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October 17, 2016

COUNTY JUDGE
RECEIVED

OCT 18 2016

County Judge Robert E. Hebert
Fort Bend County Courthouse
401 Jackson St.
Richmond, Texas 77469

Re: Woodloch Health Facilities Development Corporation Senior Housing Revenue Bonds
(Inspired Living at Sugar Land Project), Series 2016

Dear Judge Hebert:

Woodloch Health Facilities Development Corporation (the "Issuer") proposes, on behalf of the City of Woodloch, Texas, to issue the captioned bonds and notes (the "Bonds") in one or more series pursuant to the Health Facilities Development Act, Chapter 221, Texas Health and Safety Code (the "Act") to provide funds to finance and refinance a senior living facility consisting of approximately 106 assisted living units 43 units of memory care and related common areas such as dining, recreation and administrative spaces (the "Facilities"), located near 6440 Oilfield Rd., Sugar Land, Texas 77479. The Facilities are owned by Senior Care Living VI, LLC (the "Borrower"). The Borrower is a Florida limited liability company. Our firm is acting as bond counsel to the Issuer in connection with the issuance of the Bonds.

Section 221.030 of the Act requires that for any health facilities located outside the City of Woodloch, Texas to be financed with Bond proceeds, the Issuer must obtain a consent to the financing from each City, County and hospital district within which such health facilities are located.

The Borrower has requested the Issuer to finance the Facilities, which are located within the jurisdiction of the Fort Bend County, Texas. Therefore, pursuant to Section 221.030 of the Act, the consent of Fort Bend County, Texas is required prior to the financing of the Facilities with Bond proceeds. For your convenience, I have enclosed a proposed form of a consent resolution with the description included.

This consent is required solely for the purposes of satisfying Section 221.030 of the Act and to comply with a federal income tax requirement, which will enable the Issuer to proceed with the proposed financing of the Facilities with Bond proceeds. This consent in no way imposes any payment or other obligations on Fort Bend County in connection with the financing. The County will have no liability with respect to the proposed Bonds.

The Issuer sponsored a public hearing held on September 29, 2016 at 10 a.m., 307 N. San Jacinto, Conroe, Texas 77301. Notice of the public hearing was published in the Fort Bend Star and Fort Bend/Southwest Star on September 14, 2016. No member of the public appeared at the public hearing.

Therefore, on behalf of the Issuer and the Borrower, we respectfully request that consideration of adoption of the enclosed consent be placed on the agenda of the Commissioners Court of Fort Bend County, Texas at its next available meeting, and that the Commissioners Court approve and adopt such consent. If adopted, please provide me with three (3) executed copies of the resolution

Please do not hesitate to contact me at (214) 754-9221 should you have any questions or comments. Thank you very much for your cooperation and assistance.

Sincerely,

A handwritten signature in blue ink, appearing to read 'Mark A. Malveaux', with a long, sweeping flourish extending to the right.

Mark A. Malveaux