

**CERTIFICATE FOR RESOLUTION**

**THE STATE OF TEXAS**

**COUNTY OF WILLIAMSON**

We, the undersigned officers of Williamson County, Texas (the "*County*"), hereby certify as follows:

1. The Commissioners Court of the County convened in a regular meeting on \_\_\_\_\_, 2018 (the "*Meeting*"), at the designated meeting place, and the roll was called of the duly constituted officers and members of said Commissioners Court, to wit:

|               |                          |
|---------------|--------------------------|
| Dan A. Gattis | County Judge             |
| Terry Cook    | Commissioner, Precinct 1 |
| Cynthia Long  | Commissioner, Precinct 2 |
| Valerie Covey | Commissioner, Precinct 3 |
| Larry Madsen  | Commissioner, Precinct 4 |

and all of said persons were present, except \_\_\_\_\_, thus constituting a quorum. Whereupon, among other business, the following was transacted at said Meeting: a written

**RESOLUTION APPROVING ILLINOIS FINANCE AUTHORITY SENIOR LIVING REVENUE BONDS (THE MEMORY CARE FOUNDATION), SERIES 2018 FOR THE BENEFIT OF THE MEMORY CARE FOUNDATION (OR AN AFFILIATE THEREOF)**

(the "*Resolution*") was duly introduced for the consideration of said Commissioners Court. It was then duly moved and seconded that said Resolution be adopted and, after due discussion, said motion, carrying with it the adoption of said Resolution, prevailed and carried by the following vote:

AYES: All members of the Commissioners Court shown present above voted "Aye," except as provided below:

NAYS:        \_\_\_

ABSTENTIONS:    \_\_\_

2. That a true, full and correct copy of the aforesaid Resolution adopted at the Meeting described in the above and foregoing paragraph is attached to and follows this Certificate; that said Resolution has been duly recorded in said Commissioners Court's minutes of said Meeting; that the

above and foregoing paragraph is a true, full and correct excerpt from said Commissioners Court 's minutes of said Meeting pertaining to the adoption of said Resolution; that the persons named in the above and foregoing paragraph are the duly chosen, qualified and acting officers and members of said Commissioners Court as indicated therein; that each of the officers and members of said Commissioners Court was duly and sufficiently notified officially and personally, in advance, of the time, place and purpose of the aforesaid Meeting, and that said Resolution would be introduced and considered for adoption at said Meeting, and each of said officers and members consented, in advance, to the holding of said Meeting for such purpose, and that said Meeting was open to the public and public notice of the time, place and purpose of said meeting was given, all as required by Chapter 551, Texas Government Code.

3. That the County Judge of the County has approved and hereby approves the aforesaid Resolution; that the County Judge and the County Clerk of the County have duly signed said Resolution; and that the County Judge and the County Clerk hereby declare that their signing of this Certificate shall constitute the signing of the attached and following copy of said Resolution for all purposes.

SIGNED AND SEALED \_\_\_\_\_, 2018.

\_\_\_\_\_  
County Clerk

\_\_\_\_\_  
County Judge

(SEAL)

**RESOLUTION APPROVING ILLINOIS FINANCE AUTHORITY SENIOR LIVING REVENUE BONDS (THE MEMORY CARE FOUNDATION), SERIES 2018 FOR THE BENEFIT OF THE MEMORY CARE FOUNDATION (OR AN AFFILIATE THEREOF)**

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WHEREAS, The Memory Care Foundation, a Texas nonprofit corporation (or an affiliate thereof) (the “Borrower”) has requested that the Illinois Finance Authority (the “Authority”) participate in the issuance of one or more series of revenue bonds from time to time in an aggregate principal amount not to exceed \$178,000,000 (the “Bonds”); and

WHEREAS, the proceeds of the Bonds will be loaned to the Borrower (or an affiliate thereof), which will use a portion of the proceeds in the amount not to exceed \$16,000,000 for the purpose of financing and/or reimbursing the costs of the acquisition, construction, equipping and improvement of the assisted living and related facilities, including land (the “Project”) to be owned by the Borrower (or an affiliate thereof) at 3600 Williams Dr., Georgetown, Texas 78628 in Williamson County (the “County”) and known as Georgetown Memory Care, LLC, as described in the notice of public hearing published in connection with this Resolution; and

WHEREAS, TLG Family Management, LLC (or an affiliate thereof) is expected to provide certain management services to the Project; and

WHEREAS, pursuant to Section 147(f) of the Internal Revenue Code of 1986 (the “Code”), the issuance of the Bonds by the Authority must be approved by the County after a public hearing following reasonable public notice because the Project is located within the territorial limits of the County; and

WHEREAS, the Commissioners Court of the County (the “Commissioners Court”) is the elected legislative body of the County and is one of the “applicable elected representatives” of the “host jurisdiction” where the Project is located and is required to approve the issuance of the Bonds under Section 147(f) of the Code; and

WHEREAS, the Authority has requested that the Commissioners Court approve the issuance of the Bonds by the Authority in order to satisfy the public approval requirement of Section 147(f) of the Code; and

WHEREAS, attached hereto as Exhibit A is a Notice of Public Hearing (the “*Public Notice*”) which was published in a newspaper of general circulation in the County as required by section 147(f) of the Code which public hearing was conducted by the Borrower and no member of the public appeared at the hearing to express his or her views on the Project; and

**THEREFORE, BE IT RESOLVED BY THE COMMISSIONERS COURT OF WILLIAMSON COUNTY, TEXAS THAT:**

**Section 1.** The County hereby specifically approves the Bonds and the Project solely for the purpose of satisfying the requirements of section 147(f) of the Code and for no other purpose and is not to be construed as an undertaking by the County. The Bonds shall not constitute a liability, an indebtedness or obligation of the County nor shall any of the assets of the County be pledged to the payment of the Bonds.

**Section 2.** This Resolution shall become effective immediately upon its passage.

## **EXHIBIT A**

### **NOTICE OF PUBLIC HEARING**

Notice is hereby given that on September 5, 2018, a public hearing, as required by Section 147(f) of the Internal Revenue Code of 1986, as amended (the “Code”), will be held by Mickey Wittum on behalf of the Williamson County Commissioners Court with respect to the proposed issuance by the Illinois Finance Authority (the “Issuer”) of its revenue bonds in one or more series (the “Bonds”), in an amount not to exceed \$178,000,000. The hearing will commence at 12:00 p.m., or as soon thereafter as the matter can be heard, and will be held at the library at 3600 Williams Dr., Georgetown, TX 78628.

The proceeds from the sale of the Bonds will be loaned to The Memory Care Foundation, a Texas nonprofit corporation and an organization described in Section 501(c)(3) of the Code (the “Borrower”) which will use a portion of the proceeds, in the amount not to exceed \$16,000,000, to finance and/or reimburse the costs of the acquisition, construction, equipping and improvement of the assisted living and related facilities, including land (the “Project”), located generally at the following address in Texas: 3600 Williams Dr., Georgetown, TX 78628. The Project will be owned by the Borrower (or an affiliate thereof). TLG Family Management, LLC (or an affiliate thereof) is expected to provide certain management services to the Project.

The hearing will provide a reasonable opportunity to be heard for persons wishing to express their views on the merits of the Project, its locations, the issuance of the Bonds by the Issuer or related matters. A person wishing to speak at the hearing will be asked to provide his or her name, address and the person(s) or entity(ies) he or she represents, if any, prior to speaking. Written comments will be accepted by Mickey Wittum; email: mwittum@lasallegroup.com, address: 545 E. John Carpenter Frwy, Suite 500 Irving (Las Colinas), TX 75062, but must be received by the close of the hearing.

Dated: August 19, 2018