

RESOLUTION OF THE BOARD OF DIRECTORS OF THE CITY OF EL PASO
HEALTH FACILITIES DEVELOPMENT CORPORATION AUTHORIZING A
FIRST SUPPLEMENT TO INDENTURE OF TRUST AND SECURITY
AGREEMENT AND APPROVING DOCUMENTS IN CONNECTION
THEREWITH; RESOLVING OTHER MATTERS PERTAINING TO SUCH
SUPPLEMENT; AND PROVIDING AN EFFECTIVE DATE

WHEREAS, by resolution, the City of El Paso, Texas (the “*Sponsoring Entity*”), authorized and approved the creation of the City of El Paso Health Facilities Development Corporation (the “*Issuer*”) as a nonprofit health facilities development corporation under the provisions of the Health Facilities Development Act, Chapter 221, Texas Health and Safety Code, as amended (the “*Act*”); and

WHEREAS, the Act authorizes and empowers the Issuer to issue revenue bonds on behalf of the Sponsoring Entity to finance and refinance the cost of “health facilities” (as defined in the Act); and

WHEREAS, the Issuer has previously issued, upon the request of Bienvivir Senior Health Services, a Texas non-profit corporation (the “*Corporation*”), the Issuer’s Senior Care Facilities Variable Rate Revenue and Refunding Bonds (Bienvivir Senior Health Services Project), Series 2010 (the “*Bonds*”); and

WHEREAS, the Bonds were issued pursuant to the terms and provisions of that certain Indenture of Trust and Security Agreement, dated as of December 1, 2010 (the “*Indenture*”), between the Issuer and The Bank of New York Mellon Trust Company, N.A., as trustee (the “*Trustee*”), and sold to JPMorgan Chase Bank, N.A., as the Initial Purchaser (as defined in the Indenture) and 100% holder of the Bonds (the “*Initial Purchaser*”), pursuant to the terms of a Private Placement Agreement, dated as of December 1, 2010, by and among the Issuer, the Initial Purchaser and the Corporation; and

WHEREAS, the Board of Directors of the Issuer (the “*Board*”) has been presented with and examined the proposed form of the First Supplement to Indenture of Trust and Security Agreement (the “*First Supplement*”), including the form of replacement Bond attached thereto (the “*Replacement Bond*”), and the Board finds that the form and substance of such documents are satisfactory and the recitals and findings contained therein are true, correct and complete, and hereby adopts and incorporates by reference such recitals and findings as if set forth in full in this Resolution, and finds that it is in the best interest of the public and the Issuer and assists in carrying out the public purpose of the Issuer and the Act to authorize the execution and delivery of such documents; and

WHEREAS, the Board desires to create the new office of Assistant Treasurer of the Issuer and appoint the Chief Financial Officer of the Sponsoring Entity to such office.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE CITY OF EL PASO HEALTH FACILITIES DEVELOPMENT CORPORATION THAT:

Section 1. Findings and Determinations. All of the above recitals are found and determined to be true and correct and are incorporated into the body of this Resolution as if repeated in their entirety.

Section 2. Approval of the First Supplement. The First Supplement amending and supplementing the Indenture is hereby authorized and approved in substantially the form attached hereto as Exhibit A, with such changes therein as the Authorized Officer executing the same may approve, such approval to be conclusively evidenced by such Authorized Officer's execution thereof. The President, Vice President, Secretary, Treasurer or Assistant Treasurer of the Issuer (each, an "**Authorized Officer**") are hereby severally authorized and directed to execute and deliver the First Supplement and the Replacement Bond on behalf of the Issuer, and the Secretary of the Issuer or any other Authorized Officer not executing the same, are hereby severally authorized, if necessary, to attest the First Supplement and the Replacement Bond, and affix the Issuer's seal, if any, to the Replacement Bond, with such changes therein as the Authorized Officer executing the same may approve, such approval to be conclusively evidenced by such Authorized Officer's execution thereof.

Section 3. Identification of Qualified Hedge. The Issuer acknowledges that the Corporation entered into a "Qualified Hedge" (as defined in the Internal Revenue Code of 1986, as amended (the "**Code**")) in connection with its obligations under the Bonds (the "**Swap**") and, in connection with the modification of the interest rate on the Bonds, the Swap will be modified (the "**Modified Swap**") by the Corporation and the counterparty to the Swap. The Board hereby authorizes and directs any Authorized Officer severally to execute and deliver an Identification of Qualified Hedge certificate relating to the Modified Swap as required by the Code, such approval to be conclusively evidenced by such Authorized Officer's execution thereof.

Section 4. Conditions Precedent. The actions and obligations authorized in this Resolution shall be subject to and conditioned upon the receipt by the Issuer, on the effective date of the First Supplement (the "**Closing Date**"), of (i) a certificate of a duly authorized officer of the Corporation substantially to the effect that all fees, expenses and charges of the Issuer, the Sponsoring Entity and their respective counsels and other professionals in relation to the execution and delivery of the First Supplement and the Replacement Bond, including Bond Counsel (as defined herein), shall be paid by the Corporation; and (ii) such opinions, evidences, certificates, instruments or other documents as shall be requested by Bond Counsel, to evidence due performance or satisfaction by the Corporation at or prior to such time of all agreements then to be performed and all conditions then to be satisfied by it.

Section 5. Engagement of Professionals. Norton Rose Fulbright US LLP is hereby confirmed as the Issuer's bond counsel ("**Bond Counsel**"). Any Authorized Officer is authorized to engage rebate analysts, auditors and other professionals to perform such functions, audits, yield calculations and subsequent investigations as necessary or appropriate to comply with the requirements of Bond Counsel. The fees of any such additional consultants are to be paid by the Corporation.

Section 6. Authorization to Perform Necessary Acts. The officers, employees and agents of the Issuer, and each of them, shall be and each is expressly authorized, empowered and directed from time to time to do and perform all acts and things and to execute, acknowledge and deliver in the name and under the corporate seal, if applicable, and on behalf of the Issuer, all agreements, consents, amendments, certificates, instruments and other papers, whether or not herein mentioned, as they may determine to be necessary or desirable in order to carry out the terms and provisions of this Resolution, such determination to be conclusively evidenced by the performance of such acts and things and the execution of any such agreement, consent, amendment, certificate, instrument or other paper.

Section 7. Authorization to File Form 8038. If determined by Bond Counsel to be necessary or desirable, the Board authorizes and directs that an Authorized Officer submit to the Secretary of the U.S. Treasury, not later than the 15th day of the second calendar month after the close of the calendar quarter in which the Closing Date occurs (or on such other date as shall be required in the opinion of Bond Counsel so that interest on the Bonds shall not be includable in gross income for federal income tax purposes), a statement or statements containing the information required by Section 149(e) of the Code.

Section 8. Appointment of Assistant Treasurer. The Board hereby creates the new office of Assistant Treasurer of the Issuer and appoints the Chief Financial Officer of the Sponsoring Entity, to such office.

Section 9. Ratification. The Board hereby ratifies all actions previously taken by each officer, employee and agent of the Issuer in furtherance of the purposes of this Resolution.

Section 10. Power to Revise Form of Documents. The Authorized Officers and all other officers of the Issuer, and each of them, shall be and they are hereby expressly authorized, empowered and directed from time to time and at any time to do and perform all such acts and things and to execute, acknowledge and deliver in the name and under the seal of the Issuer and on behalf of the Issuer all agreements, instruments, or such other documents, whether mentioned herein or not, as may be necessary or desirable in order to carry out the terms and provisions of this Resolution. In addition, prior to the Closing Date, the Authorized Officers, and Bond Counsel are hereby authorized and directed to approve any technical changes or corrections to this Resolution or to any of the documents or instruments authorized and approved by this Resolution in order to cure any technical ambiguity, formal defect, or omission in this Resolution or such other document and if such officer or counsel determines that such ministerial changes are consistent with the intent and purpose of this Resolution, which determination shall be final. In the event that any officer of the Issuer whose signature shall appear on any document shall cease to be such officer before the delivery of such document, such signature nevertheless shall be valid and sufficient for all purposes the same as if such officer had remained in office until such delivery.


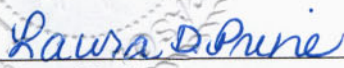
Section 11. Effective Date. This Resolution shall be in full force and effect from and upon the adoption hereof.

PASSED AND APPROVED BY THE BOARD OF DIRECTORS OF THE CITY OF EL PASO HEALTH FACILITIES DEVELOPMENT CORPORATION ON THIS 6th DAY OF June, 2023.

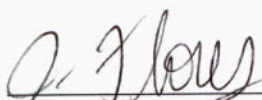
**CITY OF EL PASO HEALTH FACILITIES
DEVELOPMENT CORPORATION**

By: 
Oscar Leeser
President

ATTEST:



Laura D. Prine
Secretary

APPROVED AS TO FORM:


Josette Flores
Deputy Assistant City Attorney

APPROVED AS TO CONTENT:

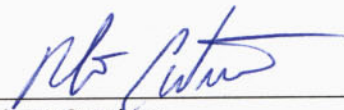

Robert Cortinas
Assistant Treasurer

Exhibit A

First Supplement

(See Attached)