



County of Sonoma

State of California

Date: July 13, 2021

Item Number: _____

Resolution Number: _____

☐ 4/5 Vote Required

Resolution Of The Board Of Supervisors Of The County Of Sonoma, State Of California, approving the issuance of bonds pursuant to a plan of finance by California Statewide Communities Development Authority in an aggregate principal amount not to exceed \$450,000,000, for the purpose of financing and/or refinancing the acquisition, construction, equipping, improvement, renovation, rehabilitation and/or remodeling of senior living and related facilities and certain other matters relating thereto

Whereas, Front Porch Communities and Services, a California nonprofit public benefit corporation (the “Borrower”), has requested that the California Statewide Communities Development Authority (the “Issuer”) provide for the issuance of one or more series of revenue bonds from time to time pursuant to a plan of finance in an aggregate principal amount not to exceed \$450,000,000 (the “Bonds”); and

Whereas, the proceeds of the Bonds will be used, among other things, to finance and/or refinance the acquisition, construction, equipping, improvement, renovation, rehabilitation and/or remodeling of senior living and related facilities known as Spring Lake Village (proceeds not to exceed \$105,000,000) and Friends House (proceeds not to exceed \$5,000,000) (collectively, the “Project”), which are all owned and operated by Covia Communities, the sole corporate member of which is the Borrower; and

Whereas, the Project is located within the County of Sonoma (the “County”); and

Whereas, pursuant to Section 147(f) of the Internal Revenue Code of 1986, as amended (the “Code”), the issuance of the Bonds by the Issuer must be approved by the

County because the Project is located within the territorial limits of the County; and

Whereas, the Board of Supervisors of the County (the “Board of Supervisors”) is the elected legislative body of the County and is the applicable elected representative under Section 147(f) of the Code; and

Whereas, the Issuer has requested that the Board of Supervisors approve the issuance of the Bonds by the Issuer in order to satisfy the public approval requirement of Section 147(f) of the Code and the requirements of Section 9 of the Amended and Restated Joint Exercise of Powers Agreement, dated as of June 1, 1988 (the “Agreement”), among certain local agencies, including the County;

Whereas, the Issuer is also requesting that the Board of Supervisors approve the issuance of any refunding bonds hereafter issued by the Issuer for the purpose of refinancing the Bonds which financed and/or refinanced the Project (the “Refunding Bonds”), but only in such cases where federal tax laws would not require additional consideration or approval by the Board of Supervisors; and

Whereas, pursuant to Section 147(f) of the Code, the Board of Supervisors has, following notice duly given, held a public hearing regarding the issuance of the Bonds, and now desires to approve the issuance of the Bonds by the Issuer; and

Whereas, the Board of Supervisors understands that its actions in holding this public hearing and in approving this Resolution do not obligate the Board of Supervisors in any manner for payment of the principal, interest, fees or any other costs associated with the issuance of the Bonds or Refunding Bonds, and said Board of Supervisors expressly conditions its approval of this Resolution on that understanding.

Now, Therefore, Be It Resolved by the Board of Supervisors of the County of Sonoma that:

Section 1. The Board of Supervisors hereby approves the issuance by the Issuer of the Bonds and the Refunding Bonds for the purposes of financing

and/or refinancing the Project. It is the purpose and intent of the Board of Supervisors that this Resolution shall constitute approval of (a) the issuance of the Bonds by the Issuer for the purposes of Section 147(f) of the Code by the applicable elected representative of the governmental unit having jurisdiction over the area in which the Project is located, and (b) the issuance of the Bonds and Refunding Bonds for the purposes of Section 9 of the Agreement.

Section 2. The officers of the Board of Supervisors are hereby authorized and directed, jointly and severally, to do any and all things and execute and deliver any and all documents, certificates and other instruments which they deem necessary or advisable in order to carry out, give effect to and comply with the terms and intent of this Resolution and the financing transaction approved hereby. Any actions heretofore taken by such officers are hereby ratified and approved.

Section 3. The Board of Supervisors expressly conditions its approval of this Resolution on its understanding that the County shall have no obligation whatsoever to pay any principal, interest, fees or any other costs associated with the Issuer's issuance of the Bonds or Refunding Bonds for the financing and/or refinancing of the Project.

Section 4. The Clerk shall forward a certified copy of this Resolution to the Issuer in care of its bond counsel:

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Section 5. This Resolution shall take effect from and after its passage and approval.

Resolution #21-

Date:

Page 4

Supervisors:

Gorin:

Rabbitt:

Coursey:

Gore:

Hopkins:

Ayes:

Noes:

Absent:

Abstain:

So Ordered.