

**SUPPLEMENTAL BOND RESOLUTION  
OF  
THE HOSPITAL FACILITY AUTHORITY  
OF CLACKAMAS COUNTY, OREGON**

WHEREAS, the Board of Directors (the “Board”) of The Hospital Facility Authority of Clackamas County, Oregon (the “Authority”) adopted a Bond Resolution dated March 11, 2020 (the “Bond Resolution”), to among other things, (i) authorize the execution, sale, delivery and issuance of its Revenue Bonds (Rose Villa Project), in one or more tax-exempt or taxable series, in an aggregate principal amount not to exceed \$85,000,000 (the “Bonds”), on behalf of Rose Villa, Inc. (the “Borrower”), an Oregon nonprofit corporation and an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986; (ii) designate Authorized Representatives to approve the Project, execute and deliver the Financing Documents and any agreements, contracts, certificates or other documents in connection with the Project, including without limitation, notices, directions, confirmations, waivers, amendments or terminations; and (iii) designate Authorized Representatives to negotiate the terms of the sale of the Bonds and designate the terms and provisions of the Bonds as described in the Bond Resolution. The Board wishes to supplement the Bond Resolution with this Supplemental Resolution (the “Supplemental Resolution”). Capitalized terms used herein and not otherwise defined, shall have the same meanings as set forth in the Bond Resolution.

WHEREAS, the Board adopted an Inducement Resolution on January 22, 2020 (the “Inducement Resolution” and together with the Supplemental Resolution and the Bond Resolution, collectively, the “Authorizing Resolution”) with regard to the Bonds authorizing, among other things, its preliminary approval to the financing of the Project and to use its best efforts to issue the Bonds.

WHEREAS, in addition to the execution, sale, delivery and issuance of the Bonds previously authorized by the Authority, through a public offering and sale by B.C. Ziegler and Company, as underwriter (a “Public Offering”), in order to provide the Borrower flexibility with respect to the plan of finance, the Borrower has requested that the Authority authorize the sale and issuance of the Bonds, in one or more series, by private placement with Washington Federal Bank, National Association, or such other bank as may be determined by the Borrower (the “Bank”), as the initial holder of such Bonds (a “Private Placement”).

WHEREAS, in connection with a Private Placement of one or more series of the Bonds, the Borrower would expect to enter into certain additional documents with various parties, which may include, but are not limited to, a continuing covenant agreement, one or more supplements to its master trust indenture and/or one or more credit agreements.

WHEREAS, all other provisions of the Authorizing Resolution remain in full force and effect.

IT IS HEREBY RESOLVED:

**Section 1.** In combination with the offering, sale, issuance and delivery of the Bonds by a Public Offering, or in a separate transaction therefrom, the Authority authorizes the

offering, sale, issuance and delivery of one or more series of the Bonds to the Bank by a Private Placement, in the form of tax-exempt or taxable bonds.

**Section 2.** All terms and provisions of the Inducement Resolution and the Bond Resolution shall apply to the Bonds. Except as expressly provided herein, and to the extent not inconsistent with the provisions of this Supplemental Resolution, the Inducement Resolution and the Bond Resolution shall remain in full force and effect. This Supplemental Resolution, the Inducement Resolution and the Bond Resolution shall be read together and shall constitute the full and complete Authorizing Resolution for the Project and the Bonds.

**Section 3.** All actions previously taken by any director, officer, official, employee or agent of the Authority in connection with or related to the matters set forth in or reasonably contemplated by this Supplemental Resolution are hereby ratified, confirmed and approved in all respects as the acts and deeds of the Authority.

ADOPTED and effective this 4th day of June, 2020.

**THE HOSPITAL FACILITIES AUTHORITY OF  
CLACKAMAS COUNTY, OREGON**

By: \_\_\_\_\_  
Chair

ATTEST:

By \_\_\_\_\_  
Vice Chair