

A RESOLUTION

REGARDING THE ISSUANCE BY THE ARIZONA INDUSTRIAL DEVELOPMENT AUTHORITY OF ITS SENIOR LIVING REVENUE BONDS IN ONE OR MORE SERIES IN THE PRINCIPAL AMOUNT NOT TO EXCEED \$75,000,000, FOR THE PURPOSE OF FINANCING THE ACQUISITION AND CONSTRUCTION OF CERTAIN ASSISTED LIVING/MEMORY CARE FACILITIES LOCATED IN THE COUNTY AND OTHER RELATED MATTERS.

WHEREAS, The Arizona Industrial Development Authority (“**AZIDA**”) is a nonprofit corporation and political subdivision of the State of Arizona. AZIDA is a conduit issuer of municipal revenue bonds with the ability to assist private and public borrowers across the country. AZIDA issues conduit revenue bonds for the benefit of private users. Repayment of the bonds is the obligation of the private user only. The proceeds of these revenue bonds may be used for commercial enterprises of any kind, and the interest on the bonds may be exempt from federal income taxation;

WHEREAS, Urban Housing & Community Services Corporation, a California nonprofit corporation and an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “**Code**”), or affiliates thereof (collectively, the “**Borrower**”), has applied to AZIDA to issue its Senior Living Revenue Bonds (the “**Bonds**”) in one or more series in an aggregate principal amount of \$75,000,000, of which approximately \$8,650,000 will be loaned to the Borrower to be used, in part, to (1) finance the acquisition, construction and equipping of the 60-bed Windsor House assisted living/memory care facility located at 336 S. Rhodes Avenue, Windsor, North Carolina 27983-9611 (collectively, the “**Project**”), (2) fund a portion of the interest on the Bonds, (3) fund certain reserve and other funds related to the Bonds, and (4) pay costs associated with the issuance of the Bonds. The Bonds will constitute “qualified 501(c)(3) bonds” within the meaning of Section 145(a) of the Code;

WHEREAS, the Project will be initially owned and operated by the Borrower;

WHEREAS, pursuant to Section 147(f) of the Code and the Treasury Regulations promulgated thereunder (collectively, the “**Federal Tax Requirements**”), prior to the issuance of the Bonds by AZIDA, and after a public hearing held following reasonable public notice, the Borrower has requested the Board of Commissioners of the County (the “**Board**”), as the highest elected representatives of the County, the governmental unit having jurisdiction over the area in which the Project is located, to approve AZIDA’s issuance of the Bonds and the financing the Project in the County;

WHEREAS, on May 18, 2020, prior to any deliberations regarding this Resolution, the County held a public hearing at which all interested persons have been given a reasonable opportunity to express their views on the location of the Project, the issuance of the Bonds and other related matters. Written comments on the subject of the public hearing were allowed until 24 hours after the public hearing. The public hearing was duly noticed by publication, attached as Exhibit A, in a newspaper having general circulation in the County, not less than 7 days prior to the date of the public hearing; and

WHEREAS, at the Borrower’s request, the Board now desires to approve AZIDA’s issuance of the Bonds and the financing of the Project in order to satisfy the Federal Tax Requirements.

NOW, THEREFORE, BE IT RESOLVED by the Board as follows:

Section 1. It is hereby found, determined and declared that Project and the Bonds will give rise to no pecuniary liability of the County, or a charge against its general credit or taxing power.

Section 2. As required by and in accordance with the Federal Tax Requirements, the Board, as the applicable elected representatives of the governmental unit having jurisdiction over the area in which the Project is located, approves AZIDA's issuance of the Bonds and the financing of the costs of the Project in the County solely for the Federal Tax Requirements.

Section 3. **The County has no responsibility for the payment of the principal of or interest on the Bonds or for any costs incurred by the Borrower with respect to the Bonds or the Project. The County pledges neither its taxing power nor revenues for the Bonds. The County has no responsibility for, and has not reviewed the Borrower or the Project, and has no responsibility for the success of the Project.**

Section 4. All orders and resolutions and parts thereof in conflict herewith are to the extent of such conflict hereby repealed, and this resolution shall take effect and be in full force and effect from and after its adoption.

[Signature Page Follows]

Adopted this 20th day of May, 2020.

COUNTY OF BERTIE, NORTH CAROLINA

(SEAL)

By: _____

Ronald Wesson, Chairman
Board of Commissioners
County of Bertie, North Carolina

ATTEST:

By: _____

Sarah Tinkham, Clerk to the Board
Board of Commissioners
County of Bertie, North Carolina

EXHIBIT A

NOTICE OF PUBLIC HEARING

[Attached]

PUBLISHER'S AFFIDAVIT

North Carolina
Bertie County

Thadd White affirms that he is Editor of the *Bertie Ledger-Advance*, a newspaper published weekly at Windsor, Bertie County, North Carolina, and that the advertisement, a true copy of which is hereto attached, entitled:

**Bertie County
Notice of Public Hearing**

Was published in said the *Bertie Ledger-Advance* on the following date(s):

May 7, 2020

And that the said newspaper in which such notice, paper, document or legal advertisement was published, was at the time of each and every publication, a newspaper meeting all of the requirements and qualifications of Chapter 1, Section 597 of the General Statutes of North Carolina and was a qualified newspaper within the meaning of Chapter 1, Section 597 of the General Statutes of North Carolina.



Affirmed and subscribed before me this

13 Day of May 2020

Notary Public

My Commission Expires



NOTICE OF A PUBLIC HEARING WITH RESPECT TO NOT TO \$75,000,000 ARIZONA INDUSTRIAL DEVELOPMENT AUTHORITY LIVING FACILITIES REVENUE BONDS

NOTICE IS HEREBY GIVEN that, as required by Section 147(f) of the Revenue Code of 1986, as amended (the "Code"), a virtual public hearing was held by the Board of County Commissioners (the "Board") for the County of Bertie, North Carolina (the "County"), on May 18, 2020 at 10:00 a.m. or as soon as practicable thereafter, concerning the proposed issuance by the Arizona Industrial Development Authority (the "Authority") of its revenue bonds (the "Bonds").

All persons seeking to participate in the virtual public hearing may call in at 1-301-715-8592 (Meeting ID: 723 391 6141), or toll-free at 1-800-716-6599 (Passcode: 919-835-4659), or online via Zoom using the following link: <https://us02web.zoom.us/j/7233916141>.

The Bonds are expected to be issued by the Authority in the maximum amount of \$75,000,000, a portion of proceeds of which, in the amount not to exceed \$8,650,000, will be loaned to Urban Housing & Community Services Corporation, a California nonprofit corporation and an organization described in Section 170(b)(1)(D) of the Code, or affiliates thereof (collectively, the "Borrower"), and used: (1) finance the acquisition, construction and equipping of the 60-bed Windsor assisted living/memory care facility located at 336 S. Rhodes Avenue, Windsor, North Carolina 27983-9611 (collectively, the "Project"), (2) fund a portion of the costs of the Bonds, (3) fund certain reserve and other funds related to the Bonds, and (4) fund costs associated with the issuance of the Bonds. The Bonds will constitute "501(c)(3) bonds" within the meaning of Section 145(a) of the Code.

The Project will be owned and operated by the Borrower.

The Bonds, including the principal of (premium, if any) and interest thereon, constitute a debt or a loan of credit or a pledge of the full faith and credit of the Authority, the Arizona Finance Authority, the State of Arizona, or any political subdivision thereof, within the meaning of any State of Arizona constitutional provision or statutory limitation and shall never constitute or give rise to any liability of the Authority, the Arizona Finance Authority, the State of Arizona, or any political subdivision thereof. The Bonds shall not constitute, directly or indirectly, or contingently obligate or otherwise constitute a general obligation of or against the general credit of the Authority, the Arizona Finance Authority, the State of Arizona, or any political subdivision thereof, but shall be special limited obligations of the Authority payable solely from the sources provided for in the proceeds of the issuance of the Bonds. The Authority has no taxing power.

The Bonds will be special limited obligations of the Authority payable solely from the proceeds of the Bonds, and certain accounts established by the trust indenture pursuant to which the Bonds are being issued.

At the time fixed for the public hearing, all persons who participate will have a reasonable opportunity to express their views, both orally and in writing, against the proposed issuance of the Bonds, the location and nature of the Project, and other related matters.

Any person wishing to submit written comments regarding the proposed issuance of the Bonds, the location and nature of the Project and other related matters may do so by submitting comments no later than 10:00 a.m. on May 19, 2020 to the Board, 106 Dundee Street, Windsor, NC 27983 (sarah.tinkham@bertiecountync.gov) after which the Board will consider and take action on a resolution regarding the proposed issuance of the Bonds by the Authority for the Project.

Additional information regarding the Project may be obtained from Jeff Poley, Esq., 301 Fayetteville Street, Suite 1400, Raleigh, North Carolina 27601 (919-835-4659; email - jeffpoley@parkerpoe.com).