

November 4, 2024

VIA EMAIL DELIVERY (ctyjudge@wilco.org)

Mr. Bill Gravell Jr.

County Judge

Williamson County, Texas

710 S. Main Street, Ste. 101

Georgetown, Texas 78626

Re: Consent to financing by New Hope Cultural Education
Facilities Finance Corporation for Superior Living Foundation, Inc.

Ladies and Gentlemen:

New Hope Cultural Education Facilities Finance Corporation (the "Issuer") proposes, on behalf of the Town of New Hope, Texas, to issue its bonds or notes in a maximum principal amount of \$370,656,000 (the "Bonds") pursuant to the Cultural Education Facilities Finance Corporation Act, Chapter 337, Texas Local Government Code, as amended (the "Act") to provide funds to finance certain health facilities for Superior Living Foundation, Inc., a Maryland nonprofit corporation exempt from taxation under section 501(c)(3) of the Internal Revenue Code of 1986, or an affiliated entity (the "Borrower"). The proceeds of the Bonds will be used for financing the cost of the acquisition of 15 skilled nursing facilities located in Bexar, Bowie, Cass, Ellis, Harris, Harrison, Nacogdoches, Nueces, Smith, Travis and Williamson Counties in the State of Texas (the "Project"). Our firm is acting as bond counsel to the Issuer in connection with the issuance of the Bonds.

The skilled nursing facility in Williamson County is New Hope Manor located at 1623 W. New Hope Dr., Cedar Park, Texas 78613.

Because a portion of the Project is located in Williamson County, section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code") requires that the approval of Williamson County (or the highest elected official of Williamson County) be obtained to the financing by the Issuer after the holding of a public hearing. A public hearing was held on November 4, 2024, and a copy of the minutes of the public hearing is enclosed as **Exhibit A**.

For your convenience, I have enclosed as **Exhibit B** a proposed form of a consent resolution. This approval is required solely for the purposes of satisfying the requirements of the Code and to enable the Issuer to proceed with the proposed financing of the Project with Bond proceeds. **This approval in no way imposes any payment or other obligations on Williamson County in connection with the financing. Williamson County will have no liability with respect to the proposed Bonds.**



Therefore, on behalf of the Issuer and the Borrower, we respectfully request that consideration of adoption of the enclosed consent resolution be placed on the agenda for the next available meeting of Williamson County, Texas, and that the Commissioners Court approve and adopt such resolution. Upon such approval, I would also very much appreciate if you would email a scan or return an original version of the executed resolution to me at the contact information below. Please retain one copy for your file.

Please do not hesitate to contact me at (214) 754-9266 should you have any questions or comments. Thank you very much for your assistance.

Sincerely yours,

McCall, Parkhurst & Horton L.L.P.

Abraham "Abe" Benavides

AAB:la
Enclosures

Contact:
Abe Benavides
(214) 754-9266
abenavides@mphlegal.com
McCall, Parkhurst & Horton L.L.P.
717 North Harwood, Suite 900
Dallas, Texas 75201

EXHIBIT A

MINUTES OF PUBLIC HEARING

MINUTES OF PUBLIC HEARING
New Hope Cultural Education Facilities Finance Corporation

Re: New Hope Cultural Education Facilities Finance Corporation Healthcare Facilities Revenue Bonds (Superior Living Foundation Project), Series 2024

The undersigned, Abraham Benavides, designated Hearing Officer of New Hope Cultural Education Facilities Finance Corporation (the "Issuer"), the Issuer of the above referenced Bonds (the "Obligations"), called the Public Hearing of the Issuer held on Monday, November 4, 2024, to order at 8:30 a.m. CT via teleconference.

I declared that a Public Hearing, required under section 147(f) of the Internal Revenue Code of 1986 was open for purposes of discussing the Obligations and the project to be financed, refinanced or constructed with the proceeds of the Obligations (the "Project").

I declared that the required notice of the Public Hearing for the Project was published in the AUSTIN AMERICAN-STATESMAN, being a newspaper of general circulation in Travis County and Williamson County, Texas, as evidenced by an Affidavit of Publication attached hereto as Exhibit A.

I proceeded to hold the Public Hearing. No member of the public joined the teleconference for the Public Hearing and thus no comments were made or discussed about the Project or the Obligations.

After sufficient time was given for all present to make their comments with respect to the Obligations and the Project, I declared the Public Hearing closed at 8:45 a.m.

Dated: November 4, 2024



Abraham Benavides, Hearing Officer
New Hope Cultural Education Facilities
Finance Corporation

EXHIBIT A

AFFIDAVIT OF PUBLICATION

LOCALiQ

Austin
American-Statesman

PO Box 631667 Cincinnati, OH 45263-1667

AFFIDAVIT OF PUBLICATION

McCall, Parkhurst & Horton L.L.
717 N Harwood ST # 900
Dallas TX 75201-6514

STATE OF TEXAS, COUNTIES OF BASTROP, BELL, BLANCO,
BURNET, CALDWELL, COMAL, CORYELL, FAYETTE,
GILLESPIE, GUADALUPE, HAYS, KERR, LAMPASAS, LEE,
LLANO, MILAM, TRAVIS & WILLIAMSON

The Austin American Statesman, a newspaper that is generally
circulated in the counties of Bastrop, Bell, Blanco, Burnet,
Caldwell, Comal, Coryell, Fayette, Gillespie, Guadalupe, Hays,
Kerr, Lampasas, Lee, Llano, Milam, Travis and Williamson, State
of Texas, printed and published and personal knowledge of the
facts herein state and that the notice hereto annexed was
Published in said newspapers in the issues dated on:

ACO American Statesman 10/28/2024

and that the fees charged are legal.
Sworn to and subscribed before on 10/28/2024



Legal Clerk



Notary, State of WI, County of Brown

10-25-26

My commission expires

Publication Cost:	\$1868.00	
Tax Amount:	\$0.00	
Payment Cost:	\$1868.00	
Order No:	10706159	# of Copies:
Customer No:	1435884	0
PO #:	LACO0181446	

THIS IS NOT AN INVOICE!

Please do not use this form for payment remittance.

RYAN SPELLER
Notary Public
State of Wisconsin

NOTICE OF PUBLIC HEARING

Notice is hereby given of a public hearing to be held by the New Hope Cultural Education Facilities Finance Corporation (the "Issuer") on November 4, 2024 at 8:30 a.m. CT via teleconference. Among items to be discussed will be a proposal for issuance by the Issuer of its bonds or notes in one or more series (the "Bonds"), pursuant to a plan of financing, in an aggregate principal amount not to exceed \$370,656,000, the proceeds of which will be loaned to Superior Living Foundation, Inc., a Maryland nonprofit corporation and an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Borrower"), or an affiliated entity.

The proceeds of the Bonds will be loaned to the Borrower or an affiliated entity for the following purposes (collectively, the "Project"):

- (1) To finance the cost of acquisition of certain skilled nursing facilities located at 1007 S. Washington Ave., Marshall, Texas 75670, known as Marshall Manor Nursing & Rehab Center, in a maximum amount of \$28,088,866.
- (2) To finance the cost of acquisition of certain skilled nursing facilities located at 1623 W. New Hope Dr., Cedar Park, Texas 78613, known as New Hope Manor, in a maximum amount of \$24,577,758.
- (3) To finance the cost of acquisition of certain skilled nursing facilities located at 12042 Bittern Hollow, Austin, Texas 78758, known as Gracy Woods II Living Center, in a maximum amount of \$30,575,901.
- (4) To finance the cost of acquisition of certain skilled nursing facilities located at 1104 S. William St, Atlanta, Texas 75551, known as Golden Villa, in a maximum amount of \$59,981,434.
- (5) To finance the cost of acquisition of certain skilled nursing facilities located at 207 W. Merit Street, Marshall, Texas 75670, known as Marshall Manor West, in a maximum amount of \$15,068,506.
- (6) To finance the cost of acquisition of certain skilled nursing facilities located at 333 N. FM 95, Garrison, Texas 75946, known as Garrison Nursing Home & Rehab Center, in a maximum amount of \$32,038,863.
- (7) To finance the cost of acquisition of certain skilled nursing facilities located at 8861 Fulton Street, Houston, Texas 77022, known as Highland Park Rehab & Nursing Center, in a maximum amount of \$28,966,644.
- (8) To finance the cost of acquisition of certain skilled nursing facilities located at 12021 Metric Blvd., Austin, Texas 78758, known as Gracy Woods I Nursing Center, in a maximum amount of \$14,556,470.
- (9) To finance the cost of acquisition of certain skilled nursing facilities located at 2300 S. Oak Grove Rd., Ennis, Texas 75119, known as Bluebonnet Rehabilitation at Ennis, in a maximum amount of \$15,375,728.
- (10) To finance the cost of acquisition of certain skilled nursing facilities located at 5607 Everhart Rd., Corpus Christi, Texas 78411, known as The Palms, in a maximum amount of \$22,383,315.
- (11) To finance the cost of acquisition of certain skilled nursing facilities located at 9738 Westover Hills Boulevard, San Antonio, Texas 78251, known as Las Colinas, in a maximum amount of \$28,088,866.
- (12) To finance the cost of acquisition of certain skilled nursing facilities located at 4920 Elizabeth Street, Texarkana, Texas 75503, known as The Villa at Texarkana, in a maximum amount of \$22,822,204.
- (13) To finance the cost of acquisition of certain skilled nursing facilities located at 107 Stacy Dr., Whitehouse, Texas 75791, known as Oak Brook Care Center, in a maximum amount of \$17,409,245.
- (14) To finance the cost of acquisition of certain skilled nursing facilities located at 1615 Hillendahl Road, Houston, Texas 77055, known as Spring Branch Transitional Care Center, in a maximum amount of \$25,162,943.
- (15) To finance the cost of acquisition of certain skilled nursing facilities located at 200 Live Oak St, Atlanta, Texas 75551, known as Rose Haven Retreat, in a maximum amount of \$5,559,255.

Each of the communities listed above will be owned by the Borrower or an affiliated entity.

All interested parties are invited to express their views with respect to the Project and the Bonds by attending the public hearing to be held via teleconference, by dialing the following toll-free number: 1-888-557-8511 (Passcode: 3788659#). Any interested persons unable to attend the hearing may submit their views in writing to the Issuer c/o Abraham "Abe" Benavides, McCall, Parkhurst & Horton L.L.P., 717 North Harwood, Suite 900, Dallas, Texas 75201, prior to the date scheduled for the hearing.

This notice is published and the above-described hearing is to be held in satisfaction of the requirements of Section 147(f) of the Internal Revenue Code of 1986, as amended, regarding the public approval prerequisite to the exemption from federal income taxation of interest on the Bonds.

October 28 2024
LACO0181446

EXHIBIT B

FORM OF CONSENT RESOLUTION

RESOLUTION APPROVING THE FINANCING BY THE
NEW HOPE CULTURAL EDUCATION FACILITIES FINANCE CORPORATION
OF HEALTH FACILITIES LOCATED WITHIN
WILLIAMSON COUNTY, TEXAS

WHEREAS, the Cultural Education Facilities Finance Corporation Act, Chapter 337, Texas Local Government Code, as amended (the "Act"), authorizes and empowers New Hope Cultural Education Facilities Finance Corporation (the "Issuer") to issue revenue bonds or notes on behalf of the Town of New Hope, Texas (the "Issuing Unit") to finance the costs of health facilities found by the Board of Directors of the Issuer to be required, necessary or convenient for health care, research and education, any one or more, within the State of Texas and in furtherance of the public purposes of the Act; and

WHEREAS, Superior Living Foundation, Inc., a Maryland 501(c)(3) organization, or an affiliated entity (the "Borrower"), proposes to obtain financing from the Issuer from the proceeds of one or more series of the Issuer's bonds or notes, pursuant to a plan of financing, in a maximum principal amount of \$370,656,000 (the "Bonds") and will use a portion of the proceeds of the Bonds to finance the cost of acquisition of certain skilled nursing facilities, including the skilled nursing facility known as New Hope Manor located at 1623 W. New Hope Dr., Cedar Park, Texas 78613 (the "Project").

WHEREAS, pursuant to section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code") the Issuer has caused to be published a notice of public hearing (the "TEFRA Notice") with respect to the issuance of the Bonds and the financing the Project, and held such a hearing after reasonable notice on November 4, 2024 (the "TEFRA Hearing"); and

WHEREAS, pursuant to the provisions of section 147(f) of the Code, the Commissioners Court of Williamson County, Texas, after the TEFRA Hearing, must approve issuance of the Bonds by the Issuer to enable the Bonds to qualify as tax-exempt obligations under the Code;

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

Section 1. The Commissioners Court, solely for the purposes of section 147(f) of the Code, hereby approves the issuance of the Bonds by the Issuer to finance and refinance the Project for the benefit of the Borrower.

Section 2. The foregoing approval is given in accordance with the provisions of section 147(f) of the Code and for no other purposes and is not to be construed as an undertaking by Williamson County, Texas. The Bonds shall not constitute a liability, indebtedness, or an obligation of Williamson County, Texas nor shall any of the assets of Williamson County, Texas be pledged to the payment of the Bonds.

Section 3. This resolution shall take effect immediately from and after its adoption and it is accordingly so ordered.

PASSED AND APPROVED, this the _____ day of _____, 2024.

County Judge