

A RESOLUTION AUTHORIZING THE REISSUANCE OF A PORTION OF THE COUNTY'S REVENUE REFUNDING BONDS (TABITHA PROJECTS), SERIES 2020, ISSUED FOR THE PURPOSE OF MAKING A LOAN TO TABITHA, INC., A NEBRASKA NONPROFIT CORPORATION; APPROVING AND AUTHORIZING THE EXECUTION AND DELIVERY OF CERTAIN DOCUMENTS IN CONNECTION WITH THE REISSUANCE OF THE BONDS; MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE REISSUANCE; 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 previously issued its tax-exempt \$19,200,000 Revenue Refunding Bonds (Tabitha Projects), Series 2020 (the **"Prior Bonds"**) for the benefit of Tabitha, Inc., a nonprofit corporation duly organized and validly existing under the laws of the State (the **"Borrower"**) under the provisions of Sections 13-1101 to 13-1110, inclusive, Reissue Revised Statutes of Nebraska, as amended (the **"Act"**);

WHEREAS, a portion of the proceeds of the Prior Bonds were issued to finance certain facilities located at 3355 Orwell Street, Lincoln, Nebraska (the **"Original Facilities"**) owned by the Borrower, and the Borrower subsequently entered into a purchase agreement to sell the Original Facilities to an unaffiliated entity;

WHEREAS, upon the sale of the Original Facilities, the Borrower plans to treat portions of the Prior Bonds, to the extent proceeds of which are allocable to the Original Facilities, as a new issue of tax-exempt qualified 501(c)(3) bonds for certain federal tax purposes (the **"Bonds"**) in a not to exceed principal amount of \$2,243,000.

WHEREAS, the Borrower plans to allocate proceeds of the Bonds to finance the payment of the costs of acquiring, constructing, reconstructing, repairing, altering, improving, extending, equipping and furnishing health and senior living facilities owned, operated or managed by the Borrower or its affiliates, including, without limiting the foregoing, to finance facilities at or proximate to the new InterGenerational Living Community, located at 420 S. 47th Street, Lincoln, Nebraska, 68510 (the **"Project"**);

WHEREAS, the Issuer has agreed to the reissuance of the Prior Bonds with the Bonds, and the reallocation of proceeds of the Prior Bonds allocable to the Original Facilities to the Project;

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

ARTICLE I

LEGAL AUTHORIZATION; FINDINGS

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 reissue the Bonds for the purposes, in the manner and upon the terms and conditions set forth in the Act and in this Resolution. Such actions are approved as set forth herein.

Section 1.02. Findings. The limitations within the Act applicable to the Prior Bonds apply to the Bonds. The Bonds will not be a debt of the County, and the County shall only be liable on the Bonds to the extent of revenues of the Borrower available therefor. The Bonds shall not constitute a debt within the meaning of any constitutional or statutory debt limitation of the State and the Issuer's taxing power is not pledged for repayment of the Bonds.

ARTICLE II

APPROVAL OF FINANCING DOCUMENTS; TEFRA APPROVAL

Section 2.01. Approval of Financing Documents. The preparation of any necessary amendment to any document for the Prior Bonds, or any additional documentation (the "**Financing Documents**") 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.

Section 2.02. 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.

Section 2.03. Public Hearing and Approval. The notice of public hearing related to the issuance of the Bonds was duly published in the *Lincoln Journal-Star* on November 20, 2023, and pursuant to such notice, a 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, all in accordance with the terms of such notice, the form of which is attached hereto as **Exhibit A** and made a part hereof by reference.

ARTICLE III

MISCELLANEOUS

Section 3.01. Prior Resolutions. If 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 3.02. 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 3.03. Effective Date. This Resolution shall be in full force and effect immediately upon its passage by the Board of Commissioners of the Issuer.

DATED: December 5, 2023

THE COUNTY OF LANCASTER, NEBRASKA

ATTEST:

By: 
County Clerk

By: 
Chair

EXHIBIT A
TEFRA HEARING NOTICE

NOTICE OF PUBLIC MEETING AND
PUBLIC HEARING
OF THE BOARD OF COMMISSIONERS
OF LANCASTER COUNTY, NEBRASKA

Notice is hereby given that the Board of Commissioners of Lancaster County, Nebraska (the "County"), will conduct a public hearing on Tuesday, December 5, 2023, at 9:00 a.m. in the Board of Commissioners Room, County-City Building, 555 South 10th Street, Lincoln, Nebraska, concerning the proposed reissuance by the County of portions of tax-exempt qualified 501(c)(3) Bonds as defined in Section 145 of the Internal Revenue Code of 1986, as amended, for the benefit of Tabitha, Inc., a Nebraska nonprofit corporation (the "Borrower"). The proposed reissuance includes the planned reallocation of amounts derived from the sale of certain facilities located at 3355 Orwell Street, Lincoln, Nebraska (the "Original Facilities") owned by the Borrower.

The Original Facilities were financed in part with a portion of the proceeds of the County's \$19,200,000 Revenue Refunding Bonds (Tabitha Projects), Series 2020 (the "Prior Bonds").

Upon the sale of the Original Facilities, the Borrower plans to treat portions of the Prior Bonds, to the extent proceeds of which are allocable to the Original Facilities, as a new issue of tax-exempt qualified 501(c)(3) bonds for certain federal tax purposes (the "Bonds") in a not to exceed principal amount of \$2,243,000. The Borrower plans to allocate proceeds of the Bonds to finance the payment of the costs of acquiring, constructing, reconstructing, repairing, altering, improving, extending, equipping and furnishing health and senior living facilities owned, operated or managed by the Borrower or its affiliates, including, without limiting the foregoing, to finance facilities at or proximate to the new InterGenerational Living Community, located at 420 S. 47th Street, Lincoln, Nebraska, 68510 (the "Project").

THE BONDS SHALL NEVER CONSTITUTE AN INDEBTEDNESS OF THE COUNTY WITHIN THE MEANING OF ANY STATE CONSTITUTIONAL PROVISION OR STATUTORY LIMITATION, SHALL NEVER CONSTITUTE NOR GIVE RISE TO A PECUNIARY LIABILITY OF THE COUNTY OR A CHARGE AGAINST THE COUNTY'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 THE COUNTY FROM THE PROJECT.

In addition, the 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 the County, Gilmore & Bell, P.C., 2120 South 72nd Street, Suite 1000, Omaha, Nebraska 68124, concerning the foregoing reissuance or the Project.