

[illegible]

I, Clerk to the Board of County Commissioners of Boulder County, Colorado (the “County”), do hereby certify that:

1. Attached is a true and correct copy of a resolution (the “Resolution”) adopted by the Board of County Commissioners (the “Board”) at a regular meeting held on August 19, 2025.

2. Notice of such meeting was posted in a public place within the boundaries of the County designated by the Board for the posting of notices of meetings of the Board no less than 24 hours prior to the holding of the meeting.

3. The Resolution was duly moved, seconded and adopted at such meeting by the affirmative vote of a majority of the members of the Board as follows:

<u>Commissioner</u>	<u>Yes</u>	<u>No</u>	<u>Absent</u>	<u>Abstaining</u>
Claire Levy	_____	_____	_____	_____
Marta Loachamin	_____	_____	_____	_____
Ashley Stolzmann	_____	_____	_____	_____

4. The Resolution was duly approved by the Board, signed by the Chair of the Board, sealed with the County's seal, attested by the Clerk to the Board and recorded in the minutes of the Board.

5. The meeting at which the Resolution was adopted was noticed, and all proceedings relating to the adoption of the Resolution were conducted in accordance with all applicable bylaws, rules, regulations and resolutions of the County, in accordance with the normal procedures of the County relating to such matters, and in accordance with applicable constitutional provisions and statutes of the State of Colorado and all other applicable laws.

WITNESS my hand and the seal of the County this ____ day of _____, 2025.

Clerk to the Board of County Commissioners

[SEAL]

RESOLUTION NO. 2025-__

A RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY OF AN OMNIBUS AMENDMENT AGREEMENT AND ALL NECESSARY DOCUMENTS AND AMENDMENTS IN CONNECTION THEREWITH FOR THE HOVER GREEN HOUSES PROJECT.

WHEREAS, Boulder County, Colorado (the “County”) is authorized by the County and Municipality Development Revenue Bond Act, constituting Article 3, Title 29, Colorado Revised Statutes, as amended (the “Act”) and the Colorado Supplemental Public Securities Act, constituting Article 57, Title 11, Section 201 *et seq.*, Colorado Revised Statutes, as amended (the “Supplemental Act”) to issue revenue bonds to finance one or more projects, which includes any land, building or other improvement and all real or personal properties suitable or used for or in connection with hospital, health-care or nursing-home facilities; and

WHEREAS, pursuant to Resolution No. 2018-55, dated June 7, 2018, attached hereto as Exhibit A (the “Initial Bond Resolution”), the County issued its County of Boulder, Colorado Skilled Nursing Facility Revenue Bonds (Katherine and Charles Hover Green Houses Project) Series 2018A in the principal amount of not to exceed \$12,500,000 and its County of Boulder, Colorado Skilled Nursing Facility Revenue Bonds (Katherine and Charles Hover Green Houses Project) Series 2018B in the principal amount of not to exceed \$5,500,000 (collectively, the “Bonds”), pursuant to a Financing Agreement, dated July 18, 2018 (the “Financing Agreement”), by and among the FirstBank (the “Bond Purchaser”), the County, and the Katherine and Charles Hover Green Houses, Inc (the “Original Borrower”), the proceeds of which were used to fund a loan to the Original Borrower in order to (a) finance the construction, equipping and improvement of four (4) skilled nursing homes each of which is expected to have twelve (12) private bedrooms and bathrooms, an administrative building, and related improvements, to be located within the boundaries of the County of Boulder, Colorado at 1425 Belmont Drive, Longmont, Colorado (the “Facilities”); and (b) pay certain expenses incurred in connection therewith (collectively, the “Project”); and

WHEREAS, the Facilities are owned and operated by the Borrower; and

WHEREAS, the Original Borrower has requested that the County execute an Omnibus Amendment Agreement (the “Omnibus Amendment Agreement”) to merge the Original Borrower, Hover Community, Inc., and Hover Village, Inc. into Hover Senior Living Community, all of which are related entities;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF BOULDER COUNTY, COLORADO:

Section 1. *Ratification of Prior Action.* All action (not inconsistent with the provisions of this Resolution) heretofore taken by the Board of County Commissioners (the “Board”) and other officials of the County, for the purposes herein set forth, be, and the same hereby are, ratified, approved and confirmed. Capitalized terms used herein and not otherwise defined herein shall have the meanings assigned to them in the Financing Agreement.

Section 2. *Ratification of Initial Bond Resolution.* The Initial Bond Resolution and all of the obligations of the County described in the Initial Bond Resolution are hereby ratified.

Section 3. *Authority to Execute and Omnibus Amendment Agreement.* The Chair or any other member of the Board and all other appropriate County officers are hereby authorized and directed to execute and deliver and the Clerk to the Board is hereby authorized and directed to attest and deliver the Omnibus Amendment Agreement and such other agreements and certificates and to take such other actions as may be necessary or convenient to carry out and give effect to the Omnibus Amendment Agreement and this Resolution.

Section 4. *Authority to Execute and Deliver Additional Documents.* The officers, employees and agents of the County shall take all action in conformity with the Act necessary or advisable to effectuate the Omnibus Amendment Agreement and for carrying out, giving effect to and consummating the transactions contemplated by this Resolution, including the execution and delivery of all documents that are necessary to consummate the transactions contemplated by this Resolution and appropriate closing documents and amendment, subject to the approval of special counsel to the County.

Section 5. *Immunity of Officers.* No recourse for the execution of the Omnibus Amendment Agreement shall be had against any commissioner, official, officer, member or agent of the County or the State, all such liability to be expressly released and waived as a condition of and as a part of the consideration for the execution of the Omnibus Amendment Agreement.

Section 6. *Not a Debt of the County.* Nothing contained in this Resolution or the Amendment shall constitute a debt, indebtedness or multiple-fiscal year direct or indirect debt or other financial obligation of the County within the meaning of the Constitution or statutes of the State, nor give rise to a pecuniary liability of the County or a charge against its general credit or taxing powers.

Section 7. *Irrepealability.* After the execution of the Omnibus Amendment Agreement, this Resolution shall be and remain irrepealable until the Bonds (as defined in the Financing Agreement) and the interest thereon shall have been fully paid, canceled and discharged.

Section 8. *Severability.* If any section, paragraph, clause or provision of this Resolution shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause or provision shall not affect any of the remaining provisions of this Resolution.

Section 9. *Inconsistent Actions Repealed.* All bylaws, orders, resolutions and ordinances, or parts thereof, inconsistent herewith and with the documents hereby approved, are hereby repealed to the extent only of such inconsistency. This repealer shall not be construed as reviving any bylaw, order, or ordinance or part thereof.

Section 10. *Effectiveness.* This Resolution shall take effect immediately.

Adopted this ____ day of _____, 2025.

BOULDER COUNTY, COLORADO

Chair, Board of County Commissioners

[SEAL]

ATTEST:

Clerk to the Board