

Meeting Date
11/17/2015



AGENDA	
Section	New Business
Item No.	VI.F.1

AGENDA REPORT
BREVARD COUNTY BOARD OF COUNTY COMMISSIONERS

SUBJECT:	Pinellas County Industrial Development Authority Revenue Bonds (Volunteers of America Project), Series 2015 (the "Pinellas Bonds")
DEPT/OFFICE:	Citizen Request / Kareen Spratling / Bryant Miller Olive Law Office

Requested Action:

- (1) Conduct a Tax Equity and Fiscal Responsibility Act (TEFRA) Hearing with respect to the issuance of the above-referenced Pinellas Bonds; and
- (2) Adopt of a resolution of the Board of County Commissioners of Brevard County, Florida: APPROVING ISSUANCE OF A PORTION OF THE PROCEEDS FROM THE NOT TO EXCEED \$4,500,000 PINELLAS COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY REVENUE BONDS (VOLUNTEERS OF AMERICA PROJECT), SERIES 2015 (THE "PINELLAS BONDS"), WITH RESPECT TO THE PORTION WHICH IS TO BE USED IN BREVARD COUNTY, PURSUANT TO SECTION 147(F) OF THE INTERNAL REVENUE CODE OF 1986; APPROVING THE FORM OF AND THE EXECUTION OF AN INTERLOCAL AGREEMENT; PROVIDING CERTAIN OTHER MATTERS IN CONNECTION THEREWITH; AND PROVIDING AN EFFECTIVE DATE 1986.

Summary Explanation & Background:

The above-referenced Pinellas Bonds are being issued by the Pinellas County Industrial Development Authority (the "Authority"), in an amount not to exceed \$4,500,000, on behalf of Volunteers of America of Florida, Inc., a Florida not-for-profit corporation (the "Borrower"). The Borrower provides housing, health and social service programs to support military veterans, the elderly, the mentally ill and developmentally disabled at its facilities. Services include behavioral, mental health and substance abuse counseling, health services, and employment support services. The proceeds of such issue of Pinellas Bonds will be used by the Borrower to finance, refinance and/or reimburse various projects in the State of Florida, including the costs of constructing, relocating, acquiring and equipping of certain social service facilities, including, but not limited to, one building totaling approximately 5,200 square feet serving as a full-service training, education and employment center offering a computer resource center, meeting and classrooms and a community activity area located at 908 Peachtree Street Cocoa, Florida (the "Brevard Project"). The Borrower owns the Brevard Project.

Pursuant to Section 147(f) of the Internal Revenue Code, the Pinellas Bonds cannot be issued as tax-exempt bonds without a TEFRA Hearing and without the approval of the Board of County Commissioners of Pasco County, Florida (the "Board"). In addition, for purposes of Florida law, the proceeds of the Pinellas Bonds cannot be expended for the Brevard Project without the approval of the Board. The Resolution and the Interlocal Agreement evidence that approval.

Clerk to the Board Instructions:

Exhibits Attached: Resolution, Interlocal Agreement, Public Notice

Contract /Agreement (If attached): Reviewed by County Attorney Yes No PR

County Manager	Assistant County Manager	Department Director / Extension
Stockton Whitten	Assistant County Manager	



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

Telephone: (321) 637-2001
Fax: (321) 264-6972

November 19, 2015

MEMORANDUM

TO: Stockton Whitten, County Manager

RE: Item VI.F.1., Citizen Request of Bryant Miller Olive Law Office for a Resolution and Interlocal Agreement with Pinellas County Industrial Development Authority for Revenue Bonds (Volunteers of America Project), Series 2015 (The Pinellas Bonds)

The Board of County Commissioners, in regular session on November 17, 2015, conducted a Tax Equity and Fiscal Responsibility Act (TEFRA) public hearing; adopted Resolution No. 15-226, approving issuance of a portion of the proceeds from the not to exceed \$4,500,000 Pinellas County Industrial Development Authority Revenue Bonds (Volunteers of America Project), Series 2015 (The Pinellas Bonds), with respect to the portion which is to be used in Brevard County, pursuant to Section 147(F) of the Internal Revenue Code of 1986; and executed Interlocal Agreement with Pinellas County Industrial Development Authority (d/b/a the Pinellas County Economic Development Authority); providing certain other matters in connection therewith; and providing an effective date. Enclosed are fully-executed Resolution and two executed Interlocal Agreements.

Upon execution by Pinellas County Industrial Development Authority, return a fully-executed Interlocal Agreement to this office for inclusion in the official minutes.

Your continued cooperation is greatly appreciated.

Sincerely,

BOARD OF COUNTY COMMISSIONERS
SCOTT ELLIS, CLERK

✓ Tammy Etheridge, Deputy Clerk

Encls. (3)

cc: Contracts Administration
County Attorney
Finance
Budget

RESOLUTION 15-226

RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF BREVARD COUNTY, FLORIDA, APPROVING ISSUANCE OF A PORTION OF THE PROCEEDS FROM THE NOT TO EXCEED \$4,500,000 PINELLAS COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY REVENUE BONDS (VOLUNTEERS OF AMERICA PROJECT), SERIES 2015 (THE "PINELLAS BONDS"), WITH RESPECT TO THE PORTION WHICH IS TO BE USED IN BREVARD COUNTY, PURSUANT TO SECTION 147(F) OF THE INTERNAL REVENUE CODE OF 1986; APPROVING THE FORM OF AND THE EXECUTION OF AN INTERLOCAL AGREEMENT; PROVIDING CERTAIN OTHER MATTERS IN CONNECTION THEREWITH; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, the Board of County Commissioners (the "Board") of Brevard County, Florida ("Brevard County") is a political subdivision created and existing under the laws of the State of Florida (the "State") with powers under Chapter 125, Florida Statutes, and the Pinellas County Industrial Development Authority (d/b/a the Pinellas County Economic Development Authority) (the "Authority") is a municipal body corporate and politic created and existing under the laws of the State with powers under Chapter 166, Florida Statutes, and is authorized pursuant to Chapter 159, Part II, Florida Statutes, to issue its revenue bonds, a portion of which will be used in Brevard County, Florida, the interest on which is excluded from gross income for federal income tax purposes, for the purpose of constructing and installing any "Project" in furtherance of the public purpose for which it was created; and

WHEREAS, the Authority has considered the application of Volunteers of America of Florida, Inc., a Florida not for profit corporation authorized to transact business in the State of Florida and a qualified 501(c)(3) organization as set forth in the Internal Revenue Code (the "Company"), which provides counseling, mental health services, housing, and other related

social services to the community and currently operates in a variety of locations in the State, including the Manatee County, Brevard County, Leon County, Pinellas County, and other locations (collectively, the "Locations"), requesting that the Authority issue not to exceed \$4,500,000 of its Revenue Bonds (Volunteers of America Project), Series 2015 (the "Pinellas Bonds") to provide funds for the financing, refinancing, acquisition and renovation of social service facilities for the Company at its various Locations, including in Brevard County: one building totaling approximately 5,2000 square feet serving as a full-service training, education and employment center offering a computer resource center, meeting and classrooms and a community activity area located at 908 Peachtree Street, Cocoa, Florida (the "Brevard Project"), and other projects in the other locations as set forth on Exhibit A (collectively, with the Brevard Project, the "Projects"); and

WHEREAS, Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code"), requires as a condition of exclusion from gross income for federal income tax purposes of the interest on private activity bonds, that the issuance of private activity bonds, as defined in Section 141(a) of the Code, such as the Pinellas Bonds be approved, after a public hearing following reasonable public notice, by the governmental unit having jurisdiction over the area in which the private activity bond-financed facility is to be located; and

WHEREAS, the Authority desires to issue its Bonds and to allow the Brevard Project to be financed and refinanced with the proceeds of the Pinellas Bonds to be located in Brevard County, and the Board constitutes the elected legislative body of Brevard County; and

WHEREAS, the Authority has requested the Board, pursuant to Section 147(f) of the Code, to approve the issuance by the Authority of the Pinellas Bonds, a portion of the proceeds of which will be used to finance, refinance, acquire and renovate the Brevard Project; and

WHEREAS, not less than fourteen days prior to November 17, 2015, the Board published a notice of a public hearing in the Florida Today, a newspaper of general circulation in Brevard County to be held on November 17, 2015, at 9:00 A.M., at the Board's meeting chambers, located at Government Center, 2725 Judge Fran Jamieson Way, Viera, Florida 32940, Building C, First Floor, Commission Room, to consider the Pinellas Bonds and the location and nature of the Brevard Project to be financed and refinanced with the proceeds of the Pinellas Bonds; and,

WHEREAS, the public hearing so noticed, as indicated by the affidavit of the publisher of the Florida Today attached hereto as Exhibit B, was duly held on such date; and

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

Section 1. The issuance by the Pinellas County Industrial Development Authority of its not to exceed \$4,500,000 Revenue Bonds (Volunteers of America Project), Series 2015, the proceeds of which will be used to finance, refinance, to acquire and to renovate the Brevard Project is hereby approved pursuant to and in accordance with Section 147(f) of the Code.

Section 2. The Interlocal Agreement between Brevard County and the Authority, in substantially the form attached hereto as Exhibit C, is approved, with such changes as shall be approved by the Chair or Vice Chair of the Board (collectively, the "Chair"), and the Chair is authorized to execute it on behalf of the Board; to be attested and sealed by the Clerk of the Board (the "Clerk"). Execution and delivery by the Chair and attestation and seal by the Clerk

shall constitute conclusive evidence of such officers' approval and the approval of the Interlocal Agreement in final form.


Section 3. Such approval by the Board does not constitute an endorsement to a prospective purchaser of the Pinellas Bonds of the creditworthiness of the Company or the Project, and the Pinellas Bonds shall not constitute an indebtedness or obligation of the Brevard County, the State or of any county, municipal corporation or political subdivision thereof but the Pinellas Bonds shall be limited obligations of the Pinellas County Industrial Development Authority payable solely from the revenue derived from the Company and pledged to the payment thereof, and no owner of any of the Pinellas Bonds shall ever have the right to compel any exercise of the taxing power of said State or of any county, municipal corporation or political subdivision thereof, nor to enforce the payment thereof against any property of said State or of any such county, municipal corporation or political subdivision.

Section 4. All acts and doing of the members of the Board which are in conformity with the purposes and intent of this Resolution shall be, and the same hereby are, in all respects approved and confirmed.

Section 5. This resolution shall take effect immediately upon its adoption. Approved in a regular meeting duly assembled on the 17th day of November, 2015.

(SEAL)

BREVARD COUNTY, FLORIDA

By: 
Name: Jim Barfield
Title: Chairman

ATTEST:


By: 
Name: Scott Ellis
Title: Clerk

EXHIBIT A

PROJECTS LOCATED OUTSIDE OF BREVARD COUNTY, FLORIDA

1. 405 Central Avenue, St. Petersburg, Florida
2. 802 Mango Street, Tarpon Springs, Florida
3. 1422 -1444 55th Avenue West Bradenton, Florida
4. 802-818 62nd Avenue Terrace, Bradenton, Florida
5. 6210-6214 11th Street, Bradenton, Florida
6. 1013-1015 and 1107-1124 62nd Avenue, Bradenton, Florida
7. 6214-6216 12th Street, Bradenton, Florida
8. 409 29th Street, Palmetto, Florida
9. 1280 Kissimmee Street, Tallahassee, Florida

EXHIBIT B

AFFIDAVIT OF PUBLICATION OF NOTICE OF HEARING

A Daily Publication By:



BRYANT MILLER OLIVE
ONE TAMPA CITY CENTER, SUITE 2700
TAMPA FL 33602

STATE OF FLORIDA COUNTY OF BREVARD:
Before the undersigned authority personally appeared Kim Curro, who on oath says that he or she is a Legal Advertising Representative of the FLORIDA TODAY, a daily newspaper published in Brevard County, Florida that the attached copy of advertisement, being a Legal Ad in the matter of

Legal Notices

as published in FLORIDA TODAY in the issue(s) of:

10/27/15

Affiant further says that the said FLORIDA TODAY is a newspaper in said Brevard County, Florida and that the said newspaper has heretofore been continuously published in said Brevard County, Florida each day and has been entered as periodicals matter at the post office in MELBOURNE in said Brevard County, Florida, for a period of one year next preceding the first publication of the attached copy of advertisement; and affiant further says that he or she has never paid nor promised any person, firm or coporation any discount, rebate, commission or refund for the purpose of securing this advertisement for publication in the said newspaper.

Sworn to and Subscribed before me this 27th of October 2015, by Kim Curro who is personally known to me


Ruby Royer
Notary Public for the State of Florida
My Commission expires January 30, 2018

Publication Cost: \$317.92
Ad No: 0000819447
Customer No: 8132736677BRYA



RUBY ROYER
NOTARY PUBLIC
STATE OF FLORIDA
Comm# FF088043
Expires 1/30/2018

AD#819447 10/27/2015
NOTICE OF PUBLIC HEARING

The Board of County Commissioners of Brevard County, Florida ("Brevard County"), will consider the approval of an issue by the Pinellas County Industrial Development Authority (the "Authority") of its Revenue Bonds (Volunteers of America - Project) - Series 2015 (the "Bonds"), in an amount not to exceed \$4,500,000 issued on behalf of Volunteers of America of Florida, Inc., a Florida not-for-profit corporation (the "Borrower"), at a public hearing on November 17, 2015, at 9:00 a.m., or as soon thereafter as practically possible, at the Brevard County's meeting chambers located at Government Center, 2725 Iron Jamison Way Building C, First Floor, Viera, Florida in order to satisfy certain of the requirements of Section 147(f) of the Internal Revenue Code of 1986, as amended.

The Borrower provides housing, health and social service programs to support military veterans, the elderly, the mentally ill and developmentally disabled at its facilities. Services include behavioral, mental health and substance abuse counseling, health services, and employment support services. The proceeds of such issue of Bonds will be used by the Borrower to finance, refinance and/or reimburse various projects in the State of Florida, including the costs of constructing, relocating, acquiring and equipping of certain social service facilities, including, but not limited to, one building totaling approximately 5,200 square feet serving as a full-service training, education and employment center offering a computer resource center, meeting and classrooms and a community activity area located at 908 Peachtree Street Cocoa, Florida (the "Brevard Project"). The Borrower owns the Brevard Project.

The hearing is being held for the purpose of affording residents of the Brevard County and other interested persons an opportunity to express their views, both orally and in writing, on the proposed issuance of the Bonds and the nature and location of the facilities to be financed with the proceeds thereof.

THE BONDS WILL NOT CONSTITUTE AN INDEBTEDNESS OF BREVARD COUNTY, FLORIDA, THE STATE OF FLORIDA OR ANY POLITICAL SUBDIVISION THEREOF, BUT WILL BE PAYABLE SOLELY FROM THE REVENUES DERIVED FROM THE OPERATION OF THE BORROWER AND OTHER REVENUES OF THE BORROWER PLEDGED TO THE PAYMENT OF THE BONDS.

ALL PERSONS FOR OR AGAINST SAID APPROVAL CAN BE HEARD AT SAID TIME AND PLACE. IF A PERSON DECIDES TO APPEAL ANY DECISION MADE BY THE COUNTY WITH RESPECT TO SUCH HEARING OR MEETING, (S)HE WILL NEED TO ENSURE THAT A VERBATIM RECORD OF SUCH HEARING OR MEETING IS MADE, WHICH RECORD INCLUDES THE TESTIMONY AND EVIDENCE UPON WHICH THE APPEAL IS BASED.

In accordance with the Americans with Disabilities Act, persons needing a special accommodation to participate in this hearing should contact the County no later than forty-eight (48) hours prior to the hearing at the address given in this notice. Telephone: 321/633-2000.

Board of County Commissioners of Brevard County, Florida

By: /s/ Robin Fisher
Title: Chair

EXHIBIT C

FORM OF INTERLOCAL AGREEMENT

This instrument was prepared by or under the supervision of (and after recording should be returned to):

(Space reserved for Clerk of Court)

Grace E. Dunlap, Esq.
Bryant Miller Olive P.A.
One Tampa City Center, Suite 2700
Tampa, Florida 33762

INTERLOCAL AGREEMENT

THIS INTERLOCAL AGREEMENT (the "Agreement") is dated as of _____ 1, 2015, and is entered into between the PINELLAS COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY (d/b/a the Pinellas County Economic Development Authority), an industrial development authority (the "Issuer") created by Pinellas County, Florida ("Pinellas County") under the laws of the State of Florida, and BREVARD COUNTY, FLORIDA, a charter county and political subdivision existing under the provisions and laws of the State of Florida (the "Public Agency"), and consented to by Volunteers of America of Florida, Inc. (the "Borrower"), a Florida not-for-profit corporation;

WITNESSETH:

WHEREAS, the Issuer and the Public Agency each represent to the other that pursuant to applicable provisions of law, including Chapter 159, Parts II and III, Florida Statutes, it is authorized to issue Industrial Development Revenue Bonds to finance or refinance the acquisition, construction, equipping, renovation and expansion of social service facilities for private, not-for-profit corporations in accordance with such applicable provisions of law; and

WHEREAS, the Issuer and the Public Agency each constitutes a "public agency" within the meaning of Section 163.01, Florida Statutes, as amended (the "Interlocal Act"), and is authorized to enter into interlocal agreements providing for them to jointly exercise any power, privilege or authority which each of them could exercise separately; and

WHEREAS, the Borrower has requested that the Issuer and the Public Agency enter into this Agreement to authorize the Issuer to issue its Industrial Development Revenue Bonds (Volunteers of America Project), Series 2015 in a principal amount not exceeding \$4,500,000 (such Revenue Bonds, together with any obligation issued to refund the indebtedness evidenced by such Revenue Bonds, are hereinafter referred to, collectively, as the "Revenue Bonds") to finance, refinance and/or reimburse the costs of certain social service facilities in Pinellas County to manage and administer the Borrower's operations to provide housing and services for veterans and other displaced families (the "Pinellas County Project") and finance and refinance other social service facilities in Manatee County, Brevard County and Leon County (the "Other Projects"). The proceeds in an amount not to exceed \$4,500,000 in principal

amount of said Revenue Bonds are to be applied to refinance the projects described in Exhibit A hereto; and

WHEREAS, such financing through a single plan of finance consisting of the issuance of one series of Revenue Bonds by the Issuer to finance the Pinellas County Project and the Other Projects (as described on Exhibit A) will result in significant cost savings to the Borrower when compared to the costs of the issuance and sale of separate Revenue Bonds by the Issuer and by the various counties and/or cities in which the various portions of the qualifying projects are located to finance or refinance such qualifying projects; and

WHEREAS, the Issuer and the Public Agency have agreed to enter into this Agreement for the purposes stated above; and

WHEREAS, on _____, 2015, the Issuer approved the issuance of the Revenue Bonds, the application of the proceeds thereof and the execution and delivery of this Agreement by the Issuer; and

WHEREAS, on _____, 2015, the Board of County Commissioners of Pinellas County, Florida (the "Board of County Commissioners" approved the issuance of the Revenue Bonds by the Issuer; and

WHEREAS, on _____, 2015, the Public Agency approved the execution and delivery of this Agreement and the issuance of the Revenue Bonds by the Issuer and application of a portion of the proceeds of the Revenue Bonds to refinance the Pinellas County Project and the Other Projects, including one building totaling approximately 5,200 square feet serving as a full-service training, education and employment center offering a computer resource center, meeting and classrooms and a community activity area located at 908 Peachtree Street, Cocoa, Florida (the "Brevard Project"); and

WHEREAS, on _____, 2015, the Public Agency approved the issuance of the Revenue Bonds by the Issuer and the application of a portion of the proceeds thereof to finance or refinance the Brevard Project; and

WHEREAS, the Interlocal Act authorizes the Issuer and the Public Agency to enter into this Agreement and confers upon the Issuer authorization to issue the Revenue Bonds and to apply the proceeds thereof to refund certain debt in order to refinance the Pinellas County Project and the Other Projects through a loan of such proceeds to the Borrower; and

WHEREAS, the parties hereto desire to agree to the issuance of the Revenue Bonds by the Issuer for such purposes and such agreement by such parties is in the public interest; and

WHEREAS, the Borrower has agreed to indemnify the Issuer and the Public Agency and to pay any costs in connection with the execution of this Agreement.

NOW, THEREFORE, for and in consideration of the premises hereinafter contained, and intending to be legally bound hereby, the parties hereto agree as follows:

SECTION 1. Authorization to Issue the Revenue Bonds. The Issuer and the Public Agency do hereby agree that the Issuer is hereby authorized to issue the Revenue Bonds in a principal amount not exceeding \$4,500,000 and to loan the proceeds thereof to the Borrower to finance or refinance the qualifying projects described above, including the Brevard Project. The Issuer is hereby authorized to exercise all powers relating to the issuance of the Revenue Bonds vested in the Public Agency pursuant to the Constitution and the laws of the State of Florida and to do all things within the jurisdiction of the Public Agency which are necessary or convenient for the issuance of the Revenue Bonds. It is the intent of this Agreement and the parties hereto that the Issuer be vested, to the maximum extent permitted by law, with all powers which the Public Agency might exercise with respect to the issuance of the Revenue Bonds and the lending of the proceeds thereof to the Borrower to finance or refinance the Brevard Project as though the Public Agency were issuing such Revenue Bonds as its own special limited obligation.

SECTION 2. Qualifying Project.

A. The Issuer hereby represents, determines and agrees as follows:

1. The Pinellas County Project constitutes a "project" as such term is used in Chapter 159, Part II, Florida Statutes.

2. The Borrower is financially responsible and fully capable and willing to fulfill its obligations under the financing agreement, including the obligations to make payments in the amounts and at the times required, to operate, repair, and maintain at its own expense the Pinellas County Project, and to serve the purposes of Chapter 159, Part II, Florida Statutes and such other responsibilities as may be imposed under the financing agreement.

3. Adequate provision will be made in the financing agreements for the operation, repair, and maintenance of the Pinellas County Project at the expense of the Borrower and for the payment of principal of and interest on the Revenue Bonds.

4. A public hearing was held on November __, 2015 by the Board of County Commissioners during which comments concerning the issuance of the Revenue Bonds by the Board of County Commissioners to finance or refinance the Pinellas County Project were requested and could be heard.

B. The Public Agency hereby represents, determines and agrees as follows:

1. The Brevard Project is appropriate to the needs and circumstances of, and shall make a significant contribution to the economic growth of the Public Agency shall provide or preserve gainful employment; and shall serve a public purpose by advancing

the economic prosperity, the public health, or the general welfare of the State of Florida and its people.

2. The Public Agency will be able to cope satisfactorily with the impact of the Brevard Project and will be able to continue to provide the public facilities, including utilities and public services, that will be necessary for the continued operation, repair, and maintenance of the Brevard Project and on account of any increases in population or other circumstances resulting therefrom.

3. A public hearing was held on _____, 2015, by the Public Agency during which comments concerning approval by the Public Agency of the issuance of the Revenue Bonds by the Issuer to refinance the Brevard Project were requested and could be heard.

4. The Public Agency approved the issuance of the Revenue Bonds by the Issuer and the use of the proceeds thereof to refinance the Brevard Project at a meeting on _____, 2015.

SECTION 3. No Pecuniary Liability of the Public Agency: Limited Obligation of the Issuer. Neither the provisions, covenants or agreements contained in this Agreement and any obligations imposed upon the Public Agency hereunder, nor the Revenue Bonds issued pursuant to this Agreement, shall constitute an indebtedness or liability of the Issuer, Pinellas County or the Public Agency. The Revenue Bonds when issued, and the interest thereon, shall be a limited and special obligation of the Issuer payable solely from certain revenues and other amounts pledged thereto by the terms thereof.

SECTION 4. No Personal Liability. No covenant or agreement contained in this Agreement shall be deemed to be a covenant or agreement of any member, officer, agent or employee of the Issuer, Pinellas County or the Public Agency in his or her individual capacity and no member, officer, agent or employee of the Issuer, Pinellas County or the Public Agency shall be liable personally on this Agreement or be subject to any personal liability or accountability by reason of the execution of this Agreement or the issuance of the Revenue Bonds.

SECTION 5. Allocation of Responsibilities. The Issuer shall take all actions it deems necessary or appropriate in connection with the issuance of the Revenue Bonds, including, in its discretion, the preparation, review, execution and filing with government agencies of certificates, opinions, agreements and other documents to be delivered at the closing of the Revenue Bonds and the establishment of any funds and accounts pursuant to a financing agreement related to the Revenue Bonds.

Neither the Issuer, Pinellas County nor the Public Agency shall be liable for the costs of issuing the Revenue Bonds or the costs incurred by any of them in connection with the preparation, review, execution or approval of this Interlocal Agreement or any documentation or opinions required to be delivered in connection therewith by the Issuer, Pinellas County or

the Public Agency or counsel to any of them. All of such costs shall be paid from the proceeds of the Revenue Bonds or from other moneys of the Borrower.

SECTION 6. Indemnity. The Borrower, by its approval and acknowledgment at the end of this Agreement, agrees to indemnify and hold harmless the Issuer and the Public Agency, and their respective elected and appointed officials, members, officers, employees and agents, from and against any and all losses, claims, damages, liabilities or expenses, of every conceivable kind, character and nature whatsoever, including, but not limited to, losses, claims, damages, liabilities or expenses (including reasonable fees and expenses of attorneys, accountants, consultants and other experts), arising out of, resulting from, or in any way connected with this Agreement or the issuance of the Revenue Bonds.

SECTION 7. Term. This Agreement will remain in full force and effect from the date of its execution, subject to the provisions of Section 8 hereof, until such time as it is terminated by any party hereto upon ten (10) days advance written notice to the other party hereto. Notwithstanding the foregoing, it is agreed that this Agreement may not be terminated so long as any of the Revenue Bonds, or any Revenue Bonds refunding the same, remains outstanding or unpaid. Nothing herein shall be deemed in any way to limit or restrict either party hereto from issuing its own obligations or entering into any other agreement for the financing or refinancing of any facility which either party hereto may choose to finance or refinance.

SECTION 8. Filing of Agreement. It is agreed that this Agreement shall be filed by the Borrower or its authorized agent or representative with the Clerk of the Circuit Court of Pinellas County, Florida, and with the Clerk of the Circuit Court of Brevard County, all in accordance with the Interlocal Act, and that this Agreement shall not become effective until so filed.

SECTION 9. Severability of Invalid Provisions. If any one or more of the covenants, agreements or provisions herein contained 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 and shall in no way affect the validity of any of the other provisions hereof.

SECTION 10. Approval. The approval given herein shall not be construed as (i) an endorsement of the creditworthiness of the Borrower or the financial viability of the Pinellas County Project or the Other Projects, (ii) a recommendation to any prospective purchaser to purchase the Revenue Bonds, (iii) an evaluation of the likelihood of the repayment of the debt service on the Revenue 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 Pinellas County Project or the Other Projects, and the parties hereto shall not be construed by reason of their execution and delivery of this Agreement to have waived any right of the

parties hereto or estopping the parties hereto from asserting any rights or responsibilities it may have in such regard. Further, the approval by the Public Agency of the issuance of the Revenue Bonds by the Issuer shall not be construed to obligate the Public Agency to incur any liability, pecuniary or otherwise, in connection with either the issuance of the Revenue Bonds or the refinancing of the acquisition and construction of the Pinellas County Project or the Other Projects.

SECTION 11. Governing Law. This Agreement shall be construed and enforced in accordance with, and the rights of the parties shall be governed by, the laws of the State of Florida, without regard to conflict of law principles.

SECTION 12. Execution in Counterparts. This Agreement may be executed in several counterparts, each of which shall be an original and all of which shall constitute but one and the same instrument.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the parties to this Agreement have caused this Agreement to be executed by the proper officers thereof and have caused their seals to be affixed hereto and attested by the proper officers thereof, all as of the date first above written.

PINELLAS COUNTY INDUSTRIAL
DEVELOPMENT AUTHORITY (d/b/a Pinellas
County Economic Development Authority)

(SEAL)

By: _____

Name: John Morrone

Title: Chairman

Attested and Countersigned:

By: _____

Name: Michael Meidel

Title: Executive Director

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this ____ day of _____, 2015, by John Morrone, Chairman of the Pinellas County Industrial Development Authority (d/b/a Pinellas County Economic Development Authority), who is personally known to me or who has produced _____ as identification.

(SEAL)

Printed/Typed Name: _____

Notary Public-State of Florida

Commission Number:

[First Signature Page to Interlocal Agreement]

BREVARD COUNTY, FLORIDA

(SEAL)

By: _____

Name: Jim Barfield, Chairman

Title: Board of County Commissioners

Attested and Countersigned:

By: _____

Name: Scott Ellis, Clerk

Title: Clerk of the Court, Brevard County, Florida

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this ____ day of _____, 2015, by _____ of _____ who is personally known to me or who has produced _____ as identification.

(SEAL)

Printed/Typed Name: _____

Notary Public-State of Florida

Commission Number:

[Second Signature Page to Interlocal Agreement]

APPROVAL AND ACKNOWLEDGMENT OF THE BORROWER

Volunteers of America of Florida, Inc., a Florida not-for-profit corporation, hereby approves this Interlocal Agreement and acknowledges acceptance of its obligations arising hereunder, including, without limitation, its obligations under Section 6 hereof, by causing this Approval and Acknowledgment to be executed by its proper officer as of the date of said Interlocal Agreement.

VOLUNTEERS OF AMERICA OF FLORIDA,
INC.

By: _____
Print Name: _____
Title: _____

[Approval and Acknowledgment Signature Page to Interlocal Agreement]

EXHIBIT A
PROJECT DESCRIPTIONS

Pinellas County Project:

Finance, refinance and/or reimburse the costs of certain social service facilities, including a commercial condominium unit totaling approximately 8,580 square feet used as corporate offices to manage and administer operations located at the following address: 405 Central Avenue, Suite 100, St. Petersburg, Florida and four buildings totaling 28,491 square feet consisting of 36 units for low-income housing for veterans and other qualifying residents, located at 802 Mango Street, Tarpon Springs, Florida.

Other Projects:

Refinance and/or reimburse the costs of certain social service facilities, including (i) two buildings totaling approximately 13,560 square feet consisting of 12 units for housing approximately 20 veterans in semi-private units with shared common living space and private bedroom space, located at 1422-1444 55th Avenue West, Bradenton, Florida and low-income housing for veterans and qualifying residents located at 802-818 62nd Avenue Terrace, Bradenton, Florida; 6210-6214 11th Street, Bradenton, Florida; 1013-1015 and 1107-1124 62nd Avenue, Bradenton, Florida; 6214-6216 12th Street, Bradenton, Florida and 409 29th Street, Palmetto, Florida; (ii) eight buildings totaling approximately 20,736 square feet for transitional supportive housing serving approximately 52 veterans in semi-private shared 4-bedroom units with common living space located at 1280 Kissimmee Street, Tallahassee, Florida; and (iii) one building totaling approximately 5,200 square feet serving as a full-service training, education and employment center offering a computer resource center, meeting and classrooms and a community activity area located at 908 Peachtree Street, Cocoa, Florida.

This instrument was prepared by or under the supervision of (and after recording should be returned to):

(Space reserved for Clerk of Court)

Grace E. Dunlap, Esq.
Bryant Miller Olive P.A.
One Tampa City Center, Suite 2700
Tampa, Florida 33762

INTERLOCAL AGREEMENT

THIS INTERLOCAL AGREEMENT (the "Agreement") is dated as of December 1, 2015, and is entered into between the PINELLAS COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY (d/b/a the Pinellas County Economic Development Authority), an industrial development authority (the "Issuer") created by Pinellas County, Florida ("Pinellas County") under the laws of the State of Florida, and BREVARD COUNTY, FLORIDA, a charter county and political subdivision existing under the provisions and laws of the State of Florida (the "Public Agency"), and consented to by Volunteers of America of Florida, Inc. (the "Borrower"), a Florida not-for-profit corporation;

WITNESSETH:

WHEREAS, the Issuer and the Public Agency each represent to the other that pursuant to applicable provisions of law, including Chapter 159, Parts II and III, Florida Statutes, it is authorized to issue Industrial Development Revenue Bonds to finance or refinance the acquisition, construction, equipping, renovation and expansion of social service facilities for private, not-for-profit corporations in accordance with such applicable provisions of law; and

WHEREAS, the Issuer and the Public Agency each constitutes a "public agency" within the meaning of Section 163.01, Florida Statutes, as amended (the "Interlocal Act"), and is authorized to enter into interlocal agreements providing for them to jointly exercise any power, privilege or authority which each of them could exercise separately; and

WHEREAS, the Borrower has requested that the Issuer and the Public Agency enter into this Agreement to authorize the Issuer to issue its Industrial Development Revenue Bonds (Volunteers of America Project), Series 2015 in a principal amount not exceeding \$4,500,000 (such Revenue Bonds, together with any obligation issued to refund the indebtedness evidenced by such Revenue Bonds, are hereinafter referred to, collectively, as the "Revenue Bonds") to finance, refinance and/or reimburse the costs of certain social service facilities in Pinellas County to manage and administer the Borrower's operations to provide housing and services for veterans and other displaced families (the "Pinellas County Project") and finance and refinance other social service facilities in Manatee County, Brevard County and Leon County (the "Other Projects"). The proceeds in an amount not to exceed \$4,500,000 in principal

amount of said Revenue Bonds are to be applied to refinance the projects described in Exhibit A hereto; and

WHEREAS, such financing and refinancing through a single plan of finance consisting of the issuance of one series of Revenue Bonds by the Issuer to finance and refinance the Pinellas County Project and the Other Projects (as described on Exhibit A) will result in significant cost savings to the Borrower when compared to the costs of the issuance and sale of separate Revenue Bonds by the Issuer and by the various counties and/or cities in which the various portions of the qualifying projects are located to finance or refinance such qualifying projects; and

WHEREAS, the Issuer and the Public Agency have agreed to enter into this Agreement for the purposes stated above; and

WHEREAS, on November 24, 2015, the Issuer approved the issuance of the Revenue Bonds, the application of the proceeds thereof and the execution and delivery of this Agreement by the Issuer; and

WHEREAS, on November 10, 2015, the Board of County Commissioners of Pinellas County, Florida (the "Board of County Commissioners" approved the issuance of the Revenue Bonds by the Issuer; and

WHEREAS, on November 17, 2015, the Public Agency approved the execution and delivery of this Agreement and the issuance of the Revenue Bonds by the Issuer and application of a portion of the proceeds of the Revenue Bonds to refinance the Brevard County Project (defined below) and the Other Projects, including one building totaling approximately 5,200 square feet serving as a full-service training, education and employment center offering a computer resource center, meeting and classrooms and a community activity area located at 908 Peachtree Street, Cocoa, Florida (the "Brevard Project"); and

WHEREAS, on November 17, 2015, the Public Agency approved the issuance of the Revenue Bonds by the Issuer and the application of a portion of the proceeds thereof to finance or refinance the Brevard Project; and

WHEREAS, the Interlocal Act authorizes the Issuer and the Public Agency to enter into this Agreement and confers upon the Issuer authorization to issue the Revenue Bonds and to apply the proceeds thereof to refund certain debt in order to refinance the Pinellas County Project and the Other Projects through a loan of such proceeds to the Borrower; and

WHEREAS, the parties hereto desire to agree to the issuance of the Revenue Bonds by the Issuer for such purposes and such agreement by such parties is in the public interest; and

WHEREAS, the Borrower has agreed to indemnify the Issuer and the Public Agency and to pay any costs in connection with the execution of this Agreement.

NOW, THEREFORE, for and in consideration of the premises hereinafter contained, and intending to be legally bound hereby, the parties hereto agree as follows:

SECTION 1. Authorization to Issue the Revenue Bonds. The Issuer and the Public Agency do hereby agree that the Issuer is hereby authorized to issue the Revenue Bonds in a principal amount not exceeding \$4,500,000 and to loan the proceeds thereof to the Borrower to finance or refinance the qualifying projects described above, including the Brevard Project. The Issuer is hereby authorized to exercise all powers relating to the issuance of the Revenue Bonds vested in the Public Agency pursuant to the Constitution and the laws of the State of Florida and to do all things within the jurisdiction of the Public Agency which are necessary or convenient for the issuance of the Revenue Bonds. It is the intent of this Agreement and the parties hereto that the Issuer be vested, to the maximum extent permitted by law, with all powers which the Public Agency might exercise with respect to the issuance of the Revenue Bonds and the lending of the proceeds thereof to the Borrower to finance or refinance the Brevard Project as though the Public Agency were issuing such Revenue Bonds as its own special limited obligation.

SECTION 2. Qualifying Project.

A. The Issuer hereby represents, determines and agrees as follows:

1. The Pinellas County Project constitutes a "project" as such term is used in Chapter 159, Part II, Florida Statutes.

2. The Borrower is financially responsible and fully capable and willing to fulfill its obligations under the financing agreement, including the obligations to make payments in the amounts and at the times required, to operate, repair, and maintain at its own expense the Pinellas County Project, and to serve the purposes of Chapter 159, Part II, Florida Statutes and such other responsibilities as may be imposed under the financing agreement.

3. Adequate provision will be made in the financing agreements for the operation, repair, and maintenance of the Pinellas County Project at the expense of the Borrower and for the payment of principal of and interest on the Revenue Bonds.

4. A public hearing was held on November 10, 2015 by the Board of County Commissioners during which comments concerning the issuance of the Revenue Bonds by the Board of County Commissioners to finance or refinance the Pinellas County Project were requested and could be heard.

B. The Public Agency hereby represents, determines and agrees as follows:

1. The Brevard Project is appropriate to the needs and circumstances of, and shall continue to make a significant contribution to the economic growth of the Public Agency; shall continue to preserve gainful employment; and shall serve a public

purpose by continuing to advance the economic prosperity, the public health, or the general welfare through the continued provision of social services of the State of Florida and its people.

2. The Public Agency has been and will be able to continue to cope satisfactorily with the impact of the Brevard Project and will be able to continue to provide the public facilities, including utilities and public services, if any, that will be necessary for the continued operation, repair, and maintenance of the Brevard Project and on account of any increases in population or other circumstances resulting therefrom.

3. A public hearing was held on November 17, 2015, by the Public Agency during which comments concerning approval by the Public Agency of the issuance of the Revenue Bonds by the Issuer to refinance the Brevard Project were requested and could be heard.

4. The Public Agency approved the issuance of the Revenue Bonds by the Issuer and the use of the proceeds thereof to refinance the Brevard Project at a meeting on November 17, 2015.

SECTION 3. No Pecuniary Liability of the Public Agency: Limited Obligation of the Issuer. Neither the provisions, covenants or agreements contained in this Agreement and any obligations imposed upon the Public Agency hereunder, nor the Revenue Bonds issued pursuant to this Agreement, shall constitute an indebtedness or liability of the Issuer, Pinellas County or the Public Agency. The Revenue Bonds when issued, and the interest thereon, shall be a limited and special obligation of the Issuer payable solely from certain revenues and other amounts pledged thereto by the terms thereof.

SECTION 4. No Personal Liability. No covenant or agreement contained in this Agreement shall be deemed to be a covenant or agreement of any member, officer, agent or employee of the Issuer, Pinellas County or the Public Agency in his or her individual capacity and no member, officer, agent or employee of the Issuer, Pinellas County or the Public Agency shall be liable personally on this Agreement or be subject to any personal liability or accountability by reason of the execution of this Agreement or the issuance of the Revenue Bonds.

SECTION 5. Allocation of Responsibilities. The Issuer shall take all actions it deems necessary or appropriate in connection with the issuance of the Revenue Bonds, including, in its discretion, the preparation, review, execution and filing with government agencies of certificates, opinions, agreements and other documents to be delivered at the closing of the Revenue Bonds and the establishment of any funds and accounts pursuant to a financing agreement related to the Revenue Bonds.

Neither the Issuer, Pinellas County nor the Public Agency shall be liable for the costs of issuing the Revenue Bonds or the costs incurred by any of them in connection with the

preparation, review, execution or approval of this Interlocal Agreement or any documentation or opinions required to be delivered in connection therewith by the Issuer, Pinellas County or the Public Agency or counsel to any of them. All of such costs shall be paid from the proceeds of the Revenue Bonds or from other moneys of the Borrower.

SECTION 6. Indemnity. The Borrower, by its approval and acknowledgment at the end of this Agreement, agrees to indemnify and hold harmless the Issuer and the Public Agency, and their respective elected and appointed officials, members, officers, employees and agents, from and against any and all losses, claims, damages, liabilities or expenses, of every conceivable kind, character and nature whatsoever, including, but not limited to, losses, claims, damages, liabilities or expenses (including reasonable fees and expenses of attorneys, accountants, consultants and other experts), arising out of, resulting from, or in any way connected with this Agreement or the issuance of the Revenue Bonds.

SECTION 7. Term. This Agreement will remain in full force and effect from the date of its execution, subject to the provisions of Section 8 hereof, until such time as it is terminated by any party hereto upon ten (10) days advance written notice to the other party hereto. Notwithstanding the foregoing, it is agreed that this Agreement may not be terminated so long as any of the Revenue Bonds, or any Revenue Bonds refunding the same, remains outstanding or unpaid. Nothing herein shall be deemed in any way to limit or restrict either party hereto from issuing its own obligations or entering into any other agreement for the financing or refinancing of any facility which either party hereto may choose to refinance.

SECTION 8. Filing of Agreement. It is agreed that this Agreement shall be filed by the Borrower or its authorized agent or representative with the Clerk of the Circuit Court of Pinellas County, Florida, and with the Clerk of the Circuit Court of Brevard County, all in accordance with the Interlocal Act, and that this Agreement shall not become effective until so filed.

SECTION 9. Severability of Invalid Provisions. If any one or more of the covenants, agreements or provisions herein contained 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 and shall in no way affect the validity of any of the other provisions hereof.

SECTION 10. Approval. The approval given herein shall not be construed as (i) an endorsement of the creditworthiness of the Borrower or the financial viability of the Pinellas County Project or the Other Projects, (ii) a recommendation to any prospective purchaser to purchase the Revenue Bonds, (iii) an evaluation of the likelihood of the repayment of the debt service on the Revenue 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 Pinellas County Project or the Other Projects, and the

parties hereto shall not be construed by reason of their execution and delivery of this Agreement to make any such endorsement, finding or recommendation to have waived any right of the parties hereto or estopping the parties hereto from asserting any rights or responsibilities it may have in such regard. Further, the approval by the Public Agency of the issuance of the Revenue Bonds by the Issuer shall not be construed to obligate the Public Agency to incur any liability, pecuniary or otherwise, in connection with either the issuance of the Revenue Bonds or the refinancing of the acquisition and construction of the Pinellas County Project or the Other Projects.

SECTION 11. Governing Law. This Agreement shall be construed and enforced in accordance with, and the rights of the parties shall be governed by, the laws of the State of Florida, without regard to conflict of law principles.

SECTION 12. Execution in Counterparts. This Agreement may be executed in several counterparts, each of which shall be an original and all of which shall constitute but one and the same instrument.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the parties to this Agreement have caused this Agreement to be executed by the proper officers thereof and have caused their seals to be affixed hereto and attested by the proper officers thereof, all as of the date first above written.

PINELLAS COUNTY INDUSTRIAL
DEVELOPMENT AUTHORITY (d/b/a Pinellas
County Economic Development Authority)

(SEAL)

By: _____

Name: John Morroni

Title: Chairman

Attested and Countersigned:

By: _____

Name: Michael Meidel

Title: Executive Director

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this ____ day of _____, 2015, by John Morroni, Chairman of the Pinellas County Industrial Development Authority (d/b/a Pinellas County Economic Development Authority), who is personally known to me or who has produced _____ as identification.

(SEAL)

Printed/Typed Name: _____

Notary Public-State of Florida

Commission Number:

[First Signature Page to Interlocal Agreement]

(SEAL)

BREVARD COUNTY, FLORIDA

By: J. Barfield
Name: JIM BARFIELD
Title: Chairman

Attested and Countersigned:

Approved by Board: 11/17/15

By: Scott Ellis
Name: SCOTT ELLIS, Clerk
Title: Clerk of the Court, Brevard County, Florida

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 17 day of November 2015, by Jim Barfield of _____ who is personally known to me or who has produced _____ as identification.

(SEAL)



DEBORAH W. THOMAS
NOTARY PUBLIC
STATE OF FLORIDA
Comm# EE206892
Expires 6/10/2016

Deborah Thomas
Printed/Typed Name: DEBORAH THOMAS
Notary Public-State of Florida
Commission Number: EE206892

[Second Signature Page to Interlocal Agreement]

APPROVAL AND ACKNOWLEDGMENT OF THE BORROWER

Volunteers of America of Florida, Inc., a Florida not-for-profit corporation, hereby approves this Interlocal Agreement and acknowledges acceptance of its obligations arising hereunder, including, without limitation, its obligations under Section 6 hereof, by causing this Approval and Acknowledgment to be executed by its proper officer as of the date of said Interlocal Agreement.

VOLUNTEERS OF AMERICA OF FLORIDA,
INC., a Florida not-for-profit corporation

By: _____

Print Name: Janet M. Stringfellow

Title: President and Chief Executive Officer

[Approval and Acknowledgment Signature Page to Interlocal Agreement]

EXHIBIT A

PROJECT DESCRIPTIONS

Pinellas County Project:

Finance, refinance and/or reimburse the costs of certain social service facilities, including a commercial condominium unit totaling approximately 8,580 square feet used as corporate offices to manage and administer operations located at the following address: 405 Central Avenue, Suite 100, St. Petersburg, Florida and four buildings totaling 28,491 square feet consisting of 36 units for low-income housing for veterans and other qualifying residents, located at 802 Mango Street, Tarpon Springs, Florida.

Other Projects:

Refinance and/or reimburse the costs of certain social service facilities, including (i) two buildings totaling approximately 13,560 square feet consisting of 12 units for housing approximately 20 veterans in semi-private units with shared common living space and private bedroom space, located at 1422-1444 55th Avenue West, Bradenton, Florida and low-income housing for veterans and qualifying residents located at 802-818 62nd Avenue Terrace, Bradenton, Florida; 6210-6214 11th Street, Bradenton, Florida; 1013-1015 and 1107-1124 62nd Avenue, Bradenton, Florida; 6214-6216 12th Street, Bradenton, Florida and 409 29th Street, Palmetto, Florida; (ii) eight buildings totaling approximately 20,736 square feet for transitional supportive housing serving approximately 52 veterans in semi-private shared 4-bedroom units with common living space located at 1280 Kissimmee Street, Tallahassee, Florida; and (iii) one building totaling approximately 5,200 square feet serving as a full-service training, education and employment center offering a computer resource center, meeting and classrooms and a community activity area located at 908 Peachtree Street, Cocoa, Florida.

Lewis, Sally A

From: JoLinda Herring <jherring@bmolaw.com>
Sent: Monday, November 16, 2015 3:42 PM
To: Lewis, Sally A; Whitten, Stockton E
Cc: Grace E. Dunlap; Charisse Lock
Subject: RE: Agenda request form | Brevard County BOCC
Attachments: Brevard Interlocal Agreement.pdf; Brevard - Interlocal Agreement (01057431-3).doc

Hi Stockton,

Attached is the final Interlocal for the Volunteers of America project in anticipation of approval tomorrow. The Brevard County signature page is page 8. We would like two originals and I have attached both Word and PDF versions. The PDF version includes the signature page from Volunteers of America. Pinellas County will sign theirs on November 24th. We will send you a fully executed copy after recording. Let me know if you need anything else. Thanks!

JoLinda Herring

Bryant Miller Olive

SunTrust International Center

1 SE 3rd Avenue

Suite 2200

Miami, FL 33131

Telephone: (305) 374-7349

Fax: (305) 374-0895

jherring@bmolaw.com

(Please note address change above)

ATTACHED ARE THE
 TWO (2) INTERLOCAL
 AGREEMENTS FOR
 SIGNATURE,
 V.F. 1

NOTICE TO RECIPIENT: This e-mail message is intended only for you and may contain confidential information and/or attachments that are intended only for you. If you are not the named recipient, any review, use, dissemination, distribution or copying of this e-mail is strictly prohibited. If you have received this e-mail in error, please notify us immediately by return e-mail or by telephone and delete this message. Please note that if this e-mail contains a forwarded message, an attachment, or is in reply to a prior message, some or all of the contents of this message may not have been produced by Bryant Miller Olive P.A.

From: Kareem J. Spratling

Sent: Thursday, October 22, 2015 10:17 AM

To: 'Lewis, Sally A'

Cc: Grace E. Dunlap; Charisse Lock; JoLinda Herring

Subject: RE: Agenda request form | Brevard County BOCC

Sally,

Good morning! Attached please find the following items:

1. Agenda Report;
2. Form of TEFRA Resolution;
3. Form of Interlocal Agreement; and
4. TEFRA Notice.

With respect to the Agenda Report, we did our best to conform to the form you provided, but I have a suspicion that we may have missed something specific to Brevard County. Please let me know if there's anything we can fix. Also, Exhibit B to the form TEFRA Resolution will not be available from the newspaper until after they publish. Often times we handle the publication of the notice, but if that's something you all would like to handle please let us know. If we manage the process, we will provide an Affidavit of Publication ASAP.


Please let us know if you have any questions, comments or concerns or need anything else to get the agenda process moving.

Thank you,
KJS

Kareem J. Spratling
Shareholder

Bryant Miller Olive
One Tampa City Center, Suite 2700
Tampa, Florida 33602
(813) 273-6677 (main)
(850) 212-6535 (mobile)
(813) 223-2705 (fax)
kspratling@bmolaw.com

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 Go Green: Please do not print this email unless you really need to!

From: Lewis, Sally A [<mailto:Sally.Lewis@brevardcounty.us>]
Sent: Thursday, October 22, 2015 8:18 AM
To: Kareem J. Spratling
Subject: RE: Agenda request form

Thank you,
Sally

From: Kareem J. Spratling [<mailto:kspratling@bmolaw.com>]
Sent: Wednesday, October 21, 2015 5:07 PM
To: Lewis, Sally A
Cc: Grace E. Dunlap; JoLinda Herring; Charisse Lock
Subject: RE: Agenda request form

Sally,

Hi! Please feel free to call me Kareem. Our understanding from Mr. Whitten is that the item can be placed on the November 17 Agenda. That will give us sufficient time to advertise the item in the local newspaper.

We will provide you with the completed Agenda Request Form and the relevant documentation tomorrow. Attached is what we sent Mr. Whitten, but now that we have a date in mind we can fill in a few blanks.

Please let me know if you have questions or if we can help in any other way.

Best regards,
KJS

Kareem J. Spratling
Shareholder

Bryant Miller Olive
One Tampa City Center, Suite 2700
Tampa, Florida 33602
(813) 273-6677 (main)
(850) 212-6535 (mobile)
(813) 223-2705 (fax)
kspratling@bmolaw.com

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From: Lewis, Sally A [<mailto:Sally.Lewis@brevardcounty.us>]
Sent: Wednesday, October 21, 2015 4:31 PM
To: Kareem J. Spratling
Cc: Grace E. Dunlap; JoLinda Herring
Subject: Agenda request form

Mr. Spratling,

Attached is an agenda request form for you to fill out.

The dates for future Board meetings prior to December 1 are:
November 3, 2015 9:00 a.m.
November 5, 2015 5:00 p.m.

November 17, 2015 9:00 a.m.

Please fill out the attached form and get it back to me as soon as possible.

I do not have any of the attachments. If you sent them to Mr. Whitten I will ask him to print them for me.

Thank you,

Sally

Sally Lewis
2725 Judge Fran Jamieson Way
Viera, Fl. 32940
321-633-2010
Sally.lewis@brevardcounty.us

Under Florida law, all correspondence sent to the Clerk's Office, which is not exempt or confidential pursuant to Chapter 119 of the Florida Statutes, is public record. If you do not want the public record contents of your e-mail or your e-mail address to be provided to the public in response to a public records request, please do not send electronic mail to this entity. Instead, contact this office by phone or in writing.

"Under Florida Law, email addresses are Public Records. If you do not want your e-mail address released in response to public record requests, do not send electronic mail to this entity. Instead, contact this office by phone or in writing."

NOTICE OF PUBLIC HEARING

The Board of County Commissioners of Brevard County, Florida ("Brevard County"), will consider the approval of an issue by the Pinellas County Industrial Development Authority (the "Authority") of its Revenue Bonds (Volunteers of America Project), Series 2015 (the "Bonds"), in an amount not to exceed \$4,500,000 issued on behalf of Volunteers of America of Florida, Inc., a Florida not-for-profit corporation (the "Borrower"), at a public hearing on November 17, 2015, at 9:00 a.m., or as soon thereafter as practically possible, at the Brevard County's meeting chambers, located at Government Center, 2725 Fran Jamieson Way, Building C, First Floor, Viera, Florida in order to satisfy certain of the requirements of Section 147(f) of the Internal Revenue Code of 1986, as amended.

The Borrower provides housing, health and social service programs to support military veterans, the elderly, the mentally ill and developmentally disabled at its facilities. Services include behavioral, mental health and substance abuse counseling, health services, and employment support services. The proceeds of such issue of Bonds will be used by the Borrower to finance, refinance and/or reimburse various projects in the State of Florida, including the costs of constructing, relocating, acquiring and equipping of certain social service facilities, including, but not limited to, one building totaling approximately 5,200 square feet serving as a full-service training, education and employment center offering a computer resource center, meeting and classrooms and a community activity area located at 908 Peachtree Street Cocoa, Florida (the "Brevard Project"). The Borrower owns the Brevard Project.

The hearing is being held for the purpose of affording residents of the Brevard County and other interested persons an opportunity to express their views, both orally and in writing, on the proposed issuance of the Bonds and the nature and location of the facilities to be financed with the proceeds thereof.

THE BONDS WILL NOT CONSTITUTE AN INDEBTEDNESS OF BREVARD COUNTY, FLORIDA, THE STATE OF FLORIDA OR ANY POLITICAL SUBDIVISION THEREOF, BUT WILL BE PAYABLE SOLELY FROM THE REVENUES DERIVED FROM THE OPERATION OF THE BORROWER AND OTHER REVENUES OF THE BORROWER PLEDGED TO THE PAYMENT OF THE BONDS.

ALL PERSONS FOR OR AGAINST SAID APPROVAL CAN BE HEARD AT SAID TIME AND PLACE. IF A PERSON DECIDES TO APPEAL ANY DECISION MADE BY THE COUNTY WITH RESPECT TO SUCH HEARING OR MEETING, (S)HE WILL NEED TO ENSURE THAT A VERBATIM RECORD OF SUCH HEARING OR MEETING IS MADE, WHICH RECORD INCLUDES THE TESTIMONY AND EVIDENCE UPON WHICH THE APPEAL IS BASED.

In accordance with the Americans with Disabilities Act, persons needing a special accommodation to participate in this hearing should contact the County no later than forty-

eight (48) hours prior to the hearing at the address given in this notice. Telephone:
321/633-2000.

Board of County Commissioners of Brevard
County, Florida

By: /s/ Robin Fisher

Title: Chair

01055052.doc

Lewis, Sally A

From: Charisse Lock <clock@bmolaw.com>
Sent: Tuesday, October 27, 2015 10:41 AM
To: Lewis, Sally A
Cc: Kareem J. Spratling
Subject: Volunteers of America - Brevard Notice of Public Hearing

Good morning Sally, we confirmed publication (below). We will provide the affidavit of publication to your attention as soon as it becomes available. Thank you.

Florida Today
 Oct. 27, 2015
 Miscellaneous Notices

AD#819447 10/27/2015 NOTICE OF PUBLIC HEARING The Board of County Commissioners of Brevard County, Florida ("Brevard County"), will consider the approval of an issue by the Pinellas County Industrial Development Authority (the "Authority") of its Revenue Bonds (Volunteers of America Project), Series 2015 (the "Bonds"), in an amount not to exceed \$4,500,000 issued on behalf of Volunteers of America of Florida, Inc., a Florida not-for-profit corporation (the "Borrower"), at a public hearing on November 17, 2015, at 9:00 a.m., or as soon thereafter as practically possible, at the Brevard County's meeting chambers, located at Government Center, 2725 Fran Jamieson Way, Building C, First Floor, Viera, Florida in order to satisfy certain of the requirements of Section 147(f) of the Internal Revenue Code of 1986, as amended. The Borrower provides housing, health and social service programs to support military veterans, the elderly, the mentally ill and developmentally disabled at its facilities. Services include behavioral, mental health and substance abuse counseling, health services, and employment support services. The proceeds of such issue of Bonds will be used by the Borrower to finance, refinance and/or reimburse various projects in the State of Florida, including the costs of constructing, relocating, acquiring and equipping of certain social service facilities, including, but not limited to, one building totaling approximately 5,200 square feet serving as a full-service training, education and employment center offering a computer resource center, meeting and classrooms and a community activity area located at 908 Peachtree Street Cocoa, Florida (the "Brevard Project"). The Borrower owns the Brevard Project. The hearing is being held for the purpose of affording residents of the Brevard County and other interested persons an opportunity to express their views, both orally and in writing, on the proposed issuance of the Bonds and the nature and location of the facilities to be financed with the proceeds thereof. THE BONDS WILL NOT CONSTITUTE AN INDEBTEDNESS OF BREVARD COUNTY, FLORIDA, THE STATE OF FLORIDA OR ANY POLITICAL SUBDIVISION THEREOF, BUT WILL BE PAYABLE SOLELY FROM THE REVENUES DERIVED FROM THE OPERATION OF THE BORROWER AND OTHER REVENUES OF THE BORROWER PLEDGED TO THE PAYMENT OF THE BONDS. ALL PERSONS FOR OR AGAINST SAID APPROVAL CAN BE HEARD AT SAID TIME AND PLACE. IF A PERSON DECIDES TO APPEAL ANY DECISION MADE BY THE COUNTY WITH RESPECT TO SUCH HEARING OR MEETING, (S)HE WILL NEED TO ENSURE THAT A VERBATIM RECORD OF SUCH HEARING OR MEETING IS MADE, WHICH RECORD INCLUDES THE TESTIMONY AND EVIDENCE UPON WHICH THE APPEAL IS BASED. In accordance with the Americans with Disabilities Act, persons needing a special accommodation to participate in this hearing should contact the County no later than forty-eight (48) hours prior to the hearing at the address given in this notice. Telephone: 321/633-2000. Board of County Commissioners of Brevard County, Florida By: /s/ Robin Fisher Title: Chair

Charisse A. Lock
 Florida Registered Paralegal

Bryant Miller Olive
 One Tampa City Center, Suite 2700
 Tampa, Florida 33602
 813.222.1723 | Direct
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Lewis, Sally A

From: Charisse Lock <clock@bmolaw.com>
Sent: Tuesday, October 27, 2015 10:41 AM
To: Lewis, Sally A
Cc: Kareem J. Spratling
Subject: Volunteers of America - Brevard Notice of Public Hearing

Follow Up Flag: Follow up
Flag Status: Flagged

Categories: Advertising, Agendas

Good morning Sally, we confirmed publication (below). We will provide the affidavit of publication to your attention as soon as it becomes available. Thank you.

Florida Today
 Oct. 27, 2015
 Miscellaneous Notices

AD#819447 10/27/2015 NOTICE OF PUBLIC HEARING The Board of County Commissioners of Brevard County, Florida ("Brevard County"), will consider the approval of an issue by the Pinellas County Industrial Development Authority (the "Authority") of its Revenue Bonds (Volunteers of America Project), Series 2015 (the "Bonds"), in an amount not to exceed \$4,500,000 issued on behalf of Volunteers of America of Florida, Inc., a Florida not-for-profit corporation (the "Borrower"), at a public hearing on November 17, 2015, at 9:00 a.m., or as soon thereafter as practically possible, at the Brevard County's meeting chambers, located at Government Center, 2725 Fran Jamieson Way, Building C, First Floor, Viera, Florida in order to satisfy certain of the requirements of Section 147(f) of the Internal Revenue Code of 1986, as amended. The Borrower provides housing, health and social service programs to support military veterans, the elderly, the mentally ill and developmentally disabled at its facilities. Services include behavioral, mental health and substance abuse counseling, health services, and employment support services. The proceeds of such issue of Bonds will be used by the Borrower to finance, refinance and/or reimburse various projects in the State of Florida, including the costs of constructing, relocating, acquiring and equipping of certain social service facilities, including, but not limited to, one building totaling approximately 5,200 square feet serving as a full-service training, education and employment center offering a computer resource center, meeting and classrooms and a community activity area located at 908 Peachtree Street Cocoa, Florida (the "Brevard Project"). The Borrower owns the Brevard Project. The hearing is being held for the purpose of affording residents of the Brevard County and other interested persons an opportunity to express their views, both orally and in writing, on the proposed issuance of the Bonds and the nature and location of the facilities to be financed with the proceeds thereof. THE BONDS WILL NOT CONSTITUTE AN INDEBTEDNESS OF BREVARD COUNTY, FLORIDA, THE STATE OF FLORIDA OR ANY POLITICAL SUBDIVISION THEREOF, BUT WILL BE PAYABLE SOLELY FROM THE REVENUES DERIVED FROM THE OPERATION OF THE BORROWER AND OTHER REVENUES OF THE BORROWER PLEDGED TO THE PAYMENT OF THE BONDS. ALL PERSONS FOR OR AGAINST SAID APPROVAL CAN BE HEARD AT SAID TIME AND PLACE. IF A PERSON DECIDES TO APPEAL ANY DECISION MADE BY THE COUNTY WITH RESPECT TO SUCH HEARING OR MEETING, (S)HE WILL NEED TO ENSURE THAT A VERBATIM RECORD OF SUCH HEARING OR MEETING IS MADE, WHICH RECORD INCLUDES THE TESTIMONY AND EVIDENCE UPON WHICH THE APPEAL IS BASED. In accordance with the Americans with Disabilities Act, persons needing a special accommodation to participate in this hearing should contact the County no later than forty-eight (48) hours prior to the hearing at the address given in this notice. Telephone: 321/633-2000. Board of County Commissioners of Brevard County, Florida By: /s/ Robin Fisher Title: Chair

Charisse A. Lock
 Florida Registered Paralegal

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