Project.

SECTION 3. Authorization of Bonds. The Issuer hereby approves the Bonds for purposes of Section 147(f) of the Code. Subject and pursuant to the provisions hereof and of the Indenture, for the purpose of financing the Project, the issuance of revenue bonds of the Issuer under the authority of the Act in the principal amount of not to exceed \$52,803,000 is hereby approved. The Mayor is hereby authorized to award the sale of the Bonds in an aggregate principal amount sufficient, together with other available funds, to finance the Project and to pay the costs associated with issuance of the Bonds, as requested by the Borrower, provided that the aggregate principal amount of the Bonds shall not exceed \$52,803,000, the interest rate on the Bonds shall not exceed the maximum rate permitted by law, and the maturity date of the Bonds shall not be later than 2050.

Subject to the foregoing, the Bonds shall be dated, shall bear interest at such rates, mature on such dates, be subject to redemption on such dates and in such amounts and at such price and have such other details, terms and conditions all as set forth in the Indenture.

SECTION 4. Authorization of Execution and Delivery of the Indenture. As security for the payment of the principal of and interest on the Bonds, the Indenture, in such form as may be approved by the Mayor, such approval to be presumed by the execution thereof by the Mayor, is hereby approved by the Issuer, and the Issuer hereby authorizes and directs the Mayor to execute the Indenture and the Clerk to attest thereto under the official seal of the Issuer, and to deliver the Indenture to the Trustee all of the provisions of which, when executed and delivered by the Issuer as authorized herein, shall be deemed to be a part of this Resolution as fully and to the same extent as if incorporated verbatim herein.

SECTION 5. Authorization of Execution and Delivery of the Loan Agreement. The Loan Agreement, in such form as may be approved by the Mayor, such approval to be presumed by the execution thereof by the Mayor, is hereby approved by the Issuer, and the Issuer authorizes and directs the Mayor to execute the Loan Agreement and the Clerk to attest thereto under the official seal of the Issuer, and to deliver the Loan Agreement to the Borrower, all of the provisions of which, when executed and delivered by the Issuer as authorized herein shall be deemed to be a part of this Resolution as fully and to the same extent as if incorporated verbatim herein.

SECTION 6. No Personal Liability. No covenant, stipulation, obligation or agreement herein contained or contained in the Loan Agreement, the Indenture, the Bonds, or any instrument contemplated thereby shall be deemed to be a covenant, stipulation, obligation or agreement of any officer, member, agent or employee of the Issuer in his or her individual capacity, and no member of the Governing Body of the Issuer executing the Bonds or other documents herein mentioned shall be liable personally thereon or be subject to any personal accountability by reason of the issuance or execution thereof.

SECTION 7. No Third Party Beneficiaries. Except as herein or in the documents herein mentioned otherwise expressly provided, nothing in this Resolution or in such documents, express or implied, is intended or shall be construed to confer upon any Person other than the Issuer, the Borrower, the purchaser of the Bonds and the Trustee any right, remedy or claim, legal or equitable, under and by reason of this Resolution or any provision hereof or of such documents; this Resolution and such documents being intended to be and being for the sole and exclusive benefit of such parties.

SECTION 8. Prerequisites Performed. All acts, conditions and things relating to the passage of this Resolution and required by the Constitution or laws of the State of Florida to happen, exist and be performed precedent to and in the passage hereof have happened, exist and have been performed, as so required.

SECTION 9. General Authority. The Clerk and the members of the Governing Body of the Issuer are hereby authorized to do all acts and things required of them by this Resolution, the Agreement or the Indenture, or desirable or consistent with the requirements hereof or thereof, for the full punctual and complete performance of all terms, covenants and agreements contained in the Bonds, the Loan Agreement, the Indenture and this Resolution.

SECTION 10. General Authorizations. The Mayor, and any other member of the Governing Body of the Issuer, the Clerk, the County Attorney, and any other appropriate employee of the Issuer, are hereby each authorized to execute, publish, file and record such other documents, instruments, notices, and records and to take such other actions as shall be necessary or desirable to accomplish the purposes of this Resolution, and to comply with and perform the obligations of the Issuer under the Indenture and the Loan Agreement.

SECTION 11. Limited Obligation. The Bonds shall not be deemed to constitute a debt, liability, or obligation of the Issuer or the State of Florida, or of any political subdivision thereof, or a pledge of the faith and credit of the Issuer or of the State of Florida or of any political subdivision thereof, but shall be payable solely from the loan payments received from or on behalf of the Borrower. Any and all payments of any nature relating to the Bonds shall not be payable from any funds of the Issuer.

SECTION 12. Severability. If any one or more of the covenants, agreements, or provisions contained herein or in the Bonds shall be held contrary to any express provisions of law or contrary to the policy of express law, though not expressly prohibited, or against public policy, or shall for any reason whatsoever be held invalid, then such covenants, agreements, or provisions shall be null and void and shall be deemed separable from the remaining covenants, agreements, or provisions hereof and thereof and shall in no way affect the validity of any of the other provisions of this Resolution or of the Bonds.

SECTION 13. Repealer. All resolutions or parts thereof of the Issuer in conflict with the provisions herein contained are, to the extent of any such conflict, hereby superseded and repealed.

SECTION 14. Effective Date. This Resolution shall take effect immediately upon its adoption.

The foregoing Resolution was offered by Commissioner _____ who moved its adoption. The motion was seconded by Commissioner _____, and upon being put to a vote, the motion passed as follows:

Commissioner Dave Kerner, Mayor	- _____
Commissioner Robert S. Weinroth, Vice Mayor	- _____
Commissioner Hal R. Valeche	- _____
Commissioner Gregg K. Weiss	- _____
Commissioner Mary Lou Berger	- _____
Commissioner Melissa McKinlay	- _____
Commissioner Mack Bernard	- _____

The Mayor thereupon declared the Resolution duly passed and adopted this _____ day of _____, 20__.

**PALM BEACH COUNTY, FLORIDA, BY ITS
BOARD OF COUNTY COMMISSIONERS**

**APPROVED AS TO FORM AND
LEGAL SUFFICIENCY**

**ATTEST: SHARON R. BOCK
CLERK & COMPTROLLER**

By: _____
Assistant County Attorney

By: _____
Deputy Clerk