

EXTRACTS FROM MINUTES OF BOARD OF COMMISSIONERS

The Board of Commissioners for the County of Guilford, North Carolina (the “County”) held a regular meeting in the Commissioners’ Meeting Room on the Second Floor of 301 W. Market Street, Greensboro, North Carolina 27401, the regular place of meeting, at 5:30 p.m. on October 19, 2017. The following Commissioners were:

Present:

Absent:

* * * * *

Motion was made by Commissioner _____, seconded by Commissioner _____ and carried unanimously, to open the public hearing.

WHEREAS, at [5:30] P.M., the Chairman announced that the Board of Commissioners (the “Board”) would proceed to hold a public hearing and would hear anyone who wished to be heard on the proposed issuance by the Public Finance Authority (the “Authority”), a unit of government and a body corporate and politic of the State of Wisconsin, of its Retirement Facilities First Mortgage Revenue and Revenue Refunding Bonds (WhiteStone Project), Series 2017 (the “Bonds”), in an aggregate amount not to exceed \$33,025,000;

WHEREAS, the Authority has been requested to issue the Bonds and to lend the proceeds from the sale thereof to Masonic and Eastern Star Home of North Carolina, Incorporated, a North Carolina nonprofit corporation (the “Borrower”);

WHEREAS, the Borrower will use such proceeds to (1) refund the outstanding principal amount of the North Carolina Medical Care Commission Retirement Facilities First Mortgage Revenue Bonds (WhiteStone Project) Series 2011A (the “2011A Bonds”); (2) finance certain routine capital improvements to and equipment for the Corporation’s now-existing continuing care retirement community facilities located at 700 South Holden Road, Greensboro, North Carolina (the “Community”), including, but not limited to, HVAC systems, landscaping, roadways and parking lots, roofing, surveillance equipment, renovations and upgrades to living units and community vehicles (collectively, the “2017 Capital Expenditure Project”); (3) finance pre-construction and development expenses (e.g., feasibility studies and reports, permits and fees and design costs) for an expansion of, and further improvements to, the Community, currently expected to consist of one or more new buildings for new independent living units and assisted living units and renovation of the existing nursing units, along with roadway, parking and other common area renovations to support the expansion (collectively, the “2017 Pre-Construction Project,” and together with the 2017 Capital Expenditure Project, the “2017 Project”); and (4) pay certain expenses in connection with the authorization and issuance of the Bonds;

WHEREAS, the proceeds of the 2011A Bonds were loaned to the Borrower and used to finance certain improvements to the Community, including, but not limited to, (1) the acquisition, construction and equipping of 46 independent living apartments, including the demolition of two existing buildings; (2) the acquisition, construction and equipping of two independent living

houses and two independent living duplexes, resulting in a total of six new units; (3) the acquisition, construction and equipping of a fellowship hall, bistro, arts and crafts room, spa, picnic shelter, resident gardens and outdoor dining areas; (4) the conversion of an existing multipurpose room into a fitness center; (5) the construction of a new parking lot and a new entrance monument; (6) installation of sidewalks on two city streets (Holden and Spring Garden) adjacent to the Community, as required by city ordinance in connection with the expansion of the Community; (7) renovations and improvements to the “Linville” building creating a new club house with library, resident store, game room, activity room, lounge and pharmacy on the main floor, administrative and marketing suites on lower level and the combination of four studio apartments into three one bed room apartments on the top floor; (8) renovations and improvements to the rotunda, central dining building, central kitchen, and corridors in the care and wellness center and existing apartment buildings; and (9) renovations to an existing house for use as a temporary marketing office (collectively, the “2011 Project” and together with the 2017 Project, the “Project”);

WHEREAS, pursuant to Section 66.0304(11)(a) of the Wisconsin Statutes, prior to their issuance, bonds issued by the Authority must be approved by the governing body or highest ranking executive or administrator of the political jurisdiction within whose boundaries a project is located, which with respect to the Project is the County of Guilford, North Carolina;

WHEREAS, the Borrower has requested that the Board approve the financing and refinancing of the Project, and the issuance of the Bonds in an amount not to exceed \$33,025,000 in order to satisfy the public approval requirement of Section 147(f) of the Code and the requirements of Section 4 of the Amended and Restated Joint Exercise of Powers Agreement Relating to the Public Finance Authority, dated as of September 28, 2010 (the “Joint Exercise Agreement”), and Section 66.0304(11)(a) of the Wisconsin Statutes;

WHEREAS, on October 5, 2017 a notice of public hearing was published in the *Greensboro News & Record*, setting forth a general, functional description of the type and use of the facilities to be financed and refinanced, the maximum principal amount of the Bonds, the initial owner, operator or manager of the facilities and the location of the facilities, among other things;

WHEREAS, the names, address and testimony of the persons who were present and who offered comments on the proposed issuance of the Bonds or who responded in writing to the notice of public hearing are as follows:

[None.]

WHEREAS, the Chairman of the Board inquired elsewhere in and around the meeting room to determine whether there were any other persons who wished to speak at the public hearing and the Chairman of the Board determined that no other persons who wished to speak at the public hearing were found; and

WHEREAS, the purpose of the above-described public hearing and this resolution is to satisfy the public approval requirement of Section 147(f) of the Internal Revenue Code of 1986, as amended (the “Code”), in order to qualify the interest on the Bonds for exclusion from the gross

income of the owners thereof for federal income tax purposes pursuant to the applicable provisions of the Code;

After the Board had heard all persons who had requested to be heard, Commissioner _____ moved that the public hearing be closed. The motion was adopted unanimously.

Commissioner _____ introduced the following resolution, a copy of which had been distributed to each Commissioner:

RESOLUTION APPROVING THE ISSUANCE OF NOT TO EXCEED \$33,025,000 OF TAX-EXEMPT BONDS TO BE ISSUED BY THE PUBLIC FINANCE AUTHORITY TO FINANCE AND REFINANCE CERTAIN COSTS OF VARIOUS PROJECTS ON BEHALF OF MASONIC AND EASTERN STAR HOME OF NORTH CAROLINA, INCORPORATED.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COMMISSIONERS FOR THE COUNTY OF GUILFORD, NORTH CAROLINA:

Section 1. For the purpose of qualifying the interest on the Bonds for exclusion from the gross income of the owners thereof for federal income tax purposes pursuant to the applicable provisions of the Code, the Board hereby approves the issuance of the Bonds by the Authority for the purpose of providing funds to finance and refinance the Project, *provided that* in no event shall the County of Guilford, the State of North Carolina or any political subdivision thereof be liable for such Bonds nor shall the Bonds constitute a debt of the County of Guilford, the State of North Carolina or any political subdivision thereof. It is the purpose and intent of the Board that this resolution constitute approval of the issuance of the Bonds by the applicable elected representative of the Project Jurisdiction for the Project, which is the governmental unit having jurisdiction over the area in which the Project is located, in accordance with Section 147(f) of the Code, Section 66.0304(11)(a) of the Wisconsin Statutes and Section 4 of the Joint Exercise Agreement.

Section 2. This resolution shall take effect immediately upon its passage.

Commissioner _____ seconded the motion and the motion was adopted by the following vote:

AYES:

NAYS:

* * * * *

STATE OF NORTH CAROLINA)

COUNTY OF GUILFORD)

I, Robin Keller, Clerk to the Board of Commissioners of the County of Guilford, **DO**
HEREBY CERTIFY as follows:

1. A meeting of the Board of Commissioners of the County of Guilford, located in the State of North Carolina, was duly held October 19, 2017, such meeting having been noticed, held and conducted in accordance with all requirements of law (including open meetings requirements), and minutes of that meeting have been or will be duly recorded in the Minute Book kept by me in accordance with law for the purpose of recording the minutes of the Board.

2. The attached extract accurately reflects the actions taken by the Board of Commissioners with respect to the matters therein.

3. The attached extract correctly states the time when the meeting was convened and the place where the meeting was held and the members of the Board who attended the meeting.

IN WITNESS WHEREOF, I have hereunto set my hand and have hereunto affixed the seal of the County as of October 19, 2017.

(SEAL)

Clerk to the Board of Commissioners