COUNTY OF SARPY, NEBRASKA

RESOLUTION NO. 253

A RESOLUTION GRANTING PUBLIC APPROVAL TO THE PROPOSED FINANCING OR REFINANCING OF CERTAIN HEALTH CARE FACILITIES BY ONE OR MORE SERIES OF BONDS ISSUED BY HOSPITAL AUTHORITY NO. 1 OF SARPY COUNTY, NEBRASKA FOR THE BENEFIT OF THE BELLEVUE MEDICAL CENTER, LLC, DOING BUSINESS AS NEBRASKA MEDICINE IN AN AGGREGATE PRINCIPAL AMOUNT OF NOT TO EXCEED $160,000,000 AND RELATED MATTERS

WHEREAS, pursuant to Neb. Rev. Stat. 23-104(6), the County has the power to do all acts in relation to the concerns of the County necessary to the exercise of its corporate powers; and,

WHEREAS, pursuant to Neb. Rev. Stat. 23-103, the powers of the County as a body are exercised by the County Board.

WHEREAS, Hospital Authority No. 1 of Sarpy County, Nebraska (the “Authority”) proposes pursuant to the provisions of the Hospital Authority Act, Neb. Rev. Stat. Sections §23-3579 et seq., as amended, and a plan of financing, to issue one or more series of bonds in the aggregate principal amount of not to exceed $160,000,000 (collectively, the “Bonds”) and loan the proceeds of the sale of the Bonds to the Bellevue Medical Center, LLC, a Nebraska limited liability company, doing business as Nebraska Medicine, or an affiliate thereof (the “Borrower”), with loan payments sufficient to pay principal, premium, if any, and interest on such Bonds as the same fall due, for the purpose of financing, refinancing or reimbursing the Borrower for the capital expenditures and costs associated with the acquisition and equipping of the Bellevue Medical Center hospital facility located at 2500 Bellevue Medical Center Dr., in Bellevue, Nebraska (the “Project”); and

WHEREAS, it is necessary for the Board of Commissioners of Sarpy County, Nebraska to conduct proceedings in satisfaction of the public approval requirements of Section 147(f) of the Internal Revenue Code of 1986, as amended (the “Code”), with respect to the tax-exempt Bonds contemplated hereby; and

WHEREAS, pursuant to a Notice of Public Hearing, duly published in the Bellevue Leader on June 29, July 6, and July 13, 2016, the Board of Commissioners conducted on July 19, 2016, a public hearing (the “Hearing”), pursuant to and in compliance with the requirements of Section 147(f) of the Code, at which all interested parties were given an opportunity to express their views orally or in writing for or against the proposed Bonds and the Project, and this Board of Commissioners deems it necessary and advisable to give public approval to the proposal by the Authority to issue not to exceed $160,000,000 aggregate principal amount of the Bonds, for the aforesaid purposes; and

WHEREAS, the Authority will be requested to consider the adoption of a resolution authorizing it to issue the Bonds and related matters;
WHEREAS, THE BONDS WILL NOT CONSTITUTE AN INDEBTEDNESS OF THE STATE OF NEBRASKA OR SARPY COUNTY, NEBRASKA AND WILL NOT CONSTITUTE A GENERAL OBLIGATION OF THE AUTHORITY.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COMMISSIONERS OF THE COUNTY OF SARPY, NEBRASKA AS FOLLOWS:

THAT, at the Hearing conducted on July 19, 2016 by the Board of Commissioners regarding the proposal by the Authority to issue the Bonds for the purpose of financing, refinancing or reimbursing the Borrower for the capital expenditures and costs associated with the acquisition and equipping of the Bellevue Medical Center hospital facility located at 2500 Bellevue Medical Center Dr., in Bellevue, Nebraska, such facility to be owned and operated by the Borrower, all interested parties who desired to do so were given the opportunity to express their views orally or in writing for or against the proposed bond financing and the related use of bond proceeds; and

THAT, the Board of Commissioners has considered all oral or written statements which were made or filed for or against the proposed Bonds and the Project and hereby determines that the issuance by the Authority of the proposed Bonds, for the financing purposes as set forth in the Notice of Public Hearing and described in the preamble hereof, be and the same is hereby approved solely for the purpose of complying and in accordance with the public approval requirements of Section 147(f) of the Code.

The above Resolution was approved by a vote of the Sarpy County Board of Commissioners at a public meeting duly held in accordance with the applicable law on the 19th day of July, 2016.

COUNTY OF SARPY, NEBRASKA

By

Chairman

Attest:

County Clerk

Papillion, Nebraska, July 19, 2016
The Chairman announced that the purpose of the meeting was to hold a public hearing on the proposal by Hospital Authority No. 1 of Sarpy County (the "Authority") to issue not to exceed $160,000,000 aggregate principal amount of its bonds (collectively, the "Bonds") and loan the proceeds of the sale of the Bonds to the Bellevue Medical Center, LLC, a Nebraska limited liability company, doing business as Nebraska Medicine, or an affiliate thereof (the "Borrower"), pursuant to the provisions of the Hospital Authority Act, Neb. Rev. Stat. Sections 23-3579 et seq., as amended, for the purpose of financing, refinancing or reimbursing the Borrower for the capital expenditures and costs associated with the acquisition and equipping of the Bellevue Medical Center hospital facility located at 2500 Bellevue Medical Center Dr., in Bellevue, Nebraska, such facilities to be owned and operated by the Borrower (the "Project"), with loan payments sufficient to pay principal, premium, if any, and interest on such Bonds as the same fall due. The Bonds will not constitute an obligation or indebtedness of Sarpy County, Nebraska. The purpose of the public hearing and related public approval of the Authority issuing such Bonds by the Board of Commissioners is limited to compliance with the public approval requirements of Section 147(f) of the Internal Revenue Code of 1986, as amended.

The Chairman then asked if there was any person or persons present to express views for or against the proposal by the Authority to issue such Bonds, notice of said hearing having been published as required by law. Written objections or other comments were filed by 0 persons. Oral objections or other comments were made by the following: none.

(If none, insert word “none”)

The Chairman then declared that the public hearing was closed.

Whereupon, Commissioner Warren proposed the following Resolution and moved for its adoption. Commissioner Thompson seconded the motion to adopt. The roll was called and the vote was:

Ayes:

Kelly
Thompson
Richards
Carlisle
Warren

Nays:

None
Whereupon, the Chairman declared said Resolution duly adopted as follows:

A RESOLUTION GRANTING PUBLIC APPROVAL TO THE PROPOSED FINANCING OR REFINANCING OF CERTAIN HEALTH CARE FACILITIES BY ONE OR MORE SERIES OF BONDS ISSUED BY HOSPITAL AUTHORITY NO. 1 OF SARPY COUNTY, NEBRASKA FOR THE BENEFIT OF THE BELLEVUE MEDICAL CENTER, LLC, DOING BUSINESS AS NEBRASKA MEDICINE, IN AN AGGREGATE PRINCIPAL AMOUNT OF NOT TO EXCEED $160,000,000 AND RELATED MATTERS
MEMO

To: Sarpy County Board

From: Brian Hanson

Re: Bellevue Medical Center Bonds

On April 5, 2016, the Sarpy County Board approved a resolution appointing the Board of Trustees for Hospital Authority No. 1. During the discussion on the resolution it was mentioned that Nebraska Medicine may be looking at the issuance of bonds to refinance bonds they currently have outstanding on their facility in Bellevue.

On May 17, 2016 the Sarpy County Board approved an agreement with Nebraska Medicine in which Nebraska Medicine agreed to reimburse Sarpy County for additional interest costs that Sarpy County would incur on its Radio Coverage bonds because of the bonds that will be issued by Hospital Authority No. 1 on behalf of Nebraska Medicine.

At the July 19, 2016 Board meeting, the County Board will hold a public hearing and will be asked to approve the attached resolution authorizing Hospital Authority No. 1 to issue up to $160,000,000 of bonds on behalf of Nebraska Medicine. The resolution clearly sets forth that the bonds do not constitute an indebtedness of Sarpy County. The resolution has been reviewed and approved by the County Attorney’s office. I recommend approval.

July 13, 2016

[Signature]
Brian E. Hanson, Fiscal Administrator

cc: Mark Wayne
Scott Bovick
Deb Houghtaling
Annie Gosnold-Parker
NOTICE OF PUBLIC HEARING

NOTICE IS HEREBY GIVEN that the Sarpy County Board of Commissioners will hold a public hearing on July 19, 2016, as required by Section 147(f) of the Internal Revenue Code of 1986, with respect to the proposed financing or refinancing of the hereinafter-described facilities and equipment pursuant to a plan of financing under which the Hospital Authority No. 1 of Sarpy County, Nebraska (the "Authority") will issue one or more series of revenue bonds in an aggregate principal amount not to exceed $160,000,000 (collectively, the "Bonds") for the benefit of the Bellevue Medical Center, LLC, a Nebraska limited liability company, doing business as Nebraska Medicine, or an affiliate thereof (the "Borrower"). The project consists of the financing or refinancing of certain capital expenditures relating to health care facilities to be owned and operated by the Borrower, as described below.

A portion of the proceeds of the Bonds will be used by the Borrower to finance, refinance or reimburse the costs associated with the acquisition and equipping of the Bellevue Medical Center hospital facility located at 2500 Bellevue Medical Center Dr., in Bellevue, Nebraska.

THE BONDS WILL NOT CONSTITUTE AN INDEBTEDNESS OF THE STATE OF NEBRASKA NOR SARPY COUNTY, NEBRASKA NOR A GENERAL OBLIGATION OF THE AUTHORITY.

The hearing will commence at 3:00 p.m., on July 19, 2016, or as soon thereafter as the matter can be heard, and will be held in the County Board Room in the Administration Building located at 1210 Golden Gate Drive, Papillion, Nebraska. Interested persons wishing to express their views on the Authority issuing the Bonds or on the nature of the facilities proposed to be financed or refinanced will be given an opportunity to do so at the public hearing or may, prior to the time of the hearing, submit written comments to Deb Houghtaling, Sarpy County Clerk, 1210 Golden Gate Drive, Suite 1250, Papillion, NE, 68046.

Deb Houghtaling
Sarpy County Clerk

PUBLISH: Suburban News: Bellevue Leader, Papillion Times, Gretna Breeze and Springfield Monitor
June 29, July 6 and July 13