

December 2, 2022

VIA EMAIL (1958.095)

The Honorable County Judge
and Commissioners Court of Tarrant County
Tarrant County Courthouse
100 E. Weatherford Street
Fort Worth, Texas 76196

Re: Consent to financing by New Hope Cultural Education Facilities Finance Corporation for
Jack and Nancy Dwyer Workforce Development Center, 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 \$85,000,000 (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 and refinance certain health facilities for the Jack and Nancy Dwyer Workforce Development Center, 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 to finance and refinance the cost of the acquisition of 21 skilled nursing facilities located in Bastrop, Dallas, Fayette, Fort Bend, Gregg, Guadalupe, Hidalgo, Kendall, Lavaca, Live Oak, Maverick, Montgomery, Nueces, Starr, Tarrant and Travis 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 Tarrant County is Fort Worth Transitional Care Center, located at 850 12th Avenue in Fort Worth, Texas.

Because a portion of the Project is located in Tarrant County, Texas, section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code") and the Treasury regulations promulgated thereunder require that in order for interest paid on the Bonds to be exempt from United States federal income taxation, an "applicable elected representative" of Tarrant County must approve the issuance of the Bonds after a public hearing following reasonable notice. A public hearing was held on November 30, 2022 and a copy of the minutes of the public hearing is enclosed as Exhibit A.

This request is substantially similar to the same request that was approved on November 2, 2021 for the same facility. For your convenience, attached as Exhibit C is a copy of the prior approval.



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 Tarrant County in connection with the financing. Tarrant 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 Tarrant 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 cooperation and assistance.

Sincerely yours,

McCall, Parkhurst & Horton L.L.P.

Abraham "Abe" Benavides

AAB:bc
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 Retirement Facility Revenue Bonds (Dwyer Workforce Development Portfolio Project) Series 2023

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 "Bonds"), called the Public Hearing of the Issuer held on Wednesday, November 30, 2022 to order at 10:00 a.m. 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 Bonds and the project to be financed, pursuant to a plan of financing, with the proceeds of the Bonds (the "Project") by Jack and Nancy Dwyer Workforce Development Center, Inc., or an affiliated entity.

I declared that the required notices of the Public Hearing for the Project were published in the newspapers listed in Exhibit A, as evidenced by the respective Affidavits of Publication attached hereto as Exhibit B.

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 Bonds.

After sufficient time was given for all present to make their comments with respect to the Bonds and the Project, I declared the Public Hearing closed at 10:15 a.m.

Dated: November 30, 2022



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

EXHIBIT A

AFFIDAVITS OF PUBLICATIONS

The Commercial Recorder, is a newspaper of general circulation in Tarrant County, Texas

*Publisher's
Affidavit*

STATE OF TEXAS
COUNTY OF
TARRANT

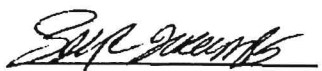
I, LEEANNA RHODES, OFFICE MANAGER of the **COMMERCIAL RECORDER**, am over the age of 18, have knowledge of the facts stated herein, and am otherwise competent to make this affidavit. The **COMMERCIAL RECORDER**, of Fort Worth, Tarrant County, Texas, is a newspaper of general circulation which has been published in Tarrant County regularly and continuously for a period of over one year prior to the first day of publication of this notice. The **COMMERCIAL RECORDER** is qualified to publish legal notices according to Article 28e, Revised Civil statutes of Texas.

I, solemnly swear that the notice hereto attached was published in the **COMMERCIAL RECORDER**, on the following dates, to-wit:

November 21, 2022



Sworn to and subscribed before me this 21st day of November, A.D. 2022



Notary Public,
Tarrant County, Texas

FELIPE FACUNDO, JR
My Notary ID # 129755308
Expires March 20, 2026

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 Wednesday, November 30, 2022 at 10:00 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 "Obligations"), pursuant to a plan of financing, in an aggregate principal amount not to exceed \$85,000,000, the proceeds of which will be loaned to Jack and Nancy Dwyer Workforce Development Center, 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 Obligations will be loaned to the Borrower or an affiliated entity for the following purposes (collectively, the "Project"):

(1) To finance and refinance the cost of acquisition of certain skilled nursing facilities located at 3201 N. Ware Road in McAllen, Texas, known as Briarcliff Nursing and Rehabilitation Center, in a maximum amount of \$8,000,000.

(2) To finance and refinance the cost of acquisition of certain skilled nursing facilities located at 850 12th Avenue in Fort Worth, Texas, known as Fort Worth Transitional Care Center, in a maximum amount of \$5,000,000.

(3) To finance and refinance the cost of acquisition of certain skilled nursing facilities located at 1210 Eastwood Drive in Seguin, Texas, known as Guadalupe Valley Nursing and Rehabilitation Center, in a maximum amount of \$4,000,000.

(4) To finance and refinance the cost of acquisition of certain skilled nursing facilities located at 825 W. Fairwinds Street in Hallettsville, Texas, known as Hallettsville Nursing and Rehabilitation Center, in a maximum amount of \$4,000,000.

(5) To finance and refinance the cost of acquisition of certain skilled nursing facilities located at 2951 Highway 281 in George West, Texas, known as Live Oak Nursing and Rehabilitation Center, in a maximum amount of \$3,000,000.

(6) To finance and refinance the cost of acquisition of certain skilled nursing facilities located at 3201 N. 4th Street in Longview, Texas, known as Longview Hill Nursing and Rehabilitation Center, in a maximum amount of \$3,000,000.

(7) To finance and refinance the cost of acquisition of certain skilled nursing facilities located at 3106 Bob Rogers Drive in Eagle Pass, Texas, known as Maverick Nursing and Rehabilitation Center, in a maximum amount of \$4,000,000.

the cost of acquisition of certain skilled nursing facilities located at 1200 S. Bryan Road in Mission, Texas, known as Mission Valley Nursing and Transitional Care, in a maximum amount of \$6,000,000.

(9) To finance and refinance the cost of acquisition of certain skilled nursing facilities located at 120 State Loop 92 in La Grange, Texas, known as Monument Hill Nursing and Rehabilitation Center, in a maximum amount of \$2,000,000.

(10) To finance and refinance the cost of acquisition of certain skilled nursing facilities located at 104 Rex Kerwin Court in Pflugerville, Texas, known as Pflugerville Nursing and Rehabilitation Center, in a maximum amount of \$4,000,000.

(11) To finance and refinance the cost of acquisition of certain skilled nursing facilities located at 1350 East Lookout Drive in Richardson, Texas, known as Remington Transitional Care of Richardson, in a maximum amount of \$5,000,000.

(12) To finance and refinance the cost of acquisition of certain skilled nursing facilities located at 603 E. Ave J in Robstown, Texas, known as Robstown Nursing and Rehabilitation Center, in a maximum amount of \$3,000,000.

(13) To finance and refinance the cost of acquisition of certain skilled nursing facilities located at 503 Old Austin Hwy. in Bastrop, Texas, known as Silver Pines Nursing and Rehabilitation Center, in a maximum amount of \$3,000,000.

(14) To finance and refinance the cost of acquisition of certain skilled nursing facilities located at 9801 S. First Street in Austin, Texas, known as Southpark Meadows Nursing and Rehabilitation Center, in a maximum amount of \$5,000,000.

(15) To finance and refinance the cost of acquisition of certain skilled nursing facilities located at 5260 Brand Street in Rio Grande City, Texas, known as Starr County Nursing and Transitional Care, in a maximum amount of \$5,000,000.

(16) To finance and refinance the cost of acquisition of certain skilled nursing facilities located at 4650 S. Panther Creek Drive in Spring, Texas, known as The Woodlands Nursing and Rehabilitation Center, in a maximum amount of \$7,000,000.

(17) To finance and refinance the cost of acquisition of certain skilled nursing facilities located at 625 N. Main Street in Boerne, Texas, known as Town and Country Nursing and Rehabilitation Center, in a maximum amount of \$3,000,000.

(18) To finance and refinance the cost of acquisition of certain skilled nursing facilities located at 422 E. 18th Street in Weslaco, Texas,

and Rehabilitation Center, in a maximum amount of \$6,000,000.

(19) To finance and refinance the cost of acquisition of certain skilled nursing facilities located at 1219 Eastwood Drive in Seguin, Texas, known as Windsor Nursing and Rehabilitation Center of Seguin, in a maximum amount of \$5,000,000.

(20) To finance and refinance the cost of acquisition of certain skilled nursing facilities located at 1300 Carl Ramert Drive in Yoakum, Texas, known as Yoakum Nursing and Rehabilitation Center, in a maximum amount of \$5,000,000.

(21) To finance and refinance the cost of acquisition of certain skilled nursing facilities located at 3640 Hampton Drive in Missouri City, Texas, known as Windsor Quail Valley Post-Acute Healthcare Center, in a maximum amount of \$3,000,000.

All interested parties are invited to express their views with respect to the Project and the Obligations 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 Obligations. The public hearing will be held via teleconference in accordance with Revenue Procedure 2022-20 issued by the Internal Revenue Service.

EXHIBIT B

FORM OF PROPOSED APPROVAL

APPROVAL BY APPLICABLE ELECTED REPRESENTATIVE
TARRANT COUNTY, TEXAS

I, Tim O'Hare, County Judge of Tarrant County, Texas (the "County"), certify with respect to the proposed issuance of bonds and notes (the "Bonds") in one or more series, pursuant to a plan of financing, by New Hope Cultural Education Facilities Finance Corporation for the Jack and Nancy Dwyer Workforce Development Center, Inc., a Maryland 501(c)(3) organization, or an affiliated entity, that:

Based upon the evidence presented to me, for the sole purpose of satisfying the requirements of Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code"), and for no other purpose, I hereby approve the Bonds in the principal amount not to exceed \$85,000,000 and the facilities to be financed and refinanced with a portion of the proceeds of the Bonds and located within the County, all as described in the published Notice of Public Hearing attached to the Minutes of Public Hearing attached hereto as Exhibit A. Neither the County nor the undersigned shall have any responsibility or liability for the Bonds or the facilities to be financed or refinanced with the proceeds of the Bonds. This approval is not to be construed as (i) a representation or warranty by the County or the undersigned that the Bonds will be paid or that any obligations assumed by any of the parties will, in fact, be performed, (ii) as a pledge of the faith and credit of or by the County, or (iii) a representation or warranty by the County concerning the validity or the corporate existence of any of the parties or the validity of the financing. Further, the fact that the undersigned has approved the Bonds as required by the Code may not, in any event, be used as a sales device with respect to the Bonds.

IN TESTIMONY WHEREOF, I have hereunto signed my name officially hereon on this

_____.

Tim O'Hare
County Judge, Tarrant County, Texas

EXHIBIT C

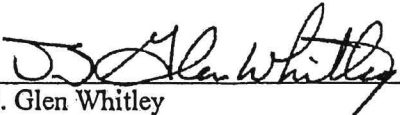
PRIOR APPROVAL

APPROVAL BY APPLICABLE ELECTED REPRESENTATIVE
TARRANT COUNTY, TEXAS

I, B. Glen Whitley, County Judge of Tarrant County, Texas (the "County"), certify with respect to the proposed issuance of bonds and notes (the "Bonds") in one or more series by New Hope Cultural Education Facilities Finance Corporation for the Jack and Nancy Dwyer Workforce Development Center, Inc., a Delaware 501(c)(3) organization, or an affiliated entity, that:

Based upon the evidence presented to me, for the sole purpose of satisfying the requirements of Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code"), and for no other purpose, I hereby approve the Bonds in the principal amount not to exceed \$531,000,000 and the facilities to be financed or refinanced with a portion of the proceeds of the Bonds and located within the County, all as described in the published Notice of Public Hearing attached to the Minutes of Public Hearing attached hereto as Exhibit A. Neither the County nor the undersigned shall have any responsibility or liability for the Bonds or the facilities to be financed with the proceeds of the Bonds. This approval is not to be construed as (i) a representation or warranty by the County or the undersigned that the Bonds will be paid or that any obligations assumed by any of the parties will, in fact, be performed, (ii) as a pledge of the faith and credit of or by the County, or (iii) a representation or warranty by the County concerning the validity or the corporate existence of any of the parties or the validity of the financing. Further, the fact that the undersigned has approved the Bonds as required by the Code may not, in any event, be used as a sales device with respect to the Bonds.

IN TESTIMONY WHEREOF, I have hereunto signed my name officially hereon on this
November 2, 2021



B. Glen Whitley
County Judge, Tarrant County, Texas