

A RESOLUTION AUTHORIZING THE ISSUANCE OF REVENUE BONDS (EASTMONT LIVING PROJECT), SERIES 2020, IN A PRINCIPAL AMOUNT NOT TO EXCEED [\$15,500,000], FOR THE PURPOSE OF MAKING A LOAN TO CHRISTIAN RETIREMENT HOMES, INC., D/B/A EASTMONT LIVING, A NEBRASKA NONPROFIT CORPORATION, (1) TO REFUND THE HOSPITAL AUTHORITY NO. 1 OF LANCASTER COUNTY, NEBRASKA'S REVENUE REFUNDING BONDS (EASTMONT TOWERS PROJECT), SERIES 2011; (2) TO REFUND THE HOSPITAL AUTHORITY NO. 1 OF LANCASTER COUNTY, NEBRASKA'S REVENUE BONDS (EASTMONT TOWERS PROJECT), SERIES 2011B; AND (3) TO FINANCE COSTS OF CONSTRUCTING AND ACQUIRING CERTAIN IMPROVEMENTS TO THE BORROWER'S HEALTH CARE FACILITIES; APPROVING AND AUTHORIZING THE EXECUTION AND DELIVERY OF CERTAIN DOCUMENTS IN CONNECTION WITH THE ISSUANCE OF THE BONDS; MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE BONDS; AND RELATED MATTERS.

WHEREAS, The County of Lancaster, Nebraska (the **"Issuer"**) is a county and political subdivision of the State of Nebraska (the **"State"**);

WHEREAS, the Issuer is authorized by Sections 10-142 and 13-1101 to 13-1110, inclusive, Reissue Revised Statutes of Nebraska, as amended (the **"Act"**) to issue revenue bonds for the purpose of loaning the proceeds of such bonds to finance any land, building or equipment or other improvement, and all real and personal properties deemed necessary in connection therewith, which shall be suitable for use as a nonprofit enterprise or the refinancing of outstanding debt of an enterprise incurred to finance such land, building, equipment, improvement or other properties;

WHEREAS, Christian Retirement Homes, Inc., d/b/a Eastmont Living, a nonprofit corporation duly organized and validly existing under the laws of the State (the **"Borrower"**), has requested that the Issuer issue its Revenue Bonds (Eastmont Living Project), Series 2020, in a principal amount not to exceed [\$15,500,000] (the **"Bonds"**), and loan the proceeds thereof to the Borrower for the purpose of (a) refunding (i) the Hospital Authority No. 1 of Lancaster County, Nebraska's Revenue Refunding Bonds (Eastmont Towers Project), Series 2011, in the aggregate principal amount of \$1,420,000 (the **"2011 Refunded Bonds"**); (ii) the Hospital Authority No. 1 of Lancaster County, Nebraska's Revenue Bonds (Eastmont Towers Project), Series 2011B, in the aggregate principal amount of \$1,685,000 (the **"2011B Refunded Bonds"**); and (iii) certain other direct loan obligations of the Borrower (the **"Refinanced Obligations"** and, together with the 2011 Refunded Bonds and the 2011B Refunded Bonds, the **"Refunded Debt"**); and (b) financing costs of constructing and acquiring certain improvements to the Borrower's health care facilities (the **"2020 Project"** and, together with the improvements financed with the proceeds of the Refunded Debt, the **"Project"**);

WHEREAS, interest rates have declined such that by refinancing the Refunded Debt and the related obligations of the Borrower under the applicable loan agreements and financing the 2020 Project with a portion of the proceeds of refunding bonds by the Issuer, a substantial savings to the Borrower can be achieved;

WHEREAS, the Issuer has agreed to (a) issue the Bonds pursuant to a Bond Trust Indenture (the **"Indenture"**) between the Issuer and Union Bank and Trust Company (the **"Trustee"**), (b) loan the

proceeds thereof to the Borrower pursuant to a Loan Agreement (the “**Loan Agreement**”) between the Issuer and the Borrower, and (c) sell the Bonds to WaFd Bank, as initial purchaser (the “**Purchaser**”);

As evidence of and further security for its obligation to repay the Loan, the Borrower has issued its [_____ Obligation No. 1], in the maximum principal amount of [\$15,500,000] (“**Obligation No. 1**” or the “**Series 2020 Master Obligation**”), under the Master Trust Indenture dated as of September 1, 2020, as supplemented and amended, among the Borrower, Eastmont Towers Foundation and such other persons as from time to time are other Members of the Obligated Group (as defined therein), and Union Bank and Trust Company, as master trustee (the “**Master Trustee**”), and the First Supplemental Master Trust Indenture dated as of September 1, 2020 (said Master Trust Indenture, together with said First Supplemental Master Trust Indenture and all other amendments and supplements thereto, being referred to herein collectively as the “**Master Indenture**”).

WHEREAS, the following documents will be prepared in connection with the issuance, sale and delivery of the Bonds (collectively, the “**Financing Documents**”):

- (a) Indenture;
- (b) Loan Agreement; and
- (c) Tax Compliance Agreement with respect to the Bonds (the “**Tax Agreement**”), among the Issuer, the Borrower and the Trustee, concerning compliance with the provisions of the Internal Revenue Code of 1986, as amended (the “**Code**”), and the applicable regulations thereunder.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COMMISSIONERS OF THE COUNTY OF LANCASTER, NEBRASKA AS FOLLOWS:

ARTICLE I

LEGAL AUTHORIZATION; FINDINGS; LIMITED OBLIGATIONS

Section 1.01. Legal Authorization. The Issuer is a county and political subdivision of the State and is authorized under the Act to issue and sell the Bonds for the purposes, in the manner and upon the terms and conditions set forth in the Act, in this Resolution, and in the Financing Documents.

Section 1.02. Findings. The Issuer has heretofore found and determined, and does hereby find and determine, as follows:

- (a) Based entirely in reliance upon representations made to it by the Borrower in the Financing Documents, which representations the Borrower shall be deemed to have affirmed and ratified upon its execution of the Financing Documents, the Issuer does hereby find and determine the following:

- (1) pursuant to Section 13-1105 of the Act, (1) the amount necessary to pay the principal of and the interest on the Bonds is not to exceed \$_____ and (2) no reserve fund is advisable to be established in connection with the retirement of the Refunded Debt and the financing and maintenance of the Project including taxes;

(2) the Borrower expects to operate the Project as an integral part of its overall operations for the foreseeable future; and

(3) the Borrower is a private nonprofit corporation and is authorized by law to operate its facilities in the State.

(b) The Bonds, when issued, will be a special, limited revenue obligation of the Issuer payable solely from the loan repayments and other money received from the Borrower under the Loan Agreement and from certain other revenues pledged under the Indenture, and shall not be a general liability of the Issuer or a charge against its general credit.

(c) The Bonds will not be a debt of the State, or any city, village, county or political subdivision of the State, and none of the State or any city, village, county or political subdivision of the State shall be liable on the Bonds. The Bonds shall not constitute a debt within the meaning of any constitutional or statutory debt limitation of the State. The Issuer's taxing power is not pledged for repayment of the Bonds.

ARTICLE II

AUTHORIZATION OF BONDS APPROVAL OF FINANCING DOCUMENTS

Section 2.01. Authorization of Bonds.

(a) For the purpose of making a loan to the Borrower to pay all or part of the costs to refund the Refunded Debt, finance the Project, and costs of issuing the Bonds, there are hereby authorized to be issued revenue bonds of the Issuer in an aggregate principal amount not to exceed [Fifteen Million Five Hundred Thousand Dollars (\$15,500,000)], to be designated "The County of Lancaster, Nebraska, Revenue Bonds (Eastmont Living Project), Series 2020." The Bonds shall (1) be issued in fully registered form in the denominations, (2) bear such dates and interest rates, (3) mature and be payable as to principal or redemption price and interest at such place and in such form, (4) carry such registration privileges, (5) be subject to redemption and purchase prior to maturity, (6) be executed, (7) be in such form, and (8) contain such other terms, covenants and conditions as shall be set forth in the Indenture. The Bonds shall be sold to the Purchaser.

(b) The Bonds shall be executed on behalf of the Issuer by the manual or facsimile signature of its chair or vice chair and attested by the manual or facsimile signature of its County Clerk or an assistant County Clerk, who are authorized to execute, seal, attest and deliver the Bonds on behalf of the Issuer. The Trustee shall manually authenticate each Bond and the seal of the Issuer (which may be a facsimile seal) shall be printed on each Bond.

Section 2.02. Approval of Financing Documents. The preparation of each proposed Financing Document is, in all respects, hereby approved, authorized, ratified, and confirmed, and the Chair, Vice Chair, or County Clerk of the Issuer (each, an "**Authorized Officer**") are each separately and individually hereby authorized and directed to finalize, execute, acknowledge, and deliver each Financing Document, including counterparts thereof, in the name and on behalf of the Issuer. Each Financing Document shall be approved by an Authorized Officer of the Issuer executing the same, such execution thereof to constitute conclusive evidence of the Issuer's approval. From and after the execution and delivery of the Financing Documents by the Issuer, the officers, agents and employees of the Issuer are

hereby authorized, empowered and directed to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the provisions of the Financing Documents.

Section 2.03. Authority To Execute and Deliver Additional Documents; Further Authorizations. Each officer of the Issuer severally is hereby authorized to execute and deliver for and on behalf of the Issuer any and all additional certificates, documents and other papers and to perform all other acts as the party signing may deem necessary or appropriate to implement and carry out the purposes and intent of this Resolution, including the preamble hereto. Each Authorized Officer severally is hereby authorized to determine, in conjunction with authorized representatives of the Borrower: (a) the date of the Financing Documents and the Bonds, (b) the aggregate principal amount of Bonds to be issued, not to exceed [\$15,500,000], and the principal maturities thereof, (c) the interest rates to be carried by each principal maturity of the Bonds or the manner of determining such interest rates, (d) the dates upon which the Bonds will be subject to redemption and purchase prior to maturity, and the amount of any redemption premium, if any, and (e) the purchase price for the Bonds.

Section 2.04. Public Hearing Approval. The notice of public hearing related to the issuance of the Bonds was duly published and a public hearing pursuant to such notice has been conducted in accordance with Section 147(f) of the Internal Revenue Code of 1986, as amended, and the Board hereby approves the issuance of the Bonds in the original aggregate face amount of not to exceed [\$15,500,000] to refund the Refunded Debt, to finance the 2020 Project and to pay costs of issuance, all in accordance with the terms of such notice, which is attached hereto as **Exhibit A** and made a part hereof by reference.

ARTICLE III

MISCELLANEOUS

Section 3.01. Limitation of Rights. With the exception of any rights herein expressly conferred, nothing expressed or mentioned in or to be implied from this Resolution or the Bonds is intended or shall be construed to give to any person, other than the Issuer, the Purchaser and the Trustee, any legal or equitable right, remedy or claim under or with respect to this Resolution or any covenants, conditions and provisions herein contained; this Resolution and all of the covenants, conditions and provisions hereof being intended to be and being for the sole and exclusive benefit of the Issuer, the Purchaser and the Trustee as herein provided.

Section 3.02. Severability. If any provision of this Resolution shall be held or deemed to be or shall, in fact, be illegal, inoperative or unenforceable, the same shall not affect any other provision or provisions herein contained or render the same invalid, inoperative or unenforceable to any extent whatsoever.

Section 3.03. Immunity of Officers. No recourse for the payment of any part of the principal or redemption price of or interest on the Bonds for the satisfaction of any liability arising from, founded upon or existing by reason of the issuance, sale and delivery of the Bonds shall be had against any official, officer, member or agent of the Issuer or the State, all such liability to be expressly released and waived as a condition of and as a part of the consideration for the issuance, sale and delivery of the Bonds.

Section 3.04. Prior Resolutions. To the extent that the provisions of this Resolution conflict with provisions of prior resolutions, or parts thereof, the provisions of this Resolution shall control, to the extent of such conflicts.

Section 3.05. Captions. The captions or headings in this Resolution are for convenience only and in no way define, limit or describe the scope or intent of any provisions or sections of this Resolution.

Section 3.06. Validity of Bonds. Each Bond shall contain a recital that such Bond is issued pursuant to and under the Act, and such recital shall be conclusive evidence of its validity and of the regularity of its issuance.

Section 3.07. Electronic Transactions. The transactions described herein may be conducted and this Resolution and related documents may be sent, received and stored by electronic means. All closing documents, certificates, and related instruments may be executed by electronic transmission. Copies, telecopies, facsimiles, electronic files and other reproductions of original executed documents (or documents executed by electronic transmission) shall be deemed to be authentic and valid counterparts of such documents for all purposes, including the filing of any claim, action or suit in the appropriate court of law.

Section 3.08. Effective Date. This Resolution shall be in full force and effect immediately upon its passage by the Board.

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DATED: [September __, 2020].

THE COUNTY OF LANCASTER, NEBRASKA

ATTEST:

By: _____
Chair

By: _____
County Clerk