

BEFORE THE BOARD OF COMMISSIONERS
OF THE COUNTY OF LANCASTER, NEBRASKA

A RESOLUTION APPROVING THE)
ISSUANCE, SALE AND DELIVERY BY)
HOSPITAL AUTHORITY NO. 1 OF)
LANCASTER COUNTY, NEBRASKA OF NOT)
TO EXCEED \$1,400,000 AGGREGATE)
PRINCIPAL AMOUNT OF ITS REVENUE)
REFUNDING BONDS (CENTERPOINTE)
PROJECT), SERIES 2010, SOLELY FOR THE)
PURPOSES OF SECTION 147(f) OF THE)
INTERNAL REVENUE CODE OF 1986, AS)
AMENDED, AND RELATED MATTERS)

RESOLUTION NO. R-11-0001

BE IT RESOLVED BY THE BOARD OF COMMISSIONERS OF THE COUNTY OF LANCASTER, NEBRASKA:

Section 1. The Board of Commissioners (the "**Board**") of The County of Lancaster, Nebraska (the "**County**") hereby finds and determines as follows:

(a) Notice of a public hearing was published in the *Lincoln Journal-Star* on December 20, 2010 concerning the proposal by Hospital Authority No. 1 of Lancaster County, Nebraska (the "**Authority**") to issue its Revenue and Refunding Bond (CenterPointe Project), Series 2010 (the "**Bond**"), in accordance with the provisions of the Hospital Authorities Act (Sections 23-3579 to 23-35,120, inclusive, Reissue Revised Statutes of Nebraska, as amended).

(b) Pursuant to such notice, a public hearing on the proposal by the Authority to issue the Bond for the purpose of making a loan to CenterPointe, a Nebraska nonprofit corporation (the "**Borrower**"), has been conducted by the Board at the time and place specified in such notice and all persons who appeared were given an opportunity to express their views for or against the proposal to issue the Bond.

(c) All objections or other comments relating to the issuance of the Bond have been heard and have been duly considered by the Board in connection with the adoption of this Resolution.

(d) (1) A general functional description of the type and use of the project (the same being to refinance the costs of (a) acquiring the real property located at 1000 South 13th Street and rehabilitating, repairing and renovating the same, and (b) acquiring facilities located at 630 C Street in Lincoln, Nebraska (collectively, the "**Project**"), (2) the maximum face amount of the Bond has been accurately described in such notice of hearing and is hereby approved; and (3) the initial owner, operator or manager of such facilities has been accurately described in such notice of hearing and is hereby approved.

(e) The members of the Authority met in public session on December 16, 2010 at 1:30 p.m., at the offices of Gilmore & Bell, P.C., Wells Fargo Center, 1248 "O" Street, Suite 710, Lincoln, Nebraska, at which meeting the Authority authorized and approved the issuance, sale and delivery of the Bond and the execution and delivery of the documents relating to the Bond.

Section 2. As required by and solely for the purposes specified in Section 147(f) of the Internal Revenue Code of 1986, as amended (the "**Code**"), the issuance by the Authority of the Bond in

the aggregate principal amount not to exceed \$1,400,000 and on such terms and conditions as shall be determined by the Authority, or its authorized representative, is hereby approved.

The Bond will be a special. Limited revenue obligation of the Authority payable by the Authority solely from payments to be received by the Authority pursuant to a Loan Agreement (the "**Loan Agreement**") between the Authority and the Borrower, which are pledged thereunder. As security for payment of the Bond, the Authority will pledge to the lender under the Loan Agreement the payments under the Loan Agreement. The principal or redemption price of and interest on the Bond are payable solely from the amounts to be paid under the Loan Agreement; and nothing in the Bond or the Loan Agreement shall be construed as pledging any other funds or assets of the Authority. Neither the State nor the Authority nor any political subdivision of the State shall in any event be liable for the payment of the principal or redemption price of or interest on the Bond or for the performance of any pledge, obligation or agreement undertaken by the Authority except to the extent that money pledged in the Loan Agreement related Indenture are sufficient therefor.

The Bond shall not be deemed to constitute an indebtedness, liability or general obligation of the Authority, the County, the State of Nebraska (the "**State**") or any political subdivision thereof within the meaning of any constitutional or statutory provision or a pledge or loan of the faith and credit of the Authority, the County, the State or any political subdivision thereof. None of the Authority, the County, the State or any political subdivision thereof shall be obligated to pay the principal or redemption price of or interest on the Bond except from the special funds pledged therefor, and neither the faith and credit nor the taxing power, if any, of the Authority, the County, the State or any political subdivision thereof is pledged for the payment of the principal or redemption price of or interest on the Bond or any other costs incidental thereto. None of the County, the State or any political subdivision thereof shall in any event be liable for the payment of the principal or redemption price of or interest on the Bond or for the performance of any pledge, obligation or agreement undertaken by the Authority.

Section 3. The approval granted hereby (a) is solely and only for the purpose of satisfying the requirements of Section 147(f) of the Code, (b) is not intended, nor should it be construed to be, final approval of the issuance of the Bond or a commitment of any kind on the part of the County or any official or officer thereof to issue the Bond and (c) is not intended, nor should it be construed to constitute, any review or approval by the County or any official or officer thereof of the credit of the Borrower, nor any type of guaranty by the County or any official or officer thereof of the repayment of all or any part of the Bond.

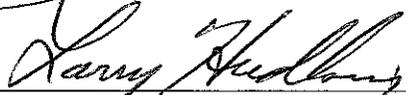
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PASSED: January 4, 2011, at Lincoln, Lancaster County, Nebraska.

BY THE BOARD OF COMMISSIONERS OF
THE COUNTY OF LANCASTER, NEBRASKA



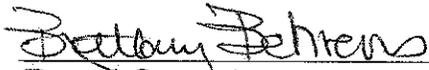






Heier Absent

APPROVED AS TO FORM
this 4 day of Jan, 2010~~2011~~



(Deputy) County Attorney