

EXHIBIT A
BOND RESOLUTION ADOPTED BY THE
BOARD OF DIRECTORS OF THE BUTLER COUNTY FINANCE AUTHORITY ON
MAY 27, 2026
[SEE ATTACHED]

The Board of Directors of the Butler County Finance Authority met in special session on the 27th day of May, 2026, with the following members present:

Director Brian Fox introduced the following Resolution and moved for its adoption and seconded: Director Tim Egloff

RESOLUTION NO. 2026-09

A RESOLUTION AUTHORIZING THE ISSUANCE OF NOT TO EXCEED \$24,000,000 BUTLER COUNTY FINANCE AUTHORITY ECONOMIC DEVELOPMENT FACILITIES REFUNDING REVENUE BONDS, SERIES 2026 (MAPLE KNOLL COMMUNITIES, INC.), IN ONE OR MORE SERIES, AT ONE OR MORE TIMES AS PART OF A PLAN OF FINANCE; AUTHORIZING THE BUTLER COUNTY FINANCE AUTHORITY TO EXECUTE AND DELIVER A LOAN AGREEMENT AND BOND INDENTURE APPROPRIATE FOR THE PROTECTION AND DISPOSITION OF SECURITY FOR SUCH BONDS AND ONE OR MORE BOND PURCHASE AGREEMENTS, AND A TAX COMPLIANCE AGREEMENT; AUTHORIZING AN INTERGOVERNMENTAL AGREEMENT WITH THE CITY OF SPRINGDALE, OHIO; AND AUTHORIZING OTHER ACTIONS IN CONNECTION WITH THE ISSUANCE OF SUCH BONDS.

WHEREAS, pursuant to Article VIII, Section 13 of the Ohio Constitution, and the laws of the State of Ohio, and particularly Sections 4582.21 et seq., of the Ohio Revised Code (the "Act"), port authorities are authorized to issue revenue bonds for the purpose of financing or refinancing the costs of "port authority facilities" as defined in the Act, including real and personal property financed by a port authority in furtherance of its "authorized purposes" as defined in the Act, including enhancing and fostering economic development and the activities authorized by Article VIII, Section 13 of the Ohio Constitution, and to loan the proceeds thereof to any person or governmental entity for the acquisition, construction, equipping, and installation of port authority facilities; and

WHEREAS, Maple Knoll Communities, Inc., an Ohio nonprofit corporation (the "Borrower"), has requested the Butler County Finance Authority (the "Authority") to issue its economic development revenue bonds to refinance the costs of acquiring, constructing, equipping, and installing the healthcare facilities collectively identified in the Loan Agreement and hereinafter referred to as the "Project," which are owned by the Borrower, are located in the County of Butler, Ohio (the "County") and the City of Springdale, Ohio (the "City"), and constitute "port authority facilities" pursuant to Section 4582.2 I(E) of the Ohio Revised Code; and

WHEREAS, the Authority has heretofore issued and there are outstanding its Economic Development Facilities Refunding Revenue Bonds, Series 2021B-1, 2021B-2 and 2021B-3 (Maple Knoll Communities, Inc.) (collectively, the "Prior Bonds"), which were issued to finance or refinance certain costs of port authority facilities; and

WHEREAS, the Borrower desires to refund the Prior Bonds which were used to finance and refinance costs of acquiring, constructing, installing and equipping capital improvements at its continuing care retirement communities located at 11100 Springfield Pike, Springdale, Ohio 45246 and 6727 Contreras Road, Oxford, Ohio 45056, including, but not limited to, routine capital expenditures (the "Prior Project"); and

WHEREAS, the Authority is a body corporate and politic and a political subdivision of the State of Ohio, and by virtue of the laws of the State of Ohio, including the Act, authorized and empowered among other things (a) to issue its revenue bonds for the purposes set forth herein; (b) to secure such revenue bonds by a pledge and assignment of revenues and other documents, as provided for herein; and (c) to adopt this Resolution, to execute the Bond Purchase Agreements, the Bond Indenture, the Loan Agreement, the Tax Compliance Agreement, and the Intergovernmental Agreement, all as hereinafter identified, and to execute all other documents to be executed by it, upon the terms and conditions provided herein; and

WHEREAS, this Board of Directors of the Authority (the "Legislative Authority"), at the request of, and based solely on information and representations provided by, the Borrower, has determined to issue its Economic Development Facilities Refunding Revenue Bonds, Series 2026 (Maple Knoll Communities, Inc.) (the "Series 2026 Bonds") in one or more series, at one or more times, in the maximum aggregate principal amount of not to exceed \$24,000,000, for the purpose of making a loan pursuant to the Loan Agreement herein authorized to (a) refund and retire the Prior Bonds **[and pay the cost of terminating certain related interest rate hedges,]** if determined to be economically beneficial to the Borrower, and (b) pay certain expenses incurred in connection with the issuance of the Series 2026 Bonds and the refunding and retiring of the Prior Bonds; and

WHEREAS, to issue and secure the Series 2026 Bonds, the Authority has been requested to enter into an Indenture of Trust (the "Bond Indenture") between the Authority and The Huntington National Bank, as trustee (the "Bond Trustee"); and

WHEREAS, to loan the proceeds of the Series 2026 Bonds to the Borrower, the Authority has been requested to enter into a Loan Agreement (the "Loan Agreement") with the Borrower; and

WHEREAS, the payments required to be made by the Borrower under the Loan Agreement (the "Loan Repayments") in respect of debt charges payable on the Series 2026 Bonds will be secured under the Master Trust Indenture, dated as of July 1, 2013 (as amended or supplemented from time to time, the "Master Indenture") between the Borrower, as the sole Obligated Issuer and sole member of the Obligated Group (each as defined therein), and The Huntington National Bank, as master trustee (in such capacity, the "Master Trustee"), including the security given under (a) the Open-End Mortgage, Assignment of Leases and Rents, Fixture Filing and Security Agreement between the Borrower and the Master Trustee, as mortgagee, dated July 31, 2013 (concerning property in Hamilton County, Ohio), and (b) the Open-End Mortgage, Assignment of Leases and Rents, Fixture Filing and Security Agreement between the Borrower and the Master Trustee, as mortgagee, dated July 31, 2013 (concerning property in Butler County, Ohio), together providing the Master Trustee a first mortgage lien on substantially all of the Borrower's real property, and one or more Supplemental Master Trust Indentures between the

Borrower and the Master Trustee, providing for the issuance and delivery to the Authority of one or more promissory notes (collectively, the "Master Indenture Notes") secured by the Master Indenture and for the payment of which the members of the Obligated Group (currently consisting only of the Borrower) are jointly and severally liable, which will be issued to the Bond Trustee to secure the payment of debt service on the Series 2026 Bonds; and

WHEREAS, it is necessary in connection with the issuance of the Series 2026 Bonds to provide for the authorization of an Intergovernmental Agreement between the Authority and the City, pursuant to Section 4582.431 of the Ohio Revised Code (the "Intergovernmental Agreement"); and

WHEREAS, it is necessary in connection with the issuance of the Series 2026 Bonds, the refunding and retirement of the Prior Bonds, to also authorize the execution and delivery of certain additional documents and agreements, including the Bond Indenture, the Loan Agreement, one or more Tax Compliance Agreement related to the Series 2026 Bonds, the Intergovernmental Agreement, and one or more Bond Purchase Agreements;

NOW THEREFORE, BE IT RESOLVED by the Board of Directors of the Butler County Finance Authority:

SECTION 1. All defined terms used herein and not otherwise defined herein shall have the respective meanings given to them in the Bond Indenture, the form of which is on file with this Legislative Authority.

Any reference herein to the Authority or the Legislative Authority, or to any officers or members thereof, shall include those which succeed to their functions, duties or responsibilities pursuant to or by operation of law or who are lawfully performing their functions.

SECTION 2. This Legislative Authority hereby finds and determines, based solely on information and representations provided by the Borrower, that the issuance of the Series 2026 Bonds to refund and retire the Prior Bonds, will promote the public purposes stated in Article VIII, Section 13 of the Ohio Constitution, and the authorized purposes under the Act.

SECTION 3. It is hereby determined to be necessary to, and the Authority shall, issue, sell and deliver, as provided herein and pursuant to the authority of the Act, the Series 2026 Bonds for the purposes of facilitating the making of a loan in order to refund and retire the Prior Bonds, including costs incidental thereto and to the financing thereof. The Series 2026 Bonds shall be designated "Economic Development Facilities Refunding Revenue Bonds, Series 2026 (Maple Knoll Communities, Inc.)" with such further designations as shall be set forth in the Bond Indenture.

SECTION 4. The Series 2026 Bonds shall be issued in the forms and denominations, and shall be numbered, dated and payable as provided in the Bond Indenture and in the documents delivered in connection with the issuance of the Series 2026 Bonds (collectively, the "Series 2026 Bond Documents"). The Series 2026 Bonds shall be issued in an aggregate maximum principal amount not to exceed \$43,000,000, shall mature, have such terms, bear such interest, and be subject to redemption as provided in the Bond Indenture and the Series 2026 Bond Documents. The Series 2026 Bonds shall be executed on behalf of the Authority by the manual or facsimile signature of

any of the following people: the Chairperson or Vice Chairperson of this Legislative Authority, the Executive Director of the Authority, the Secretary of this Legislative Authority (collectively, the "Authorized Officials," and each, an "Authorized Official"). In case any officer whose signature or facsimile thereof shall appear on the Series 2026 Bonds shall cease to be such officer after the issuance or delivery of the Series 2026 Bonds, such signature or facsimile thereof shall nevertheless be valid and sufficient for all purposes. the same as if such officer had retained in office until after that time.

The forms of the Series 2026 Bonds set forth in the Bond Indenture and the Series 2026 Bond Documents, subject to appropriate insertions and revisions in order to comply with the provisions of the Bond Indenture and the Series 2026 Bond Documents, are hereby approved, and when the same shall be executed on behalf of the Authority by an Authorized Officer in the manner contemplated hereby and by the Bond Indenture, shall represent the approved forms of Series 2026 Bonds of the Authority.

SECTION 5. The Series 2026 Bonds shall be purchased, at public or private sale, at the purchase price set forth, and on the terms and conditions described, in one or more Bond Purchase Agreements or other appropriate documents of sale (collectively, the "Bond Purchase Agreements") with respect to all or a portion of the Series 2026 Bonds among the Authority, the applicable purchaser of said portion of the Series 2026 Bonds (the "Purchaser") and the Borrower. Each Authorized Official, acting alone, is hereby authorized and directed to make on behalf of the Authority the necessary arrangements to establish the date, location, procedure and conditions for the delivery of the Series 2026 Bonds to the applicable Purchaser, and to take all steps necessary to effect due execution and delivery to the applicable Purchaser under the terms of this Resolution, the applicable Bond Purchase Agreement, the Loan Agreement, the Bond Indenture and all documents and certificates authorized herein. It is hereby determined that the price for and the terms of the Series 2026 Bonds, and the sale thereof, all as provided in the aforesaid documents, are in the best interests of the Authority.

SECTION 6. The Authority will, to the extent within its control, restrict the use of the proceeds of any series of Series 2026 Bonds bearing interest which is excludible from the gross income of the holders thereof for federal income tax purposes, in such manner and to such extent, if any, as may be necessary, after taking into account reasonable expectations at the time such Series 2026 Bonds are issued so that they will not constitute arbitrage bonds under Section 148 of the Internal Revenue Code of 1986, as amended (the "Code"). Each Authorized Official of the Authority, acting alone, is hereby authorized and directed to deliver one or more agreements or certificates for inclusion in the transcript of proceedings for such Series 2026 Bonds setting forth the facts, estimates and circumstances and reasonable expectations pertaining to said Section 148 and regulations thereunder (the "Tax Compliance Agreement").

SECTION 7. In order to better secure the payment of the principal of, premium, if any, and interest on the Series 2026 Bonds as the same shall become due and payable, and as necessary to the issuance of the Series 2026 Bonds, each Authorized Official, acting alone, is hereby authorized and directed to execute, acknowledge and deliver in the name and on behalf of the Authority, the Bond Indenture, the Loan Agreement, the Tax Compliance Agreement, the Intergovernmental Agreement, the Bond Purchase Agreements, and all other documents and assignments to be executed or accepted by the Authority, in substantially the forms to be approved

by counsel to the Authority. The approval of such documents shall be conclusively evidenced by the execution of such Bond Indenture, Loan Agreement, Tax Compliance Agreement, Intergovernmental Agreement, Bond Purchase Agreements, and other documents and assignments by an Authorized Official.

Each Authorized Official, acting alone, is hereby authorized and directed to do all the acts and things required of them by the provisions of the Series 2026 Bonds and the Bond Indenture to the end that full and complete performance of all of the terms, covenants and agreements of the Series 2026 Bonds and Bond Indenture shall be effected, including taking all actions necessary to complete the sale of the Series 2026 Bonds under the "Blue Sky" laws of any jurisdiction; provided that the Authority shall not be required to submit to service of process in connection with any such "Blue Sky" action in any state except Ohio.

Each Authorized Official, acting alone, is also hereby authorized to take any and all actions and to execute such financing statements, assignments, certificates, DTC letters of representation, IRS Forms 8038, and other instruments that may be necessary or appropriate in the opinion of Ice Miller LLP, as Bond Counsel, in order to cause the issuance of the Series 2026 Bonds and to perform the obligations of the Authority according to the intent of this Resolution. Each Authorized Official, acting alone, or other appropriate officer of the Authority each are separately authorized to certify a true transcript of all proceedings had with respect to the issuance of the Series 2026 Bonds, along with such information from the records of the Authority as is necessary to determine the regularity and validity of the issuance of the Series 2026 Bonds.

SECTION 8. In addition to other covenants of the Authority in this Resolution, the Authority further covenants and agrees as follows:

(a) Payment of Principal, Premium and Interest. The Authority will, solely from the sources herein or in the Bond Indenture and the Series 2026 Bond Documents provided, pay or cause to be paid the principal of, premium, if any, and interest on each and all Series 2026 Bonds on the dates, at the places and in the manner provided herein, in the Bond Indenture, the Series 2026 Bond Documents and the Series 2026 Bonds.

(b) Performance of Covenants, Authority and Actions. The Authority will at all times faithfully observe and perform all agreements, covenants, undertakings, stipulations and provisions pertaining to it contained in the Series 2026 Bonds, Loan Agreement, Tax Compliance Agreement, Bond Purchase Agreements, Bond Indenture and Series 2026 Bond Documents, and in all proceedings of the Authority pertaining to the Series 2026 Bonds. The Authority warrants and covenants that it is, and upon delivery of the Series 2026 Bonds will be, duly authorized by the laws of the State of Ohio, including particularly and without limitation the Act, to issue the Series 2021 Bonds and to execute the Loan Agreement, the Bond Indenture, the Tax Compliance Agreement, the Bond Purchase Agreements, and all other documents to be executed by it, to provide for the security for payment of the principal of, premium, if any, and interest on the Series 2026 Bonds in the manner and to the extent herein and in the Bond Indenture and the Series 2026 Bond Documents set forth; that all actions on its part for the issuance of the Series 2026 Bonds and execution and delivery of the Loan Agreement, the Bond Indenture, the Tax Compliance Agreement, the Bond Purchase Agreements, and all other documents to be

executed by it in connection with the issuance of the Series 2026 Bonds, have been or will be duly and effectively taken; and that the Series 2026 Bonds will be valid and enforceable special obligations of the Authority according to the terms thereof. Each provision of this Resolution, the Bond Indenture, the Loan Agreement, the Tax Compliance Agreement, the Bond Purchase Agreements, and each Series 2021 Bond, and all other documents to be executed by the Authority in connection with the issuance of the Series 2026 Bonds, is binding upon each officer of the Authority as may from time to time have the authority under law to take such actions as maybe necessary to perform all or any part of the duty required by such provision; and each duty of the Authority and of its officers and employees undertaken pursuant to such proceedings for the Series 2026 Bonds is established as a duty of the Authority and of each such officer and employee having authority to perform such duty.

SECTION 9. No recourse under or upon any obligation, covenant, acceptance or agreement contained in this Resolution, in any Series 2026 Bond, or in the Loan Agreement, the Bond Indenture, the Tax Compliance Agreement, the Intergovernmental Agreement, the Bond Purchase Agreements, or other document authorized hereby, or under any judgment obtained against the Authority or by the enforcement of any assessment or by any legal or equitable proceeding by virtue of any constitution or statute or otherwise, or under any circumstances, under or independent of the Loan Agreement, shall be had against any member of this Legislative Authority, or officer, official or employee, as such, past, present, or future, of the Authority, either directly or through. the Authority, or otherwise, for the payment for or to the Authority or any receiver thereof, or for or to any holder of any Series 2026 Bond, or otherwise, of any sun that may be due and unpaid by the Authority upon any of the Series 2026 Bonds. Any and all personal liability of every nature, whether at common law or in equity, or by statute or by constitution or otherwise, of any such member or officer, as such, to respond by reason of any act or omission on his or her part, or otherwise, for, directly or indirectly, the payment for or to the Authority or any receiver thereof, or for or to the owner or any holder of any Series 2026 Bond, or otherwise, of any sum that may remain due and unpaid upon any Series 2026 Bond, shall be deemed to be expressly waived and released as a condition of and consideration for the execution and delivery of the Loan Agreement, the Bond Indenture, the Tax Compliance Agreement, the Intergovernmental Agreement, and the Bond Purchase Agreements, and the issuance of the Series 2026 Bonds.

SECTION 10. As provided herein and in the Bond Indenture, the Series 2026 Bonds shall be: (a) payable solely from the payments made by the Borrower under the Loan Agreement ("Loan Repayments"), the pledged funds under the Bond Indenture and from any amounts payable under the Master Indenture Notes, and (b) secured by (i) an absolute and irrevocable assignment of and first lien on and security interest in the Loan Repayments and the pledged funds under the Bond Indenture, (ii) the Bond Indenture, and (iii) the Master Indenture Notes. Nothing in this Resolution, the Series 2026 Bonds, the Bond Indenture, or the Series 2026 Bond Documents shall constitute a general obligation, debt or bonded indebtedness of the Authority or a pledge of the Authority's faith and credit; the general resources of the Authority are not required to be used, and the general credit of the Authority is not pledged for the performance of any duty under this Resolution, the Series 2026 Bonds, the Bond Indenture, or the Series 2026 Bond Documents; and further, nothing therein gives the holders of Series 2026 Bonds, and they do not have, the right to have excises or taxes levied by the Authority, by the County, the City or

by the State of Ohio or the taxing authority of any other political subdivision, for the payment of debt service on the Series 2026 Bonds, and each Series 2026 Bond shall contain on the face thereof a statement to that effect.

SECTION 11. The Legislative Authority determines that, following reasonable notice, and prior to the issuance of the Series 2026 Bonds, a public hearing was held with respect to the issuance of the Series 2026 Bonds, as is required pursuant to Section 147(f) of the Code, and receipt of all necessary approvals from the Board of County Commissioners of the County and the City Council of the City, as the “applicable elected representatives” of the County and the City, respectively, is required prior to the issuance of the Series 2026 Bonds. Confirmation of compliance with any and all such requirements under the Code shall be set forth in the Tax Compliance Agreement.

SECTION 12. If any section, paragraph or provision of this Resolution shall be held to be invalid or unenforceable for any reason, the invalidity or unenforceability of such section, paragraph or provision shall not affect any of the remaining provisions of this Resolution.

SECTION 13. Any authorization herein with respect to any action of any member of the Legislative Authority or any officer of the Authority shall be effective as to any person serving in such role in an interim capacity or otherwise.

SECTION 14. This Legislative Authority hereby finds and determines that all formal actions relative to the adoption of this Resolution were taken in an open meeting of this Legislative Authority, and that all deliberations of this Legislative Authority and of its committees, if any, which resulted in formal action, were in meetings open to the public, in full compliance with the law, including Section 121.22 of the Ohio Revised Code and, as applicable, Section 12 of Am. Sub. H.B. 197 of the 133rd Ohio General Assembly, as amended by Section I of Sub, H.B. 404 of the 133rd Ohio General Assembly.

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SECTION 15. This Resolution shall take effect and be in force immediately upon its adoption.

Director Tim Eglaff seconded the motion and roll called for adoption of the foregoing Resolution, the vote resulted as follows:

AYES: 9

NAYS: 0

ABSTENTION: 0

By: 

Name: Brad Evans

Title: Chairperson, Board of Directors

ATTEST

By: 

Name: JOSHUA SMITH

Title: President & CEO/Secretary, Board of Directors

Dated: May 27, 2026