

**BOARD OF DIRECTORS
LORAIN PORT AUTHORITY**

RESOLUTION NO. 2025-01

A RESOLUTION AUTHORIZING AND APPROVING THE ISSUANCE AND SALE OF PORT AUTHORITY REVENUE BONDS, IN A MAXIMUM PRINCIPAL AMOUNT OF \$10,000,000, BY THE LORAIN PORT AUTHORITY, FOR THE PURPOSE OF MAKING A LOAN TO ASSIST SAINT THERESE OF AVON, LLC IN THE FINANCING AND REFINANCING OF THE COSTS OF "PORT AUTHORITY FACILITIES" WITHIN THE MEANING OF SECTION 4582.21 OF THE OHIO REVISED CODE; AUTHORIZING THE EXECUTION AND DELIVERY OF A BOND PURCHASE AGREEMENT; AUTHORIZING THE EXECUTION AND DELIVERY OF A LOAN AGREEMENT; AUTHORIZING THE EXECUTION AND DELIVERY OF SUCH OTHER RELATED AND NECESSARY AGREEMENTS AND INSTRUMENTS IN CONNECTION WITH THE ISSUANCE OF SUCH BONDS.

WHEREAS, the Lorain Port Authority (the "Port Authority"), a body corporate and politic duly organized and validly existing under the laws of the State of Ohio (the "State"), is authorized and empowered, by virtue of the laws of the State, including without limitation, Sections 4582.43 and 4582.431, Ohio Revised Code, (a) to issue its revenue bonds and revenue notes for the purpose of assisting with financing, constructing, installing, equipping or improving "port authority facilities," as defined in Section 4582.21, Ohio Revised Code, (b) to enter into cooperative agreements with other governmental authorities with respect to the financing, construction, equipping, improvement and installation of such port authorities facilities, (c) to provide a pledge of certain revenues sufficient to pay the principal of and interest and any premium on those revenue bonds and revenue notes, and (d) to enact this Bond Legislation and to enter into the Operative Documents and the Bond Purchase Agreement, each as defined in Section 1, upon the terms and conditions provided herein and therein; and

WHEREAS, Saint Therese of Avon, LLC, an Ohio limited liability company (the "Borrower"), the sole member of which is Saint Therese Communities (the "Sole Member"), a Minnesota nonprofit corporation and organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), has applied to the Port Authority for the issuance of the Port Authority's revenue bonds and the loan of the proceeds thereof to the Borrower to (i) finance and refinance a portion of the costs of acquiring a continuing care retirement community (the "Project") located at 35755 Detroit Road, Avon, Ohio 44011, which is legally owned by the Borrower (the "Project Site"), and (ii) pay certain expenses incurred in connection with the issuance of the hereinafter defined Bonds; and

WHEREAS, the Project Site is located within the territorial jurisdiction of the Lorain County Port Authority (the "LCPA"), and the Port Authority has entered into that certain Cooperative Agreement (the "Cooperative Agreement") dated as of December 15, 2024, by and between the Port Authority and the LCPA, pursuant to Section 4582.431 of the Act, by which the

LCPA has agreed to authorize and assist the Port Authority in issuing the hereinafter defined Bonds;

WHEREAS, the Port Authority, the LCPA, and the Borrower have negotiated and entered into a Term Sheet dated December 4, 2024 (the "Term Sheet") which describes the roles and responsibilities of the parties with respect to the Project; and

WHEREAS, the board of directors of the Port Authority has determined that it is necessary and proper and in the best interest of the Port Authority to (i) issue revenue bonds in the principal amount of \$10,000,000 (the "Bonds") as authorized under the Act, (ii) adopt this resolution to provide for the issuance, sale, delivery and terms of the Bonds and the security for the payment of the principal, premium if any, and interest on the Bonds (collectively, "Bond Service Charges"), (iii) enter into the Loan Agreement and loan the proceeds of the Bonds to the Borrower to finance and refinance a portion of the costs of the Project, (iv) enter into the Bond Purchase Agreement for the purposes described herein, and (v) to execute and deliver such other agreements, instruments, and documents as are necessary or desirable to provide for the financing and refinancing of costs of the Project, and for the security of the Bonds, all so to promote the Project Purposes, as defined in Section 1, consistent with and pursuant to the Act and Section 13 of Article VIII of the Ohio Constitution;

NOW, THEREFORE, BE IT RESOLVED by the board of directors (the "Board") of the Lorain Port Authority:

Section 1. Definitions. In addition to the words and terms defined elsewhere in this resolution, unless the context or use clearly indicates another meaning or intent, the words and terms used herein shall have the meaning set forth below.

"Act" means Chapter 4582, Revised Code, as enacted and amended from time to time pursuant to Section 13 of Article VIII of the Ohio Constitution.

"Assignment and Pledge Agreement" means the Assignment and Pledge Agreement (Series 2025), between the Issuer and the Purchaser, as amended and supplemented from time to time.

"Authorized Denominations" means \$1.00 or any amount in excess thereof.

"Bond Legislation" means collectively, this resolution providing for the issuance of the Bonds, as amended or supplemented from time to time, and the Certificate of Award.

"Bond Purchase Agreement" means, as to Bonds, the Bond Purchase Agreement between the Port Authority and the Purchaser, providing for the sale and/or placement of the Bonds.

"Bond Service Charges" means, for any period or payable at any time, the principal of, premium, if any, and interest due on the Bonds for that period or payable at that time whether due at maturity or upon acceleration or redemption or otherwise.

"Bonds" means the Lorain Port Authority Economic Development Revenue Bonds, Series 2025 (Saint Therese of Avon) (Tax-Exempt) authorized by this resolution.

“Borrower” means Saint Therese of Avon, LLC, an Ohio limited liability company, the sole member of which is the Sole Member.

“Certificate of Award” means, as to the Bonds, a certificate signed by the Executive Director, the Chairman, the Fiscal Officer or other officer of the Port Authority, as described in Section 3 hereof.

“Chairman” means the Chairman of the Board of the Port Authority.

“Closing Date” means the date of delivery of the Bonds.

“Code” means Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

“Cooperative Agreement” means the Cooperative Agreement by and between the Port Authority and the LCPA dated as of December 15, 2024, as the same may be amended or supplemented from time to time.

“Executive Director” means the Executive Director or acting Interim Executive Director of the Port Authority.

“Fiscal Officer” means the Secretary and Fiscal Officer or Assistant Fiscal Officer, in such person’s capacity as fiscal officer of the Port Authority.

“Loan Agreement” means the Loan Agreement (Series 2025) between the Port Authority and the Borrower, as the same may be amended or supplemented from time to time.

“Master Indenture” means Master Trust Indenture dated as of December 1, 2024 among Borrower, future Members of the Obligated Group (as each term is defined therein) and UMB Bank, N.A., as initial Master Trustee, as the same may be amended or supplemented from time to time.

“Operative Documents” means the Tax Exemption Certificate and Agreement, the Loan Agreement, the Bond Purchase Agreement, and the Assignment and Pledge Agreement, each substantially in the form currently on file with the Secretary of the Board, and such other documents and instruments as shall be delivered by any of the parties thereto pursuant to such documents, instruments and agreements.

“Pledged Revenues” means (a) the payments assigned and due and payable to the Port Authority pursuant to the Loan Agreement, and (b) all income and profit from the investment of the foregoing moneys, if any.

“Port Authority” means the Lorain Port Authority, a port authority and political subdivision and body corporate and politic duly organized and validly existing under the laws of the State.

“Project” means the acquisition of a continuing care retirement community located on the Project Site.

“Project Purposes” means (i) the financing and refinancing of a portion of the costs of the Project and (ii) paying certain expenses incurred in connection with the issuance of the Bonds.

“Project Site” means the 35755 Detroit Road, Avon, Ohio 44011.

“Purchaser” means, as of the date of issuance of the Bonds, Bremer Bank, National Association, and thereafter any successor holder of the Bonds.

“Secretary” means the Secretary or the Assistant Secretary of the Board of the Port Authority.

“Sole Member” means Saint Therese Communities, a Minnesota nonprofit corporation and organization described in Section 501(c)(3) of the Code.

“State” means the State of Ohio.

“Tax Exemption Certificate and Agreement” means the Tax Exemption Certificate and Agreement among the Port Authority, the Sole Member, and the Borrower.

The captions and headings in this Bond Legislation are solely for convenience of reference and do not define, limit or describe the scope or intent of any provisions or sections of the Bond Legislation.

Section 2. Findings and Determinations. This Board hereby finds and determines that:

(a) By virtue of the laws of the State, including Article VIII, Section 13 of the Ohio Constitution and the Act, the Port Authority is authorized and empowered to do the following:

(i) the Project constitutes “port authority facilities” as defined in Section 4582.21(E) of the Act, and it is necessary and proper and in the best interest of the Port Authority to issue its revenue bonds to finance and refinance a portion of the costs of the Project in accordance herewith;

(ii) to issue its Bonds to support the Project pursuant to the Act, this Bond Legislation, the Loan Agreement, and the implementation, financing, and refinancing of the Project by the Authority is consistent with the purpose of the Act and will benefit the People of the State of Ohio, including those within the jurisdiction of the Port Authority, by, among other benefits, preserving jobs and employment opportunities and improving the economic welfare of the people of the State of Ohio;

(iii) to enter into each of the Operative Documents to assist with the provision of, use and operation of the Project.

(b) The Port Authority will issue and sell the Bonds, and, pursuant to the Loan Agreement, loan the proceeds of the Bonds (the “Proceeds”) to the Borrower to finance and refinance a portion of the costs of the Project.

(d) Pursuant to the Cooperative Agreement, the LCPA has authorized the Port Authority to issue the Bonds.

(f) The Project is a "port authority facility" as defined in the Act and is consistent with the purposes of Article VIII, Section 13 of the Ohio Constitution.

(g) The proposed use of the Project is in furtherance of the purposes of the Act and will benefit the people within the jurisdictional boundaries of the Port Authority and in the State by creating and preserving jobs and employment opportunities and improving the economic welfare of the people within the jurisdictional boundaries of the Port Authority and in the State.

(h) Financing and refinancing the costs of the Project will require the issuance, sale and delivery of the Bonds, and it is necessary to and proper and in the best interest of the Port Authority to, and the Port Authority shall, issue, sell, and deliver the Bonds, in the maximum principal amount of \$10,000,000.

(i) All formal actions of this Board relating to the enactment of this resolution were taken in an open meeting of this Board. All deliberations of this Board and of any of its committees that resulted in formal actions were in meetings open to the public in compliance with all legal requirements, including Section 121.22, Revised Code.

(j) The terms of the Bonds, and the sale, execution, and delivery of and payment for the Bonds, contained in or authorized by this resolution and the Term Sheet for the Project are satisfactory and hereby approved; and the execution and delivery of the Term Sheet by the Interim Executive Director are hereby approved and ratified.

(k) The Port Authority hereby designates the Bonds as qualified tax-exempt obligations for purposes of Section 265(b)(3) of the Code. The Port Authority does not anticipate that it, any entity which issues obligations on its behalf, or any subordinate entity, will issue more than \$10,000,000 in obligations this calendar year the interest on which is excludable (under Section 103(a) of the Code) from gross income for federal income tax purposes (excluding, however, private activity bonds, as defined in Section 141 of the Code, other than qualified 501(c)(3) bonds as defined in Section 145 of the Code), including the Bonds.

Section 3. Bonds.

(a) Authorization of Bonds. Pursuant to the authority of the Act and the Bond Legislation, the Port Authority shall issue, sell and deliver the Bonds in the principal amount of \$10,000,000 to finance and refinance a portion of the costs of the Project. The Bonds shall be designated "Lorain Port Authority Economic Development Revenue Bonds, Series 2025 (Saint Therese of Avon) (Tax-Exempt)" or such other designation(s) as shall be set forth in the Certificate of Award.

(b) Terms and Provisions of Bonds.

(ii) Form and Numbering. The Bonds (i) will be issued initially in fully registered form, substantially in the form attached to the Bond Purchase Agreement, (ii) will be subject to any transfer restrictions contained in the Bonds, the Loan Agreement and the Bond Purchase Agreement, (iii) shall be exchangeable for Bonds of Authorized Denominations in the aggregate principal amount equal to the unmatured and unredeemed amount of, and bearing interest at the same rate and maturing on the same date or dates as, the Bonds being exchanged, and (iv) will be numbered from R-1 upwards. The Bonds will be in Authorized Denominations.

(iii) Maturity and Interest Rate. The Bonds will mature on the date or dates and will bear interest from their dates at the rates per annum, payable on each interest payment date, as set forth in the Certificate of Award, provided in no event shall the final maturity of the Bonds exceed 25 years.

(iv) Redemption and Tender of Bonds. The Bonds will be subject to such optional redemption, extraordinary optional redemption, mandatory redemption, mandatory tender, and such other redemption and tender terms as provided in the Certificate of Award.

(v) Payment. Bond Service Charges on the Bonds will be payable as provided in the Bond Purchase Agreement, the Certificate of Award and the form of the Bonds also payable pursuant to the Loan Agreement.

(vi) Execution. The Bonds will be signed on behalf of the Port Authority by the Executive Director or the Chairman. Such signature may be by facsimile.

(vii) Registrar. The Fiscal Officer will be the initial Bond Registrar for the Bonds and may resign, be removed, or a successor Bond Registrar may be appointed, pursuant to the provisions of the Bond Purchase Agreement.

(c) Security for the Bonds. The Bonds shall be equally and ratably: (a) payable solely from the Pledged Revenues and moneys and investments therein to provide for payment of Bond Service Charges of the Bonds; and (b) secured by the Loan Agreement and the Master Indenture.

Anything in the Bond Legislation or the Bonds to the contrary notwithstanding, neither the Bond Legislation, the Bonds, nor any of the Operative Documents to which the Port Authority is a party will constitute a debt or pledge of the faith and credit of the Port Authority, and each Bond must contain on its face a statement to that effect and to the effect that such Bond is payable solely from the Pledged Revenues. Nothing in the Bond Legislation, however, prohibits the Port Authority, of its own volition, from using to the extent that it is authorized by law to do so, any other resources for the fulfillment of any of the terms, conditions or obligations of the Bond Legislation or any of the Bonds.

(d) Sale of the Bonds. The Bonds will be awarded and sold to the Purchaser designated in the Certificate of Award at a purchase price equal to the principal amount of the

Bonds, payable by the Purchaser in accordance with this Bond Legislation and the Bond Purchase Agreement. It is determined by the Board of Directors of the Port Authority that the price for and the terms of the Bonds, and the sale of the Bonds, including the manner for paying the purchase price of the Bonds, all as provided in this Bond Legislation and the Bond Purchase Agreement, are in the best interests of the Port Authority and are in compliance with all legal requirements.

The Board authorizes and directs the Executive Director and the Fiscal Officer to finalize the terms of the Bonds in the Certificate of Award, and to make the necessary arrangements on behalf of the Port Authority to establish the date, location, procedure and conditions for the delivery of the Bonds to the Purchaser. The Executive Director and the Fiscal Officer are further authorized to take all actions necessary to effect due execution, authentication and delivery of the Bonds under the terms of the Bond Legislation and the Certificate of Award, to the extent not provided in the Bond Purchase Agreement.

The Executive Director, the Chairman, the Fiscal Officer, the Secretary and any other officer of the Port Authority, alone or in conjunction with any of the others, are authorized to enter into, sign and deliver, in the name and on behalf of the Port Authority, the Bond Purchase Agreement and the Certificate of Award, provided that the Bond Purchase Agreement shall be approved by the Executive Director, shall not be inconsistent with this Bond Legislation and the Act, and shall not be substantially adverse to the Port Authority. The approval of those instruments and that the same are not substantially adverse to the Port Authority shall be conclusively evidenced by their execution.

Section 4. Allocation of Proceeds. The Port Authority will loan Proceeds to the Borrower to finance and refinance a portion of the costs of the Project. The Proceeds shall be deposited, transferred and disbursed to applicable parties in accordance with applicable Operative Documents and used to pay a portion of the costs of the Project and costs of issuing the Bonds.

Section 5. Authorization of Documents and Transcripts. In order to (a) evidence the financing and refinancing of the Project, (b) secure the payment of the Bond Service Charges on the Bonds and provide for the issuance and sale of the Bonds, and (c) provide for the financing and refinancing of the Project, the Board authorizes and directs the Executive Director, the Chairman, the Fiscal Officer, the Secretary, and any other officer or member of the Board of the Port Authority, alone or in conjunction with any of the others, to sign and deliver, in the name and on behalf of the Port Authority, each of the Operative Documents, provided that such Operative Documents shall be approved by the Executive Director, shall not be inconsistent with this Bond Legislation and the Act, and may contain any changes as are approved by the person authorized to sign such document and shall not be substantially adverse to the Port Authority. The approval of the Operative Documents, that the Operative Documents are not inconsistent with the Bond Legislation and the Act and are not substantially adverse to the Port Authority, and that any changes to the Operative Documents are approved, shall be conclusively evidenced by their execution in accordance herewith.

The Board further authorizes and directs the Executive Director, the Chairman, the Fiscal Officer, the Secretary, and any other officer or member of the Board of the Port Authority, as

appropriate, alone or in conjunction with any of the others, to sign and deliver, such certifications, financing statements, assignments and instruments as are, the opinion of bond counsel to the Port Authority ("Bond Counsel"), necessary or appropriate to perfect the pledges set forth in the Bond Legislation and the Operative Documents, and to consummate the transactions provided for in the Bond Legislation, the Operative Documents and the Bond Purchase Agreement, including signing and filing such documents, including forms prescribed by the Internal Revenue Service as are necessary in the opinion of Bond Counsel to the Port Authority to comply with the information reporting requirements of Section 149(e) of the Code.

The Fiscal Officer, or other appropriate officer of the Port Authority, will furnish or caused to be furnished to the Purchaser a true transcript of proceedings, certified by the Executive Director, the Secretary or other officer, of all proceedings had with reference to the issuance of the Bonds, together with such information for the records as is necessary to determine the regularity and validity of the issuance of the Bonds.

Section 6. Federal Tax Matters. To the extent within its authority and control, the Port Authority will restrict the use of the proceeds of the Bonds in such manner and to such extent as may be necessary upon the advice of Bond Counsel so that the Bonds will not constitute arbitrage bonds under Section 148 of the Code. The members of this Board or any other officer of the Port Authority having responsibility for the issuance of the Bonds shall execute and deliver the Tax Exemption Certificate and Agreement, for inclusion in the transcript of proceedings for the Bonds, setting forth the reasonable expectations of the Port Authority regarding the amount and use of all of the proceeds of the Bonds, the facts, circumstances and estimates on which they are based, and other facts and circumstances relevant to the tax treatment of the interest on the Bonds.

Upon the advice of Bond Counsel, the Port Authority will (i) take, or require to be taken, to the extent within its authority and control, all actions that may be required of it for the interest on the Bonds to be and remain excluded from gross income for federal income tax purposes, and (ii) not take or authorize to be taken any actions that would adversely affect that exclusion under the provisions of the Code. The members of this Board and any other appropriate officers are hereby authorized and directed to take any and all actions and make or give such reports and certifications, as may be appropriate to assure such exclusions of that interest.

In its performance of these covenants, and other covenants of the Port Authority pertaining to federal income tax laws, the Port Authority may rely upon the advice of Bond Counsel that is provided to the Port Authority and the Purchaser.

The Fiscal Officer is authorized and directed, in the name and on behalf of the Port Authority, to designate the Bonds as a "qualified tax-exempt obligation" within the meaning of Section 265 of the Code if he or she shall determine as of the date of the issuance of the Bonds that the reasonably anticipated amount of qualified tax-exempt obligations (including tax-exempt leases and qualified 501(c)(3) obligations, but excluding other private activity bonds) that will be issued by the Port Authority, and all entities for which it acts as an on behalf of issuer, during the calendar year in which the Bonds are issued will not exceed ten million dollars (\$10,000,000.00). He or she shall make such designation in the tax documents executed in connection with the Bonds and the Form 8038 filed with the Internal Revenue Service in

connection with the Bonds. If such designation is made neither the Port Authority nor entities for which it serves as an on behalf of issuer shall designate more than \$10,000,000.00 of qualified tax-exempt obligations during the calendar year in which the Bonds.

Section 7. Effective Date. This resolution shall take effect immediately upon its enactment.

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The undersigned hereby certify that the foregoing Resolution 2025-____ was duly adopted by the Board of Directors of the Lorain Port Authority in compliance with the law.

ADOPTED: January 14, 2025

Yeas: 8

Nays: 0



CHAIR



SECRETARY