

The Board of Commissioners for the County of Mecklenburg, North Carolina held a regular meeting in the Charlotte-Mecklenburg Government Center located at 600 East 4th Street in Charlotte, North Carolina, the regular place of meeting, at 6:30 p.m. on May 15, 2018. The following Commissioners were:

PRESENT: Chair Ella B. Scarborough, presiding, and Commissioners

ABSENT: Commissioners

ALSO PRESENT: _____

* * * * *

WHEREAS, at 6:30 p.m., the Chair announced that the Board of Commissioners (the “Board”) for the County of Mecklenburg, North Carolina (the “County”) would proceed to hold a public hearing and would hear anyone who wished to be heard on the proposed issuance of one or more series of revenue bonds (the “Bonds”) to be issued by the Public Finance Authority (the “Authority”) in an aggregate principal amount not to exceed \$150,000,000;

WHEREAS, the Bonds are expected to be issued pursuant to Section 66.0304 of the Wisconsin Statutes, as amended, by the Authority, a commission organized under and pursuant to the provisions of Section 66.0301, 66.0303 and 66.0304 of the Wisconsin Statutes, as amended, and the proceeds from the sale of the Bonds will be loaned to Southminster, Inc., a North Carolina nonprofit corporation (the “Borrower”), and used to (a) pay, or reimburse the Borrower, for all or a portion of the costs of acquiring, improving, constructing and equipping independent living, assisted living and health care facilities at the Borrower’s continuing care retirement community known as Southminster, including, but not limited to, (i) constructing and equipping of two new “Terrace” buildings, which will include 66 independent living units, (ii) constructing and equipping of a five-level replacement health care center, which will initially include 60 nursing beds, 25 assisted living beds, new common areas for dining, library and events, new office and storage space, a kitchen expansion and underground parking, (iii) relocating and constructing a new loading dock for the facility and (iv) renovating the prior health care center to provide for 23 independent living units (collectively, the “Project”), (b) refund existing indebtedness of the Borrower, the proceeds of which were used to pay a portion of the costs of the Project, (c) pay interest accruing on the Bonds during construction of the Project, (d) fund a debt service reserve fund for the Bonds and (e) pay certain fees and expenses incurred in connection with the sale and issuance of the Bonds;

WHEREAS, the Project is or will be owned and operated by the Borrower and is located on the Borrower’s campus at 8919 Park Road, Charlotte, Mecklenburg County, North Carolina 28210-7610;

WHEREAS, the Bonds will be special limited obligations of the Authority payable solely from the loan repayments to be made by the Borrower to the Authority, and certain funds and accounts established by the bond indenture for the bonds;

WHEREAS, the principal of, premium, if any, and interest on the Bonds will not constitute an indebtedness or liability of the County, the State of North Carolina or any political subdivision of the State of North Carolina, or a charge against their general credit or any taxing powers;

WHEREAS, pursuant to Section 66.0304(11)(a) of the Wisconsin Statutes, prior to their issuance, bonds issued by the Authority must be approved by the governing body or highest ranking executive or administrator of the political jurisdiction within whose boundaries a project is located, which with respect to the Project is the County of Mecklenburg, North Carolina;

WHEREAS, the Borrower has requested that the Board approve the financing of the Project, and the issuance of the Bonds in an amount not to exceed \$150,000,000 in order to satisfy the public approval requirement of Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code"), and the requirements of Section 4 of the Amended and Restated Joint Exercise of Powers Agreement Relating to the Public Finance Authority, dated as of September 28, 2010 (the "Joint Exercise Agreement"), and Section 66.0304(11)(a) of the Wisconsin Statutes;

WHEREAS, on April 27, 2018 a notice of public hearing was published in The Charlotte Observer, setting forth a general, functional description of the type and use of the facilities to be financed, the maximum principal amount of the Bonds, the initial owner, operator or manager of the facilities and the location of the facilities, among other things;

WHEREAS, the Chair acknowledged due publication of the notice of public hearing in a newspaper with a general circulation in said County and directed the Clerk to the Board of County Commissioners to attach the affidavit showing publication in said paper on a date at least fourteen (14) days prior to the date hereof as Exhibit A hereto;

WHEREAS, the names, address and testimony of the persons who were present and who offered comments on the proposed issuance of the Bonds or who responded in writing to the notice of public hearing are set forth in Exhibit B attached hereto;

WHEREAS, the purpose of the above-described public hearing is to satisfy the public approval requirement of Section 147(f) of the Code, in order to qualify the interest on the Bonds for exclusion from the gross income of the owners thereof for federal income tax purposes pursuant to the applicable provisions of the Code; and

WHEREAS, the Chair of the Board inquired elsewhere in and around the meeting room to determine whether there were any other persons who wished to speak at the public hearing and the Chair of the Board determined that no other persons who wished to speak at the public hearing were found.

After the Board had heard all persons who had requested to be heard, Commissioner _____ moved that the public hearing be closed. The motion was adopted unanimously.

Thereupon, Commissioner _____ introduced the following resolution, the title of which was read and a copy of which had been distributed to each Commissioner:

RESOLUTION OF THE BOARD OF COMMISSIONERS OF THE COUNTY OF MECKLEBURG, NORTH CAROLINA, APPROVING THE ISSUANCE OF NOT TO EXCEED \$150,000,000 OF TAX-EXEMPT BONDS TO BE ISSUED BY THE PUBLIC FINANCE AUTHORITY (THE "AUTHORITY) TO FINANCE CERTAIN COSTS OF VARIOUS RETIREMENT FACILITIES PROJECTS FOR THE BENEFIT OF SOUTHMINSTER, INC.

BE IT RESOLVED by the Board of Commissioners (the "Board") for the County of Mecklenburg, North Carolina (the "County") as follows:

Section 1. For the purpose of qualifying the interest on the proposed issuance of one or more series of revenue bonds (the "Bonds") for exclusion from the gross income of the owners thereof for federal income tax purposes pursuant to the applicable provisions of the Internal Revenue Code of 1986, as amended (the "Code"), the Board hereby approves the issuance of the Bonds by the Public Finance Authority for the benefit of Southminster, Inc. (the "Borrower") for the purpose of providing funds to (a) finance all or a portion of the costs of acquiring, improving, constructing and equipping independent living, assisted living and health care facilities at the Borrower's continuing care retirement community known as Southminster, including, but not limited to, (i) constructing and equipping of two new "Terrace" buildings, which will include 66 independent living units, (ii) constructing and equipping of a five-level replacement health care center, which will initially include 60 nursing beds, 25 assisted living beds, new common areas for dining, library and events, new office and storage space, a kitchen expansion and underground parking, (iii) relocating and constructing a new loading dock for the facility and (iv) renovating the prior health care center to provide for 23 independent living units (collectively, the "Project") and (b) refund existing indebtedness of the Borrower, the proceeds of which were used to pay a portion of the costs of the Project, provided that in no event shall the County, the State of North Carolina (the "State"), or any political subdivision thereof, be liable for such Bonds nor shall the Bonds constitute a debt of the County, the State, or any political subdivision thereof. It is the purpose and intent of the Board that this resolution constitute approval of the issuance of the Bonds by the applicable elected representative of the "Project Jurisdiction" for the Project, which is the governmental unit having jurisdiction over the area in which the Project is located, in accordance with Section 147(f) of the Code, Section 66.0304(11)(a) of the Wisconsin Statutes and Section 4 of the Amended and Restated Joint Exercise of Powers Agreement Relating to the Public Finance Authority, dated as of September 28, 2010.

Section 2. This resolution shall take effect immediately upon its passage.

Upon motion of Commissioner _____, seconded by Commissioner _____, the foregoing resolution entitled "RESOLUTION APPROVING THE ISSUANCE OF NOT TO EXCEED \$_____ OF TAX-EXEMPT BONDS TO BE ISSUED BY THE PUBLIC FINANCE AUTHORITY TO FINANCE CERTAIN COSTS OF VARIOUS

RETIREMENT FACILITIES PROJECTS FOR THE BENEFIT OF SOUTHMINSTER, INC.”
was adopted by the following vote:

Ayes: _____

Noes: _____

* * * * *

I, Janice S. Paige, Clerk to the Board of Commissioners for the County of Mecklenburg, North Carolina, DO HEREBY CERTIFY that the foregoing is a true copy of so much of the proceedings of said Board of Commissioners for said County at a regular meeting held on May 15, 2018, as it relates in any way to the holding of a public hearing and the adoption of the foregoing resolution relating to the financing of retirement facilities improvements with the proceeds of tax-exempt bonds to be issued by the Public Finance Authority for the benefit of South minster, Inc., said proceedings are recorded in the minutes of said Board of Commissioners.

I DO HEREBY FURTHER CERTIFY that proper notice of such regular meeting was given as required by North Carolina law.

WITNESS my hand and official seal of said County this 15th day of May, 2018.

Clerk to the Board of Commissioners

[SEAL]

EXHIBIT A

[Attach publisher's affidavit evidencing publication of notice of public hearing]

EXHIBIT B

**[A list of any persons making comments and a summary of such comments to be attached.
If no comments are received, please type “None.”]**