

November 30, 2022

VIA EMAIL DELIVERY (1958.095)

Members of the City Council
City of Seguin
205 N. River Street
Seguin, Texas 78155

Re: Consent by the City of Seguin 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").

The skilled nursing facilities in the City of Seguin are: (i) Guadalupe Valley Nursing and Rehabilitation Center, located at 1210 Eastwood Drive in Seguin, Texas, and (ii) Windsor Nursing and Rehabilitation Center, located at 1219 Eastwood Drive in Seguin, Texas. Our firm is acting as bond counsel to the Issuer in connection with the issuance of the Bonds.

Because a portion of the Project is located in the City of Seguin, 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 the City of Seguin 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 the Seguin City Council approved on December 7, 2021 for the same facilities. 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 the City of Seguin in connection with the financing. The City of Seguin 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 of the City Council at its next available meeting, and that the City Council approve and adopt such consent. 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

AFFIDAVIT OF PUBLICATION

The Seguin Gazette, is a newspaper of general circulation in Guadalupe County, Texas

EXHIBIT B

AFFIDAVIT OF PUBLICATION

PUBLISHER'S AFFIDAVIT

THE STATE OF TEXAS, County of Guadalupe

Before me, the undersigned authority, on this date personally appeared

Elizabeth Engelhardt, known to me, who, being by me duly sworn, on his/her oath deposes and says that he/she is the

Publisher of the Seguin Gazette, a newspaper published in Guadalupe County; that a copy of the within and foregoing notice was published in said newspaper 1 time(s) before the return day named therein, such publications being on the following dates:

November 20, 2022

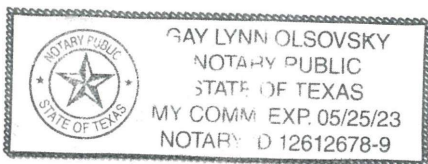
and a newspaper copy of which is hereto attached.

[Handwritten signature]

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

[Handwritten signature]

Notary Public, Guadalupe County, Texas



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 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.
- (8) To finance and refinance 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 Look-out 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 Bostrap, 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 Storr 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, known as Weslaco Nursing 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 (Postcode: 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 CONSENT RESOLUTION

CITY OF SEGUIN

RESOLUTION NO. _____

STATE OF TEXAS

RESOLUTION OF THE CITY COUNCIL OF THE CITY OF SEGUIN, TEXAS APPROVING THE FINANCING BY THE NEW HOPE CULTURAL EDUCATION FACILITIES FINANCE CORPORATION FOR JACK AND NANCY DWYER WORKFORCE DEVELOPMENT CENTER, INC.

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 and refinance 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, the Jack and Nancy Dwyer Workforce Development Center, 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 \$85,000,000 (the "Bonds") and will use a portion of the proceeds of the Bonds to finance and refinance the cost of acquisition of certain skilled nursing facilities, including the skilled nursing facilities known as (i) Guadalupe Valley Nursing and Rehabilitation Center, located at 1210 Eastwood Drive in Seguin, Texas, and (ii) Windsor Nursing and Rehabilitation Center, located at 1219 Eastwood Drive in Seguin, Texas (the "Project"); and

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 30, 2022 (the "TEFRA Hearing"); and

WHEREAS, pursuant to the provisions of section 147(f) of the Code, the City Council of the City of Seguin, 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; and

NOW THEREFORE BE IT RESOLVED by the City Council of Seguin, Texas:

SECTION 1. The City Council, 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 the City of Seguin, Texas. The Bonds shall not constitute a liability, indebtedness, or an obligation of the City of Seguin, Texas nor shall any of the assets of the City of Seguin, 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 _____ day of _____.

DONNA DODGEN, MAYOR

ATTEST:

Naomi Manski, City Secretary

EXHIBIT C

STATE OF TEXAS

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF SEGUIN, TEXAS APPROVING THE FINANCING BY THE NEW HOPE CULTURAL EDUCATION FACILITIES FINANCE CORPORATION FOR JACK AND NANCY DWYER WORKFORCE DEVELOPMENT CENTER, INC.

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, the Jack and Nancy Dwyer Workforce Development Center, Inc., a Delaware 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 in a maximum principal amount of \$531,000,000 (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 (i) Guadalupe Valley Nursing and Rehabilitation Center, located at 1210 Eastwood Drive in Seguin, Texas, and (ii) Windsor Nursing and Rehabilitation Center, located at 1219 Eastwood Drive in Seguin, Texas (the "Project"); and

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 October 11, 2021 (the "TEFRA Hearing"); and

WHEREAS, pursuant to the provisions of section 147(f) of the Code, the City Council of the City of Seguin, 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; and

NOW THEREFORE BE IT RESOLVED by the City Council of the Seguin, Texas:

SECTION 1. The City Council, solely for the purposes of section 147(f) of the Code, hereby approves the issuance of the Bonds by the Issuer to finance or refinance the Project for the benefit of the Borrower.

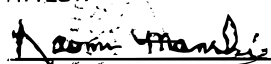
SECTION 2. The foregoing approval is given in accordance with the provisions of section 147(f) of the Code and for no other purposes and is not to be construed as an undertaking by the City of Seguin, Texas. The bonds shall not constitute a liability, indebtedness, or an obligation of the City of Seguin, Texas nor shall any of the assets of the City of Seguin, 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 7th day of December 2021.



DONNA DODGEN, MAYOR

ATTEST:


Naomi Manski, City Secretary

