

BEFORE THE BOARD OF COUNTY COMMISSIONERS OF LANCASTER COUNTY, NEBRASKA

IN THE MATTER OF )  
AUTHORIZING INDIVIDUAL )  
MEMBERS OF THE BOARD OF )  
COUNTY COMMISSIONERS OF )  
LANCASTER COUNTY, NEBRASKA )  
TO EXECUTE BY MANUAL OR )  
FACSIMILE SIGNATURE AND TO )  
DELIVER DOCUMENTS INVOLVED )  
IN THE TRANSITION AND )  
ASSIGNMENT OF ALL CONTRACTS )  
REGARDING LANCASTER MANOR, )  
TO THE NEW OPERATOR OF )  
LANCASTER MANOR )

RESOLUTION NO. R-09-0105

WHEREAS, Neb. Rev. Stat. § 23-113.03, provides that the County Board shall have power as a board, or as individuals, to perform such other duties as may from time to time be imposed by general law; and

WHEREAS, the County has entered into an Operations Transfer Agreement (the "Agreement") with Lancaster Manor Rehabilitation Center, L.L.C. for the transfer of operations of Lancaster Manor, including the assignment and assumption of all contracts involving Lancaster Manor; and

WHEREAS, the terms of the Agreement have deemed the Agreement to be an assignment of the rights, title and interest by Lancaster County, and an assumption of the duties and obligations by Lancaster Manor Rehabilitation Center, L.L.C., of each of the County contracts involving Lancaster Manor, which have been identified by Lancaster Manor Rehabilitation Center, L.L.C.; and

WHEREAS, as a term of the Agreement, the County has agreed to use its best efforts

obtain any third party consent required in connection with the assignment and assumption of Lancaster Manor contracts; and

WHEREAS, as a term of the Agreement, the County has agreed to cooperate and take such steps as may be necessary in order for Lancaster Manor Rehabilitation Center, L.L.C. to receive the benefits under the assigned or assumed Lancaster Manor contracts; and

WHEREAS, to facilitate the transition of operations and to comply with the Agreement, the County Board desires to authorize and direct each individual member of the Board of County Commissioners of Lancaster County, Nebraska to execute by their manual or facsimile signature and to deliver any and all documents involved in the transition, assignment and assumption of any Lancaster Manor contract to Lancaster Manor Rehabilitation Center, L.L.C. for and on behalf of and as the act and deed of the County.

NOW, THEREFORE, BE IT RESOLVED, by the Board of County Commissioners of Lancaster County, Nebraska, pursuant to the authority under Neb. Rev. Stat. §23-113.03 that each individual member of the Board of County Commissioners of Lancaster County, Nebraska is hereby authorized and directed to execute by their manual or facsimile signature and to deliver any and all documents involved in the transition, assignment and assumption of any Lancaster Manor contract to Lancaster Manor Rehabilitation Center, L.L.C. for and on behalf of and as the act and deed of the County.

BE IT FURTHER RESOLVED, each individual member of the Board of County Commissioners of Lancaster County, Nebraska is hereby authorized and directed to, take such further action, and to approve and execute such other documents, certificates and instruments as may be necessary and desirable to carry out and comply with Section 7 of the Operations

Transfer Agreement between Lancaster County and Lancaster Manor Rehabilitation Center,  
L.L.C. and to carry out, comply with and perform the duties of the County under said Section 7.

DATED this 22<sup>nd</sup> day of December, 2009, at the County-City Building,  
Lincoln, Lancaster County, Nebraska.

BY THE BOARD OF COUNTY  
COMMISSIONERS OF LANCASTER  
COUNTY, NEBRASKA

Deb Schorr  
Ben Hunkeler  
Ben Bean  
Gary Hulsini  
Workman Absent

APPROVED AS TO FORM  
this 22<sup>nd</sup> day of December, 2009.

[Signature]  
Deputy County Attorney  
for GARY E. LACEY  
Lancaster County Attorney