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 $3,300,000 PRINCIPAL AMOUNT OF ITS HEALTHCARE REVENUE REFUNDING BONDS (TABITHA, INC. PROJECT), SERIES 2015B, SOLELY FOR THE PURPOSES OF SECTION 147(f) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED, AND RELATED MATTERS	)	**RESOLUTION NO. R-15-0001**

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 22, 2014 concerning the proposal by Hospital Authority No. 1 of Lancaster County, Nebraska (the **"Authority"**) to issue its Healthcare Revenue Refunding Bonds (Tabitha, Inc. Project), Series 2015B (the **"Bonds"**), 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 to issue the Bonds on behalf of Tabitha, Inc., 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 Bonds.

(c) All objections or other comments relating to the issuance of the Bonds 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 a portion of the costs of Authority's $3,465,000 outstanding principal amount of Healthcare Revenue Bonds (Tabitha, Inc. Project), Series 2010B, which bonds were issued to finance a portion of the costs of constructing, furnishing and equipping two additional 12-bed Green Houses (long-term continuing care facilities) on the block north of the main Borrower campus located at 4720 Randolph Street in Lincoln, Nebraska 68510 (the "Main Campus"), and a 12-bed skilled nursing hospice facility on the northwest corner of the Borrower's Main Campus (collectively, the "**Project**") and to pay costs of issuance of the Bonds; (2) the maximum face amount of the Bonds 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, 2014, at the offices of Gilmore & Bell, P.C., Wells Fargo Center, 1248 "O" Street, Suite 710, Lincoln, Nebraska, at which time the members of the Authority authorized and approved of the issuance and delivery of the Bonds and the execution and delivery of the documents relating to the Bonds.

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 Bonds in the aggregate principal amount not to exceed $3,300,000 on such terms and conditions as shall be determined by the Authority, or its authorized representative, is hereby approved. The Bonds will be special, limited revenue obligations of the Authority payable by the Authority solely from payments to be received by the Authority pursuant to a related Loan Agreement (the **"Loan Agreement"**) between the Authority and the Borrower which is pledged under the related Indenture authorizing the issuance of the Bonds (the **"Indenture"**), and from the amounts in the various funds and accounts created pursuant to the related Indenture (except the Rebate Fund), including investment earnings thereon. As security for payment of the Bonds, the Authority will pledge to the trustee under each Indenture, for the benefit of the registered owners of the Bonds, the payments under the respective Loan Agreement and the amounts in the various funds and accounts created pursuant to such Indenture (except the Rebate Fund) and investment earnings thereon. The principal or redemption price of and interest on the Bonds are payable solely from the amounts to be paid under the related Loan Agreement and otherwise as provided in the related Indenture and in the related Loan Agreement; and nothing in the Bonds, any Loan Agreement or in any Indenture 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 any of the Bonds or for the performance of any pledge, obligation or agreement undertaken by the Authority except to the extent that moneys pledged in the related Indenture are sufficient therefor.

The Bonds will be special, limited revenue obligations of the Authority. The Bonds 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 Bonds 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 Bonds 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 Bonds 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 Bonds or a commitment of any kind on the part of the County or any official or officer thereof to issue the Bonds 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 Bonds.

PASSED: January 6, 2015, at Lincoln, Lancaster County, Nebraska.

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

APPROVED AS TO FORM
this 6 day of Jan, 2014.

(Deputy) County Attorney