

July 28, 2022

The Honorable County Judge  
and Commissioners Court of Fort Bend County  
Fort Bend County Courthouse  
401 Jackson Street  
Richmond, Texas 77469

Re: Consent to financing by New Hope Cultural Education Facilities Finance  
Corporation for Dwyer Workforce Development Portfolio

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 \$545,400,000 (the "Obligations") 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 Jack and Nancy Dwyer Workforce Development Center, Inc., a 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 Obligations will be used for financing the cost of the acquisition of 28 skilled nursing facilities located in Bastrop, Bexar, Cameron, 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 Obligations.

The skilled nursing facility in Fort Bend County is Windsor Quail Valley Post-Acute Healthcare Center, located at 3640 Hampton Drive in Missouri City, Texas.

Because a portion of the Project is located in Fort Bend County, section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code") requires that the approval of Fort Bend County (or the highest elected official of Fort Bend County) be obtained to the financing by the Issuer after the holding of a public hearing. A public hearing was held by teleconference on July 28, 2022 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 Obligations proceeds. **This approval in no way imposes any payment or other obligations on Fort Bend County in connection with the financing. Fort Bend County will have no liability with respect to the proposed Obligations.**

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 Fort Bend 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 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 or Michael Harris (contact information below) 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:bc  
Enclosures

Contact:

Abe Benavides

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Michael Harris

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McCall, Parkhurst & Horton L.L.P.

1200 Smith Street, Suite 1550

Houston, Texas 77002

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 Promissory Notes (Dwyer Workforce Development Portfolio Project) Series 2022

The undersigned, Abraham Benavides, designated Hearing Officer of New Hope Cultural Education Facilities Finance Corporation (the "Issuer"), the Issuer of the above referenced Notes (the "Notes"), called the Public Hearing of the Issuer held on Thursday, July 28, 2022 to order at 9:30 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 Notes and the project to be financed with the proceeds of the Notes (the "Project") by the Jack and Nancy Dwyer Workforce Development Center, Inc. or an affiliated entity.

I declared that the required notice of the Public Hearing for the Project was published in the HOUSTON CHRONICLE, being a newspaper of general circulation in Missouri City, Texas and Fort Bend 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 Notes.

After sufficient time was given for all present to make their comments with respect to the Notes and the Project, I declared the Public Hearing closed at 9:45 a.m. CT.

Dated: July 28, 2022



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

EXHIBIT A

AFFIDAVIT OF PUBLICATION

AFFIDAVIT OF PUBLICATION

THE STATE OF TEXAS           §  
COUNTY OF HARRIS           §  
CITY OF HARRIS               §

BEFORE ME, a notary public in and for the above named County, on this day personally appeared the person whose name is subscribed below, who, having been duly sworn, says upon oath that he or she is a duly authorized officer or employee of HOUSTON CHRONICLE, (1) which is a newspaper of general circulation in Missouri City, Texas in the County of Fort Bend, Texas; and (2) said newspaper is a "newspaper" as described in Sections 2051.044 and 2051.048 of the Texas Government Code; and that a true and correct copy of the NOTICE OF PUBLIC HEARING, a clipping of which is attached to this affidavit, was published in said Newspaper on July 21, 2022.

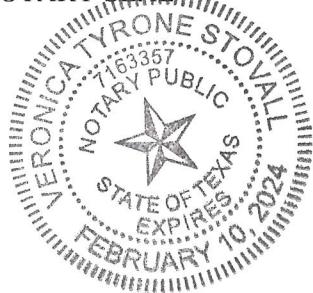
Ad #34215282

Victoria Bond  
Authorized Officer or Employee

SUBSCRIBED AND SWORN TO BEFORE ME on the 22 day of July, 2022.

Veronica Tyrone Stovall  
Notary Public

NOTARY SEAL



### 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 Thursday, July 28, 2022 at 9:30 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 "Obligations") in an aggregate principal amount not to exceed \$545,400,000, the proceeds of which will be loaned to Jack and Nancy Dwyer Workforce Development Center, Inc., a Delaware 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 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 \$34,155,000.
- (2) To finance the cost of acquisition of certain skilled nursing facilities located at 2101 Frate Barker Road in Austin, Texas, known as Brodie Ranch Nursing and Rehabilitation Center, in a maximum amount of \$14,635,000.
- (3) To finance the cost of acquisition of certain skilled nursing facilities located at 550 12th Avenue in Fort Worth, Texas, known as Fort Worth Transitional Care Center, in a maximum amount of \$10,875,000.
- (4) To finance 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 \$18,360,000.
- (5) To finance 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 \$8,215,000.
- (6) To finance the cost of acquisition of certain skilled nursing facilities located at 3810 Hale Avenue in Harlingen, Texas, known as Harlingen Nursing and Rehabilitation Center, in a maximum amount of \$25,420,000.
- (7) To finance 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 \$11,465,000.
- (8) To finance 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 \$14,505,000.
- (9) To finance 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 \$16,945,000.
- (10) To finance 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 \$41,340,000.
- (11) To finance 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 \$7,290,000.
- (12) To finance the cost of acquisition of certain skilled nursing facilities located at 8503 Mystic Park in San Antonio, Texas, known as Mystic Park Nursing and Rehabilitation Center, in a maximum amount of \$18,100,000.
- (13) To finance the cost of acquisition of certain skilled nursing facilities located at 1700 Onion Creek Parkway in Austin, Texas, known as Onion Creek Nursing and Rehabilitation Center, in a maximum amount of \$20,415,000.
- (14) To finance 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 \$20,925,000.
- (15) To finance 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 \$20,415,000.
- (16) To finance the cost of acquisition of certain skilled nursing facilities located at 6801 East Riverside Drive in Austin, Texas, known as Riverside Nursing and Rehabilitation Center, in a maximum amount of \$18,870,000.
- (17) To finance 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 \$13,225,000.
- (18) To finance 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 \$10,080,000.
- (19) To finance 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 \$22,465,000.
- (20) To finance 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 \$30,685,000.
- (21) To finance 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 \$30,425,000.
- (22) To finance 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 \$14,505,000.
- (23) To finance 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 \$33,765,000.
- (24) To finance the cost of acquisition of certain skilled nursing facilities located at 3200 W. Slaughter Lane in Austin, Texas, known as West Oaks Nursing and Rehabilitation Center, in a maximum amount of \$17,715,000.

(25) To finance 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 \$25,935,000.

(26) To finance 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 \$24,270,000.

(27) To finance the cost of acquisition of a leasehold interest in certain skilled nursing facilities located at 372 Hill Road, Smithville, Texas, known as Towers Nursing Home, in a maximum amount of \$9,000,000.

(28) To finance 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 \$11,400,000.

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

RESOLUTION APPROVING THE FINANCING BY THE  
NEW HOPE CULTURAL EDUCATION FACILITIES FINANCE CORPORATION  
OF HEALTH FACILITIES LOCATED WITHIN  
FORT BEND 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, the Jack and Nancy Dwyer Workforce Development Center, Inc., an organization described in section 501(c)(3) of Internal Revenue Code of 1986, as amended (the "Code"), 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 \$545,400,000 (the "Obligations") and will use a portion of the proceeds of the Obligations to finance the cost of acquisition of certain skilled nursing facilities, including the skilled nursing facility known as Windsor Quail Valley Post-Acute Healthcare Center, located at 3640 Hampton Drive in Missouri City, Texas (the "Project"); and

WHEREAS, pursuant to section 147(f) of the Code, the Issuer has caused to be published a notice of public hearing (the "TEFRA Notice") with respect to the issuance of the Obligations and the financing the Project, and held such hearing after reasonable notice on July 28, 2022 (the "TEFRA Hearing"); and

WHEREAS, pursuant to the provisions of section 147(f) of the Code, the Commissioners Court of Fort Bend County, Texas must approve issuance of the Obligations by the Issuer to enable the Obligations to qualify as tax-exempt obligations under the Code;

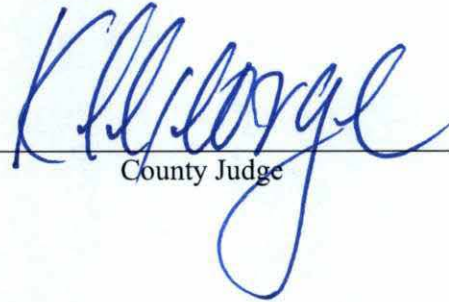
NOW THEREFORE, BE IT RESOLVED BY THE COMMISSIONERS COURT OF FORT BEND COUNTY, TEXAS:

Section 1. The Commissioners Court, solely for the purposes of section 147(f) of the Code, hereby approves the issuance of the Obligations by the Issuer to finance 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 Fort Bend County, Texas. The Obligations shall not constitute a liability, indebtedness, or an obligation of Fort Bend County, Texas nor shall any of the assets of Fort Bend County, Texas be pledged to the payment of the Obligations.

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

PASSED AND APPROVED, this the 23<sup>rd</sup> day of August, 2022.

  
County Judge