

November 16, 2022

VIA EMAIL

The Honorable County Judge
and Commissioners Court of Harris County
Harris County Courthouse
1001 Preston Street, Suite 934
Houston, Texas 77002

Re: Consent to financing by New Hope Cultural Education Facilities Finance
Corporation for Brazos Presbyterian Homes, 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 one or more series in an aggregate principal amount not to exceed \$90,000,000 (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 and refinance certain health facilities for Brazos Presbyterian Homes, Inc. (the "Borrower"), a Texas nonprofit corporation and an organization described in section 501(c)(3) of the Internal Revenue Code of 1986. The proceeds of the Obligations will be used by the Borrower to (i) finance and refinance the expansion and improvement of Longhorn Village, a continuing care retirement community located at 12501 Longhorn Parkway, Austin, Texas 78732 (the "Expansion Project"), in an aggregate principal amount not to exceed \$70,000,000, and (ii) refinance certain indebtedness of the Borrower, the proceeds of which were used to finance and refinance the costs of acquisition, construction and renovation of (A) The Hallmark, a continuing care retirement community located at 4718 Hallmark Drive, Houston, Texas 77056 ("The Hallmark"), in an aggregate principal amount not to exceed \$4,000,000, and (B) Brazos Towers at Bayou Manor, a continuing care retirement community located at 4141 South Braeswood Blvd., Houston, Texas 77025 ("Brazos Towers" and, collectively with the Expansion Project and The Hallmark, the "Project"), in an aggregate principal amount not to exceed \$16,000,000. The Project will be owned and operated by the Borrower and/or affiliated entities. Our firm is acting as bond counsel to the Issuer in connection with the issuance of the Obligations.

Because a portion of the Project is located in Harris County, Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code") requires that the approval of Harris County (or the highest elected official of Harris County) be obtained to the financing after the holding of a



public hearing. A public hearing was held on November 10, 2022 via teleconference in accordance with the Revenue Procedure 2022-20, 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 Obligation proceeds on behalf of the Borrower. **This approval in no way imposes any payment or other obligations on Harris County in connection with the financing. Harris County will have no liability with respect to the proposed Obligations or the Project.**

Therefore, on behalf of the Issuer and Brazos Presbyterian Homes, Inc., we respectfully request that consideration of adoption of the enclosed consent resolution be placed on the agenda for the next available meeting of Harris 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. Thank you very much for your 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 Promissory Notes (Brazos Presbyterian Homes, Inc. 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 "Obligations"), called the Public Hearing of the Issuer held on Thursday, November 10, 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 Obligations and the project to be financed, refinanced or constructed with the proceeds of the Obligations (the "Project") by Brazos Presbyterian Homes, Inc.

I declared that the required notice of the Public Hearing for the Project was published on November 2, 2022 in the HOUSTON CHRONICLE, being a newspaper of general circulation in Harris County, and a Public Hearing for the Project was published on November 3, 2022 in the AUSTIN AMERICAN STATESMAN, being a newspaper of general circulation in Travis County, Texas, both publications 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 Obligations.

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

Dated: November 10, 2022



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

EXHIBIT A

AFFIDAVIT OF PUBLICATION

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

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 the City of Houston, Harris County, 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 11/2, 2022.

Ad # 34238781

Victoria Bond
Authorized Officer or Employee

SUBSCRIBED AND SWORN TO BEFORE ME on the 3 day of November, 2022.

Veronica Malone-Stovall
Notary Public



NOTICE OF PUBLIC HEARING.**NEW HOPE CULTURAL EDUCATION FACILITIES FINANCE CORPORATION**

Notice is hereby given of a public hearing to be held by the New Hope Cultural Education Facilities Finance Corporation (the "Issuer") on Thursday, November 10, 2022, at 10:00 a.m. CT via teleconference, with respect to the 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 \$90,000,000, the proceeds of which will be loaned to Brazos Presbyterian Homes, Inc., or an affiliated entity (the "Borrower").

The Obligations will be issued to (i) finance and refinance the expansion and improvement of Longhorn Village, a continuing care retirement community located at 12501 Longhorn Parkway, Austin, Texas 78732 (the "Expansion Project"), in an aggregate principal amount not to exceed \$70,000,000, and (ii) refinance certain indebtedness of the Borrower, the proceeds of which were used to finance and refinance the costs of acquisition, construction and renovation of (A) The Hallmark, a continuing care retirement community located at 4718 Hallmark Drive, Houston, Texas 77056 ("The Hallmark"), in an aggregate principal amount not to exceed \$4,000,000, and (B) Brazos Towers at Bayou Manor, a continuing care retirement community located at 4141 South Braeswood Blvd., Houston, Texas 77025 ("Brazos Towers" and, collectively with the Expansion Project and The Hallmark, the "Project"), in an aggregate principal amount not to exceed \$16,000,000. The Project will be owned and operated by the Borrower and/or affiliated entities.

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.

AFFIDAVIT OF PUBLICATION

THE STATE OF TEXAS
COUNTY OF TRAVIS
CITY OF AUSTIN

BEFORE ME, a notary public in and for the State of Wisconsin and County of Brown, 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 *AUSTIN AMERICAN-STATESMAN*, (1) which is a newspaper of general circulation in the City of Austin, Travis County, 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 Nov. 3, 2022.

Mumal Verley
Authorized Officer or Employee

SUBSCRIBED AND SWORN TO BEFORE ME on the 9 day of Nov, 2022.

Vicky Felty
Notary Public

NOTARY SEAL

VICKY FELTY
Notary Public
State of Wisconsin

NOTICE OF
PUBLIC HEARING

NEW HOPE CULTURAL
EDUCATION FACILITIES
FINANCE CORPORATION

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EXHIBIT B

FORM OF CONSENT RESOLUTION

RESOLUTION APPROVING THE FINANCING BY THE
NEW HOPE CULTURAL EDUCATION FACILITIES FINANCE CORPORATION
OF HEALTH FACILITIES LOCATED WITHIN
HARRIS COUNTY, TEXAS FOR
BRAZOS PRESBYTERIAN HOMES, 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, Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code") requires that the bonds or notes and the facilities to be financed with the bonds or notes be approved by the governmental unit or the highest elected official of the governmental unit having jurisdiction over the area in which the facilities are located after the holding of a public hearing relating to the bonds or notes and the facilities; and

WHEREAS, Brazos Presbyterian Homes, Inc., a Texas nonprofit corporation, and a 501(c)(3) organization (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 an aggregate principal amount not to exceed \$90,000,000 (the "Obligations"), to (i) finance and refinance the expansion and improvement of Longhorn Village, a continuing care retirement community located at 12501 Longhorn Parkway, Austin, Texas 78732 (the "Expansion Project"), in an aggregate principal amount not to exceed \$70,000,000, and (ii) refinance certain indebtedness of the Borrower, the proceeds of which were used to finance and refinance the costs of acquisition, construction and renovation of (A) The Hallmark, a continuing care retirement community located at 4718 Hallmark Drive, Houston, Texas 77056 ("The Hallmark"), in an aggregate principal amount not to exceed \$4,000,000, and (B) Brazos Towers at Bayou Manor, a continuing care retirement community located at 4141 South Braeswood Blvd., Houston, Texas 77025 ("Brazos Towers" and, collectively with the Expansion Project and The Hallmark, the "Project"), in an aggregate principal amount not to exceed \$16,000,000; and

WHEREAS, a portion of the Project is located within Harris County, Texas (the "County") and outside the limits of the Issuing Unit;

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

Section 1. The County hereby approves the Bonds and the Project 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 Project 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 _____, 2023.

County Judge