

**Before the Board of Supervisors in and for the
County of Monterey, State of California**

Resolution No. 21-_____

A resolution approving the issuance of bonds)
pursuant to a plan of finance by the 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 Canterbury Woods (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 Monterey (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”) 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 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; and

WHEREAS, the Issuer is also requesting that the Board 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; and

WHEREAS, pursuant to Section 147(f) of the Code, the Board 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 understands that its actions in holding this public hearing and in approving this Resolution do not obligate the Board 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 expressly conditions its approval of this Resolution on that understanding.

WHEREAS, it is intended that this Resolution shall comply with the public approval requirements of Section 147(f) of the Code and Section 9 of the Agreement; provided, however, that this Resolution is neither intended to nor shall it constitute an approval by the Board of the Project for any other purpose, including, but not limited to, compliance with the California Environmental Quality Act (California Public Resources Code, Section 21100, et seq.) (“CEQA”);

NOW, THEREFORE, BE IT RESOLVED, by the Board of Supervisors of the County of Monterey, as follows:

Section 1. The Board 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 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 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 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 Bonds shall be a limited obligation of the Issuer, payable solely from certain revenues duly pledged therefor and generally representing amounts paid by the Borrower. The Bonds shall not constitute a debt or obligation of the County.

Section 5. The adoption of this Resolution shall not obligate the County or any department thereof to (i) provide any financing to acquire or take any action with respect to the Project; (ii) approve any application or request for or take any other action in connection with any planning approval, permit or other action necessary for the Project; (iii) make any contribution or advance any funds whatsoever to the Issuer; or (iv) take any further action with respect to the Issuer or its membership therein.

Section 6. The officers of the County are hereby authorized and directed, jointly and severally, to do any and all things and to execute and deliver any and all documents 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.

Section 7. The Clerk shall forward a certified copy of this Resolution to the Issuer in care of its bond counsel:

Mayling Leong
Orrick, Herrington & Sutcliffe LLP
400 Capitol Mall, Suite 3000
Sacramento CA 95814

Section 8. This Resolution shall take effect from and after the date of its passage and adoption.

PASSED AND ADOPTED upon motion of Supervisor _____, seconded by Supervisor _____, and carried this ____ day of _____, 2021, by the following vote, to wit:

AYES:

NOES:

ABSENT:

I, Valerie Ralph, Clerk of the Board of Supervisors of the County of Monterey, State of California, hereby certify that the foregoing is a true copy of an original order of said Board of Supervisors duly made and entered in the minutes thereof at page _____ of Minute Book _____, on _____.

Dated:

Valerie Ralph, Clerk of the Board of Supervisors County of Monterey, State of California

By: _____
Deputy