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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.

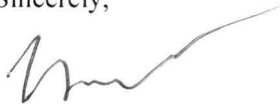
This consent is required solely for the purposes of satisfying Section 221.030 of the Act and to comply with a federal income tax requirement, which will enable the Issuer to proceed with the proposed financing of the Facilities with Bond proceeds. This consent in no way imposes any payment or other 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 black ink, appearing to read 'Mark A. Malveaux', with a long, sweeping flourish extending to the right.

Mark A. Malveaux

RESOLUTION APPROVING THE FINANCING BY THE
WOODLOCH HEALTH FACILITIES DEVELOPMENT CORPORATION
OF A HEALTH FACILITY LOCATED WITHIN FORT BEND COUNTY, TEXAS
FOR SENIOR CARE LIVING VI, LLC

WHEREAS, the Health Facilities Development Act, Chapter 221, Texas Health and Safety Code (the "Act"), authorizes and empowers Woodloch Health Facilities Development Corporation (the "Issuer") to issue revenue bonds on behalf of the City of Woodloch, 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, Section 221.030 of the Act provides that the Issuer may provide for the financing or refinancing of health facilities located outside the limits of the Issuing Unit with the consent of each City, County or hospital district within such health facility is or is to be located; and

WHEREAS, Senior Care Living VI, LLC (the "Borrower"), a Florida limited liability corporation, proposes to obtain financing and refinancing from the Issuer from the proceeds of one or more series of the Issuer's bonds and notes in a maximum principal amount of \$47,000,000 for the costs of a senior living facility consisting of approximately 106 assisted living units 43 units memory care units and related common areas such as dining, recreation and administrative spaces (the "Facilities"), located near 6440 Oilfield Rd., Sugar Land, Texas 77479; and

WHEREAS, the Facilities will be located within Fort Bend County, Texas (the "County") and outside the limits of the Issuing Unit;

NOW, THEREFORE, BE IT RESOLVED BY THE COMMISSIONERS COURT OF FORT BEND COUNTY, TEXAS THAT:

Section 1. The County hereby consents to the financing by the Issuer of the Facilities for the purposes of Section 221.030 of the Act and approves the financing for the purposes of Section 147(f) of the Internal Revenue Code of 1986; provided that the County shall have no liability in connection with the financing of the Facilities and shall not be required to take any further action with respect thereto.

Section 2. This Resolution shall take effect immediately from and after its adoption and it is accordingly so ordered.

PASSED AND APPROVED, this the ____ day of _____, 2016.

County Judge

10-27-16
(added
attest
line)
do



Airbill No. Z3400589

Lone Star Overnight
1-800-800-8984
www.iso.com

SHIP TO:
COUNTY JUDGE ROBERT HERBERT
FORT BEND COUNTY COURTHOUSE
401 JACKSON ST.
RICHMOND, TX 77469
2147549224

From:
ASPEN BABLES
MCCALL PARKHURST & HORTON
LL
717 NORTH HARWOOD SUITE 900
DALLAS, TX 75201
2147549224

E HBY

LSO EARLY OVERNIGHT
8:30 IN SELECT CITIES

PRINT DATE: 10/17/2016
QUICKCODE: WEIGHT: 0.50LBS
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OCT 17 2016

Fold on above line and place shipping label in pouch on package. Please be sure the barcodes and addresses can be read and scanned. Shipping Instructions

1. Fold this page along the horizontal line above.
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3. To locate a drop box near you, click on **Find A Drop Box** from the home page main menu.
4. To schedule a pickup, click on **Request Pickup**.

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LIMIT OF LIABILITY: We are not responsible for claims in excess of \$100 for any reason unless you: 1) declare a greater value (not to exceed \$25,000); 2) pay an additional fee; 3) and document your actual loss in a timely manner. We will not pay any claim in excess of the actual loss. We are not liable for any special or consequential damages. Additional limitations of liability are contained in our current Service Guide. If you ask us to deliver a package without obtaining a delivery signature, you release us of all liability for claims resulting from such service. NO DELIVERY SIGNATURE WILL BE OBTAINED FOR 8:30 AM DELIVERIES OR RESIDENTIAL DELIVERIES.

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