



# Agenda Report

2725 Judge Fran Jamieson  
Way  
Viera, FL 32940

## Consent

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F.18.

5/5/2020

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### Subject:

Resolution approving the issuance of Multi-Family Housing Revenue Bonds by Brevard County Housing Finance Authority (The Venue at Viera Senior Living Project)

### Fiscal Impact:

None

### Dept/Office:

County Attorney's Office

### Requested Action:

The Brevard County Housing Finance Authority (the "Authority") is requesting that the Board approve a Resolution to allow the Authority to apply for an allocation with the Florida Division of Bond Finance and to allow the issuance by the Authority of multi-family housing revenue bonds to finance the acquisition, construction, equipping and development of The Venue at Viera Senior Living (the "Project").

### Summary Explanation and Background:

The Authority received an application from Venue at Brevard Partners, Ltd., (the general partner of which is Southern Affordable Services, Inc., a not-for-profit corporation), for the issuance of multi-family housing revenue bonds in an amount not to exceed \$16,755,000 to finance the acquisition, construction, equipping and development of the Project. The Project is new construction of 145 apartment units (37 one bedroom, 46 two bedroom and 62 three-bedroom apartments) located at the southeast corner of the intersection of North Wickham Road and Wyndham Drive in Melbourne, Florida. The apartments will be rented in accordance with the Fair Housing Act Housing for Older Persons Exemption, Code of Federal Regulations 24, Subpart E. A Land Use Restriction Agreement encumbering the property will require that a minimum of 40% of the apartment units will be set aside and available only to persons earning less than 60% of median income, for as long as the financing is outstanding, or for a term of 15 years, whichever is longer. The Project will include laundry hook-ups inside each unit, 15 seer air conditioning, energy efficient lighting, energy star appliances and granite kitchen countertops.

On March 25, 2020, the Authority held a public hearing, following proper publication of notice, for the purpose of receiving public input on the proposed project and bond issuance. A report of the public comments received is attached. In order to issue tax exempt bonds for the Project, the Authority must apply for and receive an allocation from the State Regional Pool between prior to June 30, 2020. Brevard County is in Region 17, with Volusia County, which shares a total annual allocation of approximately \$57,644,854.

The tax-exempt financing will be in the form of a construction/permanent loan. As a condition of approval, 228

the County's financial advisor will verify that the financing meets or exceeds the Guidelines of the Authority. The County's Financial Advisor has reviewed the project and anticipates the funding will be within the county's debt issuance guidelines if it remains at the proposed levels. (See attachment.)

The Board's approval of the issuance of the Bonds by the Authority to finance costs of the Project is required by applicable federal tax law.

The County's outside bond counsel has reviewed the project and stated the following:

"The resolution proposed to be adopted by the BOCC satisfies the pertinent federal and state law requirements and provides that neither the County nor any of the elected officials or staff of the County will have any obligation or liability, financial or otherwise, with respect to the Project or the Bond." (See attachment.)

**Cost Benefit Analysis:**

This issue will provide funds to finance the acquisition, construction, equipping and development of 145 rental housing units which will be available to Brevard County elderly residents of lower and moderate income. There is no fiscal impact to the Board of County Commissioners or the Authority. The County is only authorizing the Housing Finance Authority to issue the bonds under the IRS requirements for tax exempt bonds and the County shall be indemnified from the issuance of bonds and the Project.

Contact Person: Angela A. Abbott, 264-0334; [angelaabbott@cfl.rr.com](mailto:angelaabbott@cfl.rr.com); Steven E. Miller, (813) 281-2222; [smiller@ngn-tampa.com](mailto:smiller@ngn-tampa.com) <<mailto:smiller@ngn-tampa.com>>; Jay Glover, PFM Financial Advisors LLC, (407) 406-5760; [gloverj@pfm.com](mailto:gloverj@pfm.com)

**Clerk to the Board Instructions:**

Return a signed Resolution to CAO



Kimberly Powell, Clerk to the Board, 400 South Street • P.O. Box 999, Titusville, Florida 32781-0999

Telephone: (321) 637-2001  
Fax: (321) 264-6972  
Kimberly.Powell@brevardclerk.us

May 6, 2020

MEMORANDUM

TO: Eden Bentley, County Attorney

RE: Item F.18, Resolution Approving the Issuance of Multi-Family Housing Revenue Bonds by Brevard County Housing Finance Authority (The Venue at Viera Senior Living Project)

The Board of County Commissioners, in regular session on May 5, 2020, adopted Resolution No. 20-042, to allow the Authority to apply for an allocation with the Florida Division of Bond Finance and to allow the issuance by the Authority of multi-family housing revenue bonds to finance the acquisition, construction, equipping and development of The Venue at Viera Senior Living. Enclosed is a fully-executed Resolution.

Your continued cooperation is greatly appreciated.

Sincerely yours,

BOARD OF COUNTY COMMISSIONERS  
SCOTT ELLIS, CLERK

Kimberly Powell, Deputy Clerk

/cw

Encl. (1)

cc: Finance  
Budget

RESOLUTION NO. 20-042

**A RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF BREVARD COUNTY, FLORIDA, APPROVING THE ISSUANCE OF NOT EXCEEDING \$16,755,000 MULTI-FAMILY HOUSING REVENUE BONDS OF THE BREVARD COUNTY HOUSING FINANCE AUTHORITY, BREVARD COUNTY, FLORIDA FOR THE VENUE AT VIERA SENIOR LIVING PROJECT; AND PROVIDING AN EFFECTIVE DATE.**

**WHEREAS**, the Board of County Commissioners of Brevard County, Florida (the "Board"), by resolution adopted on February 8, 1979, declared a need for a Housing Finance Authority to function within both the incorporated and unincorporated areas of Brevard County, Florida, to alleviate a shortage of housing and capital for investment in housing within such areas of operation; and

**WHEREAS**, the Board adopted Ordinance No. 79-09 on March 15, 1979, as amended by Ordinance No. 84-16, adopted on May 10, 1984 (the "Ordinance"), creating the Brevard County Housing Finance Authority (the "Authority"); and

**WHEREAS**, the Florida Housing Finance Authority Law, Part IV, Chapter 159, Florida Statutes (the "Act"), provides that the Authority may issue bonds for the purpose of the Act; and

**WHEREAS**, the Authority, on March 25, 2020, adopted a resolution (the "Resolution") to implement a financing plan in concept to issue Multifamily Housing Revenue Bonds, Series 2020 (The Venue at Viera Senior Living) (the "Bonds") in one or more series and held a public hearing with respect to the issuance of the Bonds; and

**WHEREAS**, the proceeds of the Bonds will be used (1) to finance the acquisition, construction, equipping of The Venue at Viera Senior Living project in Brevard County (the "Project") and (2) to fund Bond financing costs and Bond reserves; and

**WHEREAS**, Venue at Brevard Partners, Ltd., a Florida limited partnership (the "Borrower"), and Southern Affordable Services, Inc., a Florida not-for-profit corporation, the Borrower of the proposed Bonds and general partner of the Borrower, respectively, have submitted the Indemnification Certificate attached hereto as Exhibit A; and

**WHEREAS**, Section 147 of the Internal Revenue Code of 1986, as amended (the "Code"), requires public approval of the Bonds and the Project by an applicable elected official (in this case, the Board), following a public hearing; and

**WHEREAS**, such a public hearing following the public notice required by the Code was held by the Authority, and the minutes of such public hearing are in the public record of the Authority; and

**WHEREAS**, at such hearing reasonable opportunity was provided for all interested individuals to express their views, both orally and in writing, concerning the issuance of the Bonds and the Project and a Report Regarding Public Hearing is attached hereto as Exhibit B (the "Report"); and

**WHEREAS**, the Authority considered all comments and concerns, if any, expressed by such individuals and the Board has reviewed the Report; and

**WHEREAS**, the Board desires to approve the Project and the issuance of the Bonds for federal tax purposes pursuant to the Resolution.

**NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF BREVARD COUNTY, FLORIDA**, that:

**Section 1.** This resolution is adopted pursuant to the provisions of Section 1-181 of the Ordinance.

**Section 2.** This resolution is adopted following reasonable public notice of a public hearing which was held by the Authority on March 25, 2020 with respect to the Bonds and the Project. After consideration of the Report and representations made to the County by representatives of the Authority and comments made to this Board, the Board hereby approves the issuance by the Authority of the Bonds in an aggregate principal amount not exceeding \$16,755,000 for the purposes expressed in the Authority's Resolution. This approval is subject to the condition subsequent that the County attorney and the County's Bond Counsel shall verify that the final documentation for the Bonds shall include the same indemnification running to the County from the Borrower as runs to the Authority from the Borrower, and that the Authority's financial advisor shall verify that the Bonds meet or exceed the Authority's guidelines.

**Section 3.** The approval given herein shall not be construed as: (i) an endorsement of the creditworthiness of the Borrower or the financial viability of the Project, (ii) a recommendation to any prospective purchaser to purchase the Bonds, (iii) an evaluation of the likelihood of the repayment of the debt service on the Bonds, or (iv) approval of any necessary rezoning applications or approval or acquiescence to the alteration of existing zoning or land use nor approval for any other regulatory permits relating to the Project, and the Board shall not be construed by reason of its adoption of this Resolution to make any endorsement, finding or recommendation or to have waived any right of the Board or to have estopped the Board from asserting any rights or responsibilities it may have in such regard.

**Section 4.** This resolution shall take effect immediately upon adoption.

This Resolution passed and adopted this 5th day of May, 2020.

**BOARD OF COUNTY COMMISSIONERS OF  
BREVARD COUNTY, FLORIDA**

(SEAL)

By: Bryan Andrew Lober  
Bryan Lober, Chair

As approved by the Board on May 5, 2020

Attest:

By: Scott Ellis  
Scott Ellis, Clerk of the Circuit Court  
and Ex-Officio Clerk to the Board of  
County Commissioners of Brevard  
County, Florida

## EXHIBIT A

### INDEMNIFICATION CERTIFICATE

The undersigned hereby certifies that he or she is authorized to execute and deliver this Indemnification Certificate and further represents, in the name of and on behalf of Venue at Brevard Partners, Ltd., a Florida limited partnership (the "Borrower") and Southern Affordable Services, Inc., a Florida not-for-profit corporation (the "General Partner" and, collectively with the Borrower, the "Indemnitors"), the following:

(1) At the request of the Borrower, the Brevard County Housing Finance Authority (the "Issuer") proposes to issue its tax-exempt housing revenue bonds in an aggregate principal amount not to exceed \$16,755,000, in one or more series issued at one or more times (collectively, the "Bonds"), the proceeds of which are to be used to (i) finance all or a portion of the cost of the acquisition, construction, equipping and development financing and ownership of an approximately 145-unit multifamily rental housing development known as The Venue at Viera Senior Living located at the southeast corner of the intersection of N. Wickham Road and Wyndham Drive, Brevard County, Florida (the "Project");

(2) The issuance of the Bonds to finance the Project: (i) is appropriate to the needs and circumstances of, and will make a significant contribution to the economic growth of the community in which it is located, (ii) will provide or preserve gainful employment, (iii) will promote commerce and economic development within the State of Florida and (iv) will serve a public purpose by advancing the general welfare of the State and its people by providing for a housing development within the meaning of Chapter 159, Part IV, Florida Statutes, as amended;

(3) Brevard County, Florida (the "County") will continue to 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 operation, repair, and maintenance of the Project and on account of any increases in population or other circumstances resulting therefrom;

(4) In order to finance the costs of the Project from the proceeds of the Bonds on a tax-exempt basis, it is necessary to hold a public hearing and approve the issuance of the Bonds for the purposes of Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code");

(5) The Issuer held a public hearing with respect to the issuance of the Bonds on March 25, 2020;

(6) The Borrower has requested the Board of County Commissioners (the "Board") of the County to approve the issuance of the Bonds for purposes of Section 147(f) of the Code; and

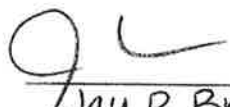
(7) The County desires indemnification from the Indemnitors as a material inducement to the Board granting the foregoing approval.

NOW THEREFORE, THE UNDERSIGNED, ON BEHALF OF THE INDEMNITORS, DOES HEREBY: Agree to defend the County and its officials, employees, attorneys and agents and the members of the Board, and hold the County and its officials, employees, attorneys and agents and the members of the Board, harmless against any and all claims, losses, liabilities or damages to property or any injury or death of any person or persons occurring in connection with the issuance of the Bonds or the acquisition, development, construction rehabilitation, ownership or operation of the Project by or on behalf of the Borrower, including in the case of any and all negligence of such indemnitee, or in any way growing out of or resulting from the Project or from the issuance, sale or delivery of the Bonds, including, but not limited to, liabilities or costs arising under the Internal Revenue Code of 1986, as amended, the Securities Act of 1933, the Securities Exchange Act of 1934 or any applicable securities law of the State of Florida, including, without limitation, all costs and expenses of the County, including reasonable attorneys' fees, incurred in connection therewith.

IN WITNESS WHEREOF, the Indemnitors have executed this Indemnification Certificate this 21 day of April, 2020.

**VENUE AT BREVARD PARTNERS, LTD.,** a Florida limited partnership

By: Southern Affordable Services, Inc., a  
Florida not-for-profit corporation, its  
General partner

By:   
Name: Jay P. Brock  
Title: Executive Vice President

**SOUTHERN AFFORDABLE SERVICES, INC.,** a Florida not-for-profit corporation

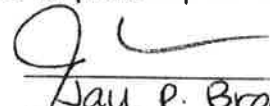
By:   
Name: Jay P. Brock  
Title: Executive Vice President



EXHIBIT B

REPORT REGARDING PUBLIC HEARING

REPORT OF  
BREVARD COUNTY HOUSING FINANCE AUTHORITY

The Brevard County Housing Finance Authority (the "Authority") conducted a public hearing on the proposed issuance by the Authority of not to exceed \$16,755,000 in Multifamily Housing Revenue Bonds, (The Venue at Viera Senior Living) (the "Bonds") and on the nature and location of the project to be financed with the Bonds.

The hearing was held on March 25, 2020, commencing at 4:02 p.m. and closing at 4:03 p.m., at the Authority's office at 4420 S. Washington Avenue, Titusville, Florida, pursuant to the notice of such hearing which was published on March 17, 2020, on the Authority's website and on March 18, 2020, on the County's website. A copy of the Affidavit as to publication of notice is attached to Resolution No. 2020-03 as Exhibit C. Interested individuals were given the opportunity to express their views, both orally and in writing.

The following numbers of people attended the hearing or submitted written comments and were in favor of or opposed to the proposed issuance of the Bonds or the nature or location of the project to be financed with the Bonds:

Number of people in attendance:	<u>11</u>
Number of written comments:	<u>0</u>
Number of people in favor:	<u>0</u>
Number of people opposed:	<u>0</u>

Respectfully submitted this 25<sup>th</sup> day of March, 2020.



ANGELA A. ABBOTT, ESQUIRE, Attorney for  
the Brevard County Housing Finance  
Authority

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**PUBLIC RESOURCES ADVISORY GROUP**

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**MEMORANDUM TO:** Brevard County Housing Finance Authority ("HFA")

**FROM:** Public Resources Advisory Group, Inc. ("PRAG")

**SUBJECT:** Venue at Viera  
Summary of Tax-Exempt Project Loan Application

**DATE:** April 9, 2020

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**Introduction:**

Venue at Brevard Partner, Ltd. (the "Applicant") has requested a Multifamily Mortgage Tax-Exempt Project Loan from the Brevard County Housing Finance Authority (the "HFA") in an amount not to exceed \$16,755,000 for the acquisition, construction, equipping and development of the Venue at Viera Senior Living (the "Project").

**The Development:**

The Project is new construction of 145 apartment units (37 one bedroom, 46 two bedroom and 62 three bedroom apartments) at the southeast corner of the intersection of N. Wickham Road and Wyndham Drive in Melbourne, Florida. The apartments will be rented in accordance with the Fair Housing Act Housing For Older Persons Exemption, CFR 24, Subpart E. A Land Use Restriction Agreement encumbering the property will require that a minimum of 40% of the apartment units will be set aside and available only to persons earning less than 60% of median income for as long as the financing is outstanding, or for a term of 15 years, whichever is longer. All units will be rented to tax credit eligible tenants using income averaging as permitted under the federal regulations and Florida housing Finance Corporation. The Project will include laundry hook-ups inside each unit, 15 seer air conditioning, energy efficient lighting, energy star appliances and granite kitchen countertops.

**Unit Mix:**

Unit type	Number of Units
1 BR	37
2 BR	46
3 BR	62
Total	145



### **Proposed Financing Plan:**

The Applicant is requesting a Tax-Exempt Project Loan from the HFA in an amount not to exceed \$16,755,000. Other sources of funds include equity from the sale of housing credits and deferred developer fee.

### **Recommendation:**

Subject to review of the credit underwriting report and finalization of transaction terms, we recommend that the HFA authorize the issuance of a Multifamily Mortgage Tax-Exempt Project Loan in an amount not to exceed \$16,755,000 for the acquisition and construction of Venue at Viera.

### **Map:**





April 20, 2020

## Memorandum

To: Frank Abbate, County Manager  
Christine M. Schverak, Assistant County Attorney

From: Jay Glover, Managing Director – PFM Financial Advisors LLC

Re: Review of Financing Structure for the Multi-Family Housing Revenue Bonds (The Venue at Viera Senior Living Project)

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It is our understanding that the Venue at Brevard Partners, Ltd., a Florida limited partnership (the "Borrower"), the general partner of which is Southern Affordable Services, Inc., a not-for-profit corporation, has requested the Brevard County Housing Finance Authority (the "Authority") issue not to exceed \$16,755,000 Multi-Family Housing Revenue Bonds (The Venue at Viera Senior Living Project) (the "Bonds") to finance the acquisition, rehabilitation, equipping and development of The Venue at Viera Senior Living Project (the "Project"). The Project is new construction of 145 apartment units (37 one bedroom, 46 two bedroom and 62 three bedroom apartments) located at the southeast corner of the intersection of N. Wickham Road and Wyndham Drive in Melbourne, Florida that will be available to elderly County residents of lower and moderate income.

As financial advisor to Brevard County, Florida (the "County"), PFM Financial Advisors LLC (PFM) is required to certify that the Bonds will meet or exceed the County's debt issuance guidelines, which require an investment grade underlying credit rating for publically offered bonds, provided however that unrated bonds may be approved by the County provided that they are sold only to institutional investors in minimum denominations of \$100,000. We have also been asked to ensure that the proposed transaction will not have a negative financial impact on the County, impair the County's credit ratings or impact the County's ability to issue debt in the future.

The Borrower and its' representatives have indicated that a plan of finance has not yet been finalized. However, the Borrower expects the Bonds to be issued as a direct placement financing with a qualified financial institution in minimum denominations of at least \$100,000. Therefore, it is PFM's opinion that the Bonds will meet the criteria required by the County. If the final plan of finance differs from this description, the Borrower will need to provide an updated plan of finance before the issuance of the Bonds. We have also reviewed all of the relevant documentation and based on that review can confirm that the proposed issuance of the Bonds will not have a negative financial impact on the County.

PFM did not prepare or review any type of feasibility report related to the Borrower's ability to pay debt service on the Bonds and has no responsibility to do so. PFM also bears no liability for potential errors in the information provided by the Borrower or its' representatives.

cc: Kathy Wall, Assistant to the County Manager

TAMPA  
Suite 1060, 2502 Rocky Point Drive  
Tampa, Florida 33607  
(813) 281-2222 Tel  
(813) 281-0129 Fax

**Nabors  
Giblin &  
Nickerson** P.A.  
ATTORNEYS AT LAW

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Fort Lauderdale, Florida 33316  
(954) 525-8000 Tel  
(954) 525-8331 Fax

TALLAHASSEE  
Suite 200, 1500 Mahan Drive  
Tallahassee, Florida 32308  
(850) 224-4070 Tel  
(850) 224-4073 Fax

**MEMORANDUM**

TO: Eden Bentley, Brevard County Attorney  
Frank Abbate, Brevard County Manager

FROM: Steven E. Miller, Esq.

DATE: April 17, 2020

RE: Review of Legal Documentation for the Brevard County Housing Finance  
Authority Multifamily Housing Revenue Bonds (The Venue at Viera Senior Living  
Project)

The Brevard County Housing Finance Authority (the "Authority") is proposing to issue tax-exempt private activity bonds (the "Bonds") in order to finance the construction of a multifamily residential housing facility consisting of 145 apartment units for persons or families of low, middle or moderate income to be located at the southeast corner of the intersection of N. Wickham Road and Wyndham Drive in the City of Melbourne (the "Project"), as more particularly described in the materials provided by the Authority and included in the agenda package for the May 5, 2020 meeting of the Board of County Commissioners (the "BOCC"). Proceeds of the Bonds will be loaned to Venue at Brevard Partners, Ltd. (the "Borrower"). The Borrower will own and operate the Project and will be responsible for payment of debt service on the Bonds. The Borrower's general partner is Southern Affordable Services, Inc.

In order to comply with certain federal and state law requirements with respect to the issuance of private activity bonds such as the Bonds, a public hearing is required to be held with respect to the Project and the issuance of the Bonds and the BOCC is required to adopt a resolution providing limited approval of the issuance of the Bonds. The Authority held the required public hearing on March 25, 2020. You have asked Nabors, Giblin & Nickerson, PA, as Bond Counsel to the County, to review the documentation provided to the County by the Authority to ensure that it satisfies the applicable legal requirements and to confirm that the County has no obligation, financial or otherwise, with respect to the Project or the Bonds.

We have reviewed all of the relevant documentation and provided various comments to counsel for the Authority. Our comments have been addressed and, from the County's standpoint, all of the documentation provided is now legally sufficient. The resolution proposed to be adopted by the BOCC satisfies the pertinent federal and state law requirements and provides that neither the County nor any of the elected officials or staff of the County will have any obligation or liability, financial or otherwise, with respect to the Project or the Bonds.

cc: Christine Schverak  
Kathy Wall