

A RESOLUTION AUTHORIZING THE ISSUANCE OF REVENUE REFUNDING BONDS (TABITHA PROJECTS), SERIES 2020, IN A PRINCIPAL AMOUNT NOT TO EXCEED \$21,000,000, FOR THE PURPOSE OF MAKING A LOAN TO TABITHA, INC., A NEBRASKA NONPROFIT CORPORATION, TO (1) REFUND THE OBLIGATIONS OF THE BORROWER RELATED TO OUTSTANDING BONDS OF THE COUNTY, THE HOSPITAL AUTHORITY NO. 1 OF LANCASTER COUNTY, AND THE COUNTY OF SALINE, IN THE STATE OF NEBRASKA; (2) REFINANCE CERTAIN DIRECT LOAN OBLIGATIONS OF THE BORROWER; (3) FUND A DEBT SERVICE RESERVE FUND FOR THE BONDS; AND (4) PAY COSTS OF ISSUANCE OF THE BONDS; 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 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, Tabitha, Inc., a nonprofit corporation duly organized and validly existing under the laws of the State (the **“Borrower”**), has requested that the Issuer issue its Revenue Refunding Bonds (Tabitha Projects), Series 2020, in a principal amount not to exceed \$21,000,000 (the **“Bonds”**), and loan the proceeds thereof to the Borrower for the purposes of (a) refunding (i) the Hospital Authority No. 1 of Lancaster County, Nebraska’s (A) Healthcare Revenue Bonds (Tabitha, Inc. Project), Series 2011, dated December 15, 2011 (the **“2011 Bonds”**), outstanding in the aggregate principal amount of \$1,325,000, (B) Healthcare Revenue Refunding Bonds (Tabitha, Inc. Project), Series 2014, dated June 30, 2014 (the **“2014 Bonds”**), outstanding in the aggregate principal amount of \$5,085,000, and (C) Healthcare Revenue Refunding Bonds (Tabitha, Inc. Project), Series 2015B, dated January 28, 2015 (the **“2015B Bonds”**), outstanding in the aggregate principal amount of \$2,620,000; (ii) The County of Saline, Nebraska’s Healthcare Revenue Refunding Bonds (Tabitha, Inc. Project), Series 2015A, dated January 28, 2015 (the **“2015A Bonds”**), outstanding in the aggregate principal amount of \$1,920,000; (iii) the Issuer’s Healthcare Revenue Bonds (Tabitha, Inc. Project), Series 2015C, dated July 23, 2015 (the **“2015C Bonds”**), outstanding in the aggregate principal amount of \$5,045,000; and (iv) certain other direct loan obligations of the Borrower (the **“Refunded Debt”** and, together with the 2011 Bonds, the 2014 Bonds, the 2015B Bonds, the 2015A Bonds, and the 2015C Bonds, the **“Refunded Obligations”**); (b) funding a debt service reserve fund for the Bonds; and (c) paying costs of issuance of the Bonds. The Refunded Obligations were issued to finance the costs of constructing, acquiring, equipping or acquiring improvements to the Borrower’s health care facilities as described in Exhibit A hereto, and collectively referred to herein as the **“Project”**;

WHEREAS, interest rates have declined such that by refinancing the Refunded Obligations and the related obligations of the Borrower under the applicable loan agreements, promissory notes, or other

debt instruments 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 BOKF, National Association (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 Northland Securities, Inc., as initial purchaser (the “**Purchaser**”) pursuant to a bond purchase contract among the Issuer, the Borrower and the Purchaser (the “**Purchase Contract**”);

WHEREAS, to further secure the payment of the principal or redemption price of and interest on the Bonds and the Borrower’s obligations under the Loan, the Borrower as trustor (the “**Trustor**”) will execute and deliver a Deed of Trust and Security Agreement to BOKF, National Association, as deed trustee thereunder (the “**Deed Trustee**”) for the benefit of Trustee, granting the Deed Trustee a lien on certain real property of the Trustor and a security interest in certain personal property of the Trustor;

WHEREAS, to further secure certain of the Borrower’s obligations under the Loan Agreement, The Tabitha Foundation (the “**Guarantor**”) will enter into a Guaranty Agreement, by and between the Guarantor and the Trustee, pursuant to which the Guarantor will agree to replenish any deficiencies in the debt service reserve fund for the Bonds within 60 days thereafter; and

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;
- (c) Purchase Contract; 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 \$35,000,000 and (2) the amount necessary to be paid into a debt service reserve fund shall be as forth in the Indenture in connection with the retirement of the Bonds 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 Obligations, fund a debt service reserve fund for the Bonds, and pay 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 Twenty-One Million Dollars (\$21,000,000), to be designated "The County of Lancaster, Nebraska, Revenue Refunding Bonds (Tabitha Projects), 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 Clerk or an assistant 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, County Clerk, or Chief Administrative Officer 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, certificates, and instruments as may be necessary to carry out and comply with the provisions of the Financing Documents.

Section 2.03. Consent to Use of Preliminary Official Statement and Official Statement. The Issuer hereby consents to the use and distribution of a Preliminary Official Statement and a final Official Statement relating to the Bonds by the Purchaser. Notwithstanding the foregoing, the Issuer has not prepared or assisted in the preparation of the Preliminary Official Statement or the final Official Statement and, except for the information contained in the Preliminary Official Statement or the final Official Statement related to the Issuer’s organization, authority, or litigation related to the Issuer, the Issuer disclaims any responsibility for the disclosures set forth in the Preliminary Official Statement or the final Official Statement or otherwise made in connection with the offer, sale and distribution of the Bonds. Each Authorized Officer is authorized to provide representations about the information in the Preliminary Official Statement and the final Official Statement related to the Issuer as such Authorized Officer deems necessary and appropriate.

Section 2.04. 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 the amount set forth in **Section 2.01** hereof, 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, and (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.

Section 2.05. Public Hearing Approval. The notice of public hearing related to the issuance of the Bonds was duly published in the *Crete News* on [October 14, 2020] and in the *Lincoln Journal-Star* on [October 12], 2020 concerning the proposal by the Issuer to issue the Bonds, and pursuant to such notice, a joint public hearing pursuant to such notice has been conducted by the Issuer in accordance with Section 147(f) of the Internal Revenue Code of 1986, as amended, and the Issuer hereby approves the issuance of the Bonds in the original aggregate face amount of not to exceed \$21,000,000 to refund the Refunded Obligations, to fund a debt service reserve fund for the bonds, 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. Book-Entry Bonds. The Issuer recognizes that the Indenture provides that the Bonds will be held by The Depository Trust Company (“DTC”) and that the beneficial owners of the Bonds will have evidence of their ownership interests in book-entry form only. In connection with such arrangement, each Authorized Officer is separately and individually hereby authorized and directed to execute and deliver a Letter of Representations to DTC and to execute and deliver such other documents, certificates and letters as shall be necessary or appropriate in connection with such arrangement.

Section 3.05. 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 3.06. 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 3.07. 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 3.08. 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 3.09. Effective Date. This Resolution shall be in full force and effect immediately upon its passage by the Board of Commissioners of the Issuer.

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DATED: October 27, 2020

THE COUNTY OF LANCASTER, NEBRASKA

ATTEST:

By: _____
Chair

By: _____
County Clerk

**EXHIBIT A
TEFRA HEARING NOTICE**

**NOTICE OF PUBLIC MEETING AND
JOINT PUBLIC HEARING

OF THE BOARD OF COMMISSIONERS
OF LANCASTER COUNTY, NEBRASKA

AND THE CITY COUNCIL
OF THE CITY OF CRETE, NEBRASKA**

Notice is hereby given that the Board of Commissioners of Lancaster County, Nebraska (“Lancaster County”), on behalf of itself and the City of Crete, Nebraska (the “City of Crete”), will conduct a joint public hearing on Tuesday, October 27, 2020, at 9:00 a.m. in the Board of Commissioners Room, County-City Building, 555 South 10th Street, Lincoln, Nebraska, concerning the issuance by Lancaster County of its Revenue Refunding Bonds (Tabitha Projects), Series 2020 in the maximum aggregate face amount of not to exceed \$21,000,000 (the “Bonds”), for the benefit of Tabitha, Inc., a Nebraska nonprofit corporation (the “Borrower”). The Bonds are expected to be issued as Qualified 501(c)(3) Bonds as defined in Section 145 of the Internal Revenue Code of 1986, as amended.

The proceeds of the Bonds will be loaned by Lancaster County pursuant to Sections 13-1101 to 13-1110, inclusive, Reissue Revised Statutes of Nebraska, as amended (the “Act”) to the Borrower and used to refinance all of the Borrower’s obligations related to the following:

(a) The Hospital Authority No. 1 of Lancaster County, Nebraska’s

(1) Healthcare Revenue Bonds (Tabitha, Inc. Project), Series 2011, dated December 15, 2011 (the “2011 Bonds”), outstanding in the aggregate principal amount of \$1,325,000, which were issued to finance or refinance renovation and renewal of the first, second, and fourth floors of the Borrower’s main campus located at 4720 Randolph Street, Lincoln, Nebraska (“Main Campus”) and clinical software and hardware for use at the Main Campus and other skilled nursing facilities of the Borrower located at 510 S. 47th Street, Lincoln, Nebraska, 4736 J Street, Lincoln, Nebraska, 425 S. 47th Street, Lincoln, Nebraska, 501 S. 47th Street, and 4615 J Street, Lincoln, Nebraska, and 1540 Grove Avenue, Crete Nebraska. Up to the aggregate principal amount of the 2011 Bonds may have been used at any of the above-listed locations.

(2) Healthcare Revenue Refunding Bonds (Tabitha, Inc. Project), Series 2014, dated June 30, 2014 (the “2014 Bonds”), outstanding in the aggregate principal amount of \$5,085,000, which were issued to finance or refinance a portion of the costs of constructing, equipping and furnishing (A) an approximately 17,500 square foot addition to the south side of the Main Campus, (B) the removal of existing structures owned by the Borrower and located at 435, 441, 501, 515, and 525 South 48th Street, Lincoln, Nebraska and construction of a parking lot thereon to be used by the Borrower, (C) improvements to certain of the Borrower’s existing healthcare facilities located at the Main Campus and at 4736 J Street, Lincoln, Nebraska, and (D) two additional 12-bed skilled nursing facilities on the block north of the Main Campus and a 12-bed skilled nursing hospice facility on the northwest corner of the Main Campus. Up to the aggregate principal amount of the 2014 Bonds may have been used at any of the above-listed locations.

(3) Healthcare Revenue Refunding Bonds (Tabitha, Inc. Project), Series 2015B, dated January 28, 2015 (the “2015 Bonds”), outstanding in the aggregate principal amount of \$2,620,000, which were issued to finance or refinance a portion of the costs of two additional 12-bed skilled nursing facilities on the block north of the Main Campus, and a 12-bed skilled nursing hospice facility on the northwest corner of the Main Campus. Up to the aggregate principal amount of the 2015B Bonds may have been used at any of the above-listed locations.

(b) The County of Saline, Nebraska’s Healthcare Revenue Refunding Bonds (Tabitha, Inc. Project), Series 2015A, dated January 28, 2015, outstanding in the aggregate principal amount of \$1,920,000,

which were issued to finance or refinance a portion of the costs of constructing, equipping and furnishing a 48-unit assisted living facility located at 1405 Hickory Avenue, Crete, Nebraska.

(c) Lancaster County's Healthcare Revenue Bonds (Tabitha, Inc. Project), Series 2015C, dated July 23, 2015, outstanding in the aggregate principal amount of \$5,045,000, which were issued to finance or refinance a portion of the costs of constructing, equipping and furnishing two 19-bed skilled nursing facilities located at the northeast corner of 13th Street and Iris Avenue in Crete, Nebraska.

(d) A Promissory Note of the Borrower dated February 26, 2016, as amended from time to time, and outstanding in the principal amount of \$2,084,348.90 which was issued to finance or refinance a portion of the costs of constructing, equipping and furnishing a skilled nursing facility located at 3355 Orwell Street, Lincoln, Nebraska.

(e) A Promissory Note of the Borrower dated March 1, 2018, as amended from time to time, and outstanding in the principal amount of \$82,613.13 which was issued to finance or refinance a portion of the costs of constructing, equipping and furnishing a skilled nursing facility located at 508 S. 47th Street, Lincoln, Nebraska.

Each of the above-described projects are referred to herein collectively as the "Project". The Project is owned and operated by the Borrower.

THE BONDS SHALL NEVER CONSTITUTE AN INDEBTEDNESS OF LANCASTER COUNTY OR THE CITY OF CRETE WITHIN THE MEANING OF ANY STATE CONSTITUTIONAL PROVISION OR STATUTORY LIMITATION, SHALL NEVER CONSTITUTE NOR GIVE RISE TO A PECUNIARY LIABILITY OF LANCASTER COUNTY OR THE CITY OF CRETE OR A CHARGE AGAINST EITHER OF LANCASTER COUNTY'S OR THE CITY OF CRETE'S GENERAL CREDIT OR TAXING POWERS, AND NO TAX FUNDS WILL EVER BE USED TO PAY ANY PART THEREOF, SUCH BONDS AND THE INTEREST THEREON TO BE PAYABLE SOLELY FROM THE REVENUES DERIVED BY LANCASTER COUNTY FROM THE PROJECT.

In addition, Lancaster County will hold a public meeting at such date, time, and location. An agenda for the meeting, kept continually current, is available for public inspection at the County Clerk's office during normal business hours.

All interested persons are invited to present comments at the public hearing or to submit written comments to counsel to Lancaster County, Gilmore & Bell, P.C., 450 Regency Parkway, Suite 320, Omaha, Nebraska 68114, concerning the issuance of the Bonds and the Project.