

EXTRACTS FROM MINUTES OF BOARD OF COMMISSIONERS

The Board of Commissioners for the County of Chatham, North Carolina (the “County”) held a regular meeting in the Chatham County Agriculture and Conference Center, 1192 US-64 Business, Pittsboro, NC 27312 at 6:00 p.m. on October 17, 2022. The following Commissioners were:

Present:

Absent:

* * * * *

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

WHEREAS, at _____ 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 Bonds (Galloway Ridge Project), in one or more series (the “Bonds”), in an aggregate principal amount not to exceed \$15,000,000;

WHEREAS, the Authority has been requested to issue the Bonds and to lend the proceeds from the sale thereof to Galloway Ridge, Inc. (the “Corporation”), a North Carolina nonprofit corporation and an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”);

WHEREAS, the Bonds will be qualified 501(c)(3) bonds as defined in Section 145 of the Code, and the Corporation will use the proceeds from the sale of the Bonds to (1) finance a portion of the costs of acquiring, improving, constructing and equipping facilities at the Corporation’s continuing care retirement community known as Galloway Ridge located at 3000 Galloway Ridge, Pittsboro, NC 27312, including, but not limited to, renovations and expansion of dining facilities and common areas (the “Project”), (2) pay a portion of the interest accruing on the Bonds, (3) fund a debt service reserve fund for the Bonds, if necessary, and (4) pay certain expenses incurred in connection with the issuance of the Bonds by the Authority (collectively, the “Bond Project”);

WHEREAS, pursuant to Section 66.0304(11)(a) of the Wisconsin Statutes and 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”), prior to the Authority issuing bonds to finance a capital improvement project, the financing of such project must be approved by the governing body or highest ranking executive or administrator of the political jurisdiction within whose boundaries such project is located, which with respect to the Project is the County;

WHEREAS, the Corporation has requested that the Board approve the financing of the Project and the issuance of the Bonds in an amount not to exceed \$15,000,000 in order to satisfy

the public approval requirement of Section 147(f) of the Code and approve the financing of the Bond Project, including the Project, through the issuance of the Bonds by the Authority in order to satisfy the requirements of Section 4 of the Joint Exercise Agreement and Section 66.0304(11)(a) of the Wisconsin Statutes;

WHEREAS, a notice of public hearing was published in the *Chatham News + Record* on October 5, 2022 setting forth a general, functional description of the type and use of the facilities to be financed with the proceeds of the Bonds, the maximum principal amount of the Bonds to be issued, the initial owner and operator 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, a purpose of the above-described public hearing and this resolution is to satisfy the public approval requirement of Section 147(f) of 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
\$15,000,000 OF TAX-EXEMPT BONDS TO BE ISSUED BY THE PUBLIC
FINANCE AUTHORITY FOR THE BENEFIT OF GALLOWAY RIDGE, INC.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COMMISSIONERS FOR THE COUNTY OF CHATHAM, 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 and to satisfy the public approval requirement of Section 147(f) of the Code, the Board hereby approves the issuance of the Bonds by the Authority for the purpose of providing funds to finance the Project in an amount not to exceed \$15,000,000, *provided that* in no event shall the County or any political subdivision thereof be liable for such Bonds nor shall the Bonds constitute a debt of the County or any political subdivision thereof. Additionally, it is the purpose and intent of the Board that this resolution also constitute approval

by the Board of the financing of the Bond Project, including the Project, through the issuance of the Bonds by the Authority in accordance with Section 66.0304(11)(a) of the Wisconsin Statutes and Section 4 of the Joint Exercise Agreement. The Board is the governing body of the political jurisdiction within whose boundaries the Project is located.

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 CHATHAM)

I, Lindsay Ray, Clerk to the Board of Commissioners of the County of Chatham, **DO**
HEREBY CERTIFY as follows:

1. A meeting of the Board of Commissioners of the County of Chatham, located in the State of North Carolina, was duly held October 17, 2022, 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 of Commissioners.

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 of Commissioners who attended the meeting.

IN WITNESS WHEREOF, I have hereunto set my hand and have hereunto affixed the seal of the County of Chatham as of October 17, 2022.

(SEAL)

Clerk to the Board of Commissioners