

**SUGGESTED MOTION:** Adopt resolution #2025-08 approving the issuance of revenue bonds by the South Dakota Health and Educational Facilities Authority for the benefit of Sanford and authorizing the execution of certain documents in connection therewith.

**EXTRACT OF MINUTES OF A MEETING OF THE  
COUNTY COMMISSIONERS OF CASS COUNTY, NORTH DAKOTA**

Pursuant to due call and notice thereof, a regular meeting of the County Commissioners (the “*County Commissioners*”) of Cass County, North Dakota (the “*County*”) was duly called and held in the County Commission Room, Cass County Courthouse, 211 9th Street South, Fargo, North Dakota, on Monday, the 19th day of May, at 3:30 p.m.

The following members were present: \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

and the following were absent:

\* \* \* \*

The Chair of the County Commissioners announced that this was the time and place for a public hearing on a proposal for the issuance of tax-exempt revenue bonds in one or more series in an aggregate principal amount not to exceed \$1,000,000,000 (interim financing) and not to exceed \$2,100,000,000 (permanent financing, which amount includes a portion used to refinance the interim financing) (the “*Series 2025 Bonds*”) by the South Dakota Health and Educational Facilities Authority (the “*Authority*”) on behalf of Sanford, a North Dakota nonprofit corporation (“*Sanford*”), and/or certain tax-exempt affiliates thereof (collectively with Sanford, the “*Borrowers*”). In the County, a portion of the proceeds of the Series 2025 Bonds will be used, together with certain other moneys, in a principal amount not to exceed \$50,000,000 (interim financing) and not to exceed \$350,000,000 (permanent financing, which amount includes a portion used to refinance the interim financing), to (i) finance the costs of remodeling, furnishing, or equipping certain of Sanford’s healthcare facilities located at 720 4th Street N, 820 4th Street N, 1720 University Drive S and 5225 23rd Avenue S in Fargo, North Dakota and for the acquisition and outfitting of a medical helicopter hangared at 5225 23rd Avenue S in Fargo,

North Dakota and used in integrated operations, (ii) refund all or a portion of the outstanding (a) \$186,105,000 original principal amount of South Dakota Health and Educational Facilities Authority Revenue Bonds, Series 2014B (Sanford) and (b) \$176,315,000 original principal amount of South Dakota Health and Educational Facilities Authority Revenue Bonds, Series 2015 (Sanford), (iii) pay a portion of the interest on the Series 2025 Bonds, if deemed necessary or advisable by the Authority or the Borrowers, (iv) provide working capital, if deemed necessary or advisable by the Authority or the Borrowers, (v) fund a debt service reserve fund, if deemed necessary or advisable by the Authority or the Borrowers, and (vi) pay certain expenses incurred in connection with the issuance of the Series 2025 Bonds. Therefore, the Chair of the County Commissioners explained the purpose of the public hearing was to satisfy Section 147(f) of the Internal Revenue Code of 1986, as amended. The following persons appeared: \_\_\_\_\_

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After all persons present had an opportunity to express their views, the hearing was closed.

Commission Member \_\_\_\_\_ then introduced the following written resolution, the reading in full thereof having been dispensed with by unanimous consent, and moved the adoption thereof:

RESOLUTION APPROVING THE ISSUANCE OF REVENUE BONDS  
BY THE SOUTH DAKOTA HEALTH AND EDUCATIONAL FACILITIES  
AUTHORITY FOR THE BENEFIT OF SANFORD AND AUTHORIZING THE  
EXECUTION OF CERTAIN DOCUMENTS IN CONNECTION THEREWITH

The motion for adoption of the foregoing resolution was duly seconded by Commission Member \_\_\_\_\_, and upon vote being taken thereon the following voted in favor thereof: \_\_\_\_\_

\_\_\_\_\_

and the following voted against the same: \_\_\_\_\_

\_\_\_\_\_

whereupon said resolution was declared duly passed and adopted.

**RESOLUTION NO. 2025-08**

**RESOLUTION APPROVING THE ISSUANCE OF REVENUE BONDS  
BY THE SOUTH DAKOTA HEALTH AND EDUCATIONAL FACILITIES AUTHORITY  
FOR THE BENEFIT OF SANFORD AND AUTHORIZING THE EXECUTION OF  
CERTAIN DOCUMENTS IN CONNECTION THEREWITH**

BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF CASS COUNTY, NORTH DAKOTA:

WHEREAS, Sanford, a North Dakota nonprofit corporation ("*Sanford*") and/or any tax-exempt affiliate thereof that is a related party to Sanford (collectively with Sanford, the "*Borrowers*"), has requested that the South Dakota Health and Educational Facilities Authority ("*Authority*") issue one or more series of tax-exempt revenue bonds under Sections 1-16A-1 through 1-16A-92 of the South Dakota Codified Laws, in a principal amount not to exceed \$1,000,000,000 (interim financing) and not to exceed \$2,100,000,000 (permanent financing, which amount includes a portion used to refinance the interim financing) (the "*Series 2025 Bonds*"); and

WHEREAS, the Borrowers intend to use the proceeds from the sale of the proposed Series 2025 Bonds to finance and/or refinance projects located in various states; and

WHEREAS, on May 9, 2025, notice of a public hearing (the "*Notice*") by the Board of County Commissioners (collectively, the "*Commissioners*" and each, a "*Commission Member*") of Cass County, North Dakota (the "*County*") was published in *The Forum*, said hearing concerning the proposed plan of finance and the issuance of Series 2025 Bonds; and

WHEREAS, a portion of the proceeds of the Series 2025 Bonds in an amount not to exceed \$50,000,000 (interim financing) and not to exceed \$350,000,000 (permanent financing, which amount includes a portion used to refinance the interim financing) (the "*Local Portion*") will be used in the County, together with certain other moneys, to (i) finance, refinance or reimburse the Borrowers for the costs of remodeling, furnishing, or equipping certain of Sanford's healthcare facilities located at 720 4th Street N, 820 4th Street N, 1720 University Drive S and 5225 23rd Avenue S in Fargo, North Dakota and for the acquisition and outfitting of a medical helicopter hangared at 5225 23rd Avenue S in Fargo, North Dakota and used in integrated operations, (ii) refund all or a portion of the outstanding (a) \$186,105,000 original principal amount of South Dakota Health and Educational Facilities Authority Revenue Bonds, Series 2014B (Sanford) (the "*Sanford Series 2014B Bonds*") and (b) \$176,315,000 original principal amount of South Dakota Health and Educational Facilities Authority Revenue Bonds, Series 2015 (Sanford) (the "*Sanford Series 2015 Bonds*" and, together with the Sanford Series 2014B Bonds, the "*Prior Sanford Bonds*"), (iii) pay a portion of the interest on the Series 2025 Bonds, if deemed necessary or advisable by the Authority or the Borrowers, (iv) provide working capital, if deemed necessary or advisable by the Authority or the Borrowers, (v) fund a debt service reserve fund, if deemed necessary or advisable by the Authority or the Borrowers, and (vi) pay certain expenses incurred in connection with the issuance of the Series 2025 Bonds (collectively, the "*Financing Purposes*"); and

WHEREAS, in the County, a portion of such Prior Sanford Bonds were originally issued to (i) pay the costs of acquiring, constructing and equipping a healthcare complex project consisting of an energy plant, a hospital, and a healthcare and clinic facility located on approximately 160 acres of land located at 5225 23rd Avenue S, Fargo, North Dakota, which is located on land that is bordered by 23rd Avenue South to the south, Veterans Boulevard to the west, Interstate Highway 94 to the north and 45th Street South to the east and (ii) pay certain costs of issuance relating to the issuance of each series of the Prior Sanford Bonds; and

WHEREAS, the aggregate principal amount of the Series 2025 Bonds will not exceed \$1,000,000,000 (interim financing) and will not exceed \$2,100,000,000 (permanent financing, which amount includes a portion used to refinance the interim financing), with an amount not to exceed \$50,000,000 (interim financing) and not to exceed \$350,000,000 (permanent financing, which amount includes a portion used to refinance the interim financing) constituting the Local Portion; and

WHEREAS, Sanford requests that the County consent to the proposed issuance of the Series 2025 Bonds by the Authority; and

WHEREAS, the public hearing was held by the Commissioners of the County on May 19, 2025 (the “*Public Hearing*”) in accordance with Section 147(f) of the Internal Revenue Code of 1986, as amended (the “*Code*”), conducted in a manner that provided a reasonable opportunity for persons to express their views on the plan of finance and proposed issuance of such portion of the Series 2025 Bonds that will be used to finance the Financing Purposes; and;

NOW, THEREFORE, BE IT RESOLVED, BY THE BOARD OF COUNTY COMMISSIONERS, AS FOLLOWS:

*Section 1.* The foregoing recitals are incorporated in and made a part of this Resolution by this reference.

*Section 2.* The Notice of the Public Hearing was published no fewer than seven calendar days before the Public Hearing. After the Public Hearing the undersigned hereby approves the proposed plan of finance and consents to the issuance of the Series 2025 Bonds by the Authority for the Financing Purposes stated in the Notice. The issuance of the Series 2025 Bonds by the Authority in a principal amount not to exceed \$1,000,000,000 (interim financing) and not to exceed \$2,100,000,000 (permanent financing, which amount includes a portion used to refinance the interim financing), with an amount not to exceed \$50,000,000 (interim financing) and not to exceed \$350,000,000 (permanent financing, which amount includes a portion used to refinance the interim financing) constituting the Local Portion, are hereby approved, for purposes of Section 147(f) of the Code.

*Section 3.* This approval does not impose any liability on the County or in any way involve the County in the issuance of the Series 2025 Bonds or in connection with the purposes of the Series 2025 Bonds described above but is solely an accommodation by the County to satisfy the requirements of Section 147(f) of the Code.

*Section 4.* The Chair of the Board and the Finance Director (collectively, the “*Authorized Officers*”) are hereby authorized and directed to do all such acts and things and to execute or accept all such documents as may be necessary to carry out and comply with the provisions of these resolutions, and all of the acts and doings of the Authorized Officers of the County which are in conformity with the intent and purposes of these resolutions and within the parameters set forth herein, whether heretofore or hereafter taken or done, shall be and are hereby authorized, ratified, confirmed and approved.

Adopted by the Board of County Commissioners of Cass County, North Dakota, this  
19th day of May, 2025.

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Chair

ATTEST:

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Finance Director