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October 14, 2020

Honorable Chairperson and  
Board Members of the Board of Supervisors  
Dennis Butler, Budget/Finance Director  
Woodbury County  
620 Douglas St.  
Sioux City, Iowa 51101

Re: *Not to Exceed \$5,500,000 Woodbury County, Iowa Revenue Bonds (Rosecrance Jackson Recovery Centers Project), Series 2020*

Dear Chairperson, Board Members and Mr. Butler:

Woodbury County, Iowa, as the conduit issuer (the "Issuer"), has been asked by Jackson Recovery Centers, Inc., or an affiliate thereof (the "Borrower") to loan the proceeds of the Bonds to the Borrower for the purposes of (1) refinancing certain existing indebtedness of the Borrower, the proceeds of which were used to refinance the Issuer's \$7,000,000 Healthcare Facilities Revenue Bond (Rosecrance Jackson Recovery Centers Project), Series 2013 (the "Prior Bond"), the proceeds of which were used to (a) pay a portion of the costs of acquiring, constructing, furnishing and equipping a new Child and Adolescent Recovery Hospital located at 3500 W. 4th Street, Sioux City, Iowa (the "Project"), and (b) pay for certain costs of issuing the Prior Bond; and (2) paying for certain costs of issuance of the Bonds.

The purpose of this letter is to confirm with the Issuer our understanding with respect to legal representation in connection with the above-referenced issuance of the Bonds (the "Bond Transaction"). We have been asked to serve as Issuer's Counsel and Bond Counsel to the Issuer on the Bond Transaction.

On the Bond Transaction, as Issuer Counsel we will prepare the necessary hearing notices and resolutions of the Issuer for the approval of the Bonds, review the financing and closing documents and the information relating to the Issuer and to render our opinion with respect to the organization and procedures of the Issuer, its due execution and delivery of the documents to which the Issuer is a party (the "County Documents") and the validity and enforceability of the County Documents. Our opinion as Issuer Counsel will also confirm the issuance of the Bonds is not an indebtedness of the Issuer.

As Bond Counsel, we are responsible for preparing the basic financing documents relating to the transaction, including any loan agreements, mortgages, pledge agreements, and other documents relating to the Bonds. We will also prepare the resolutions to be adopted by the Issuer and the Borrower, and forms of various certificates, financing statements, opinions, and other closing documents necessary to finalize the Bonds. Our role as Bond Counsel will also involve the analysis of any state law or federal tax law

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issues which may arise as a result of the nature of the Bond Transaction and the structuring of the financing. We will confer with officers and representatives of the Borrower in addressing these matters and in preparation of the various documents.

We will coordinate the closing of the Bonds and at the closing deliver our opinion as to the legality of and tax exempt nature of the Bonds. It will be our responsibility to accumulate the closing documents and provide copies of those documents in permanent transcripts to the parties involved in each of the financing transactions after the closing.

Before proceeding with the Bond Transaction, we want to be sure that each of you is clear on the following:


1. As we have discussed, Dorsey & Whitney LLP currently represents the Issuer and accordingly the Issuer is a client of the firm for purposes of the ethics rules by which Dorsey & Whitney LLP is bound. Dorsey & Whitney LLP is being engaged to act as Bond Counsel and Issuer Counsel with respect to the Bond Transaction and, accordingly, the Issuer will be a client of the firm for purposes of the ethics rules by which Dorsey & Whitney LLP is bound. It is mutually understood that our services as Bond Counsel and Issuer Counsel outlined above are solely for the benefit of the Issuer.

2. The Borrower will be solely responsible for payment of our fees and expenses as Issuer Counsel and Bond Counsel for the Bond Transaction.

Our services as Issuer Counsel and Bond Counsel will be limited to those set out herein. Our representation of the Issuer with respect to this transaction will conclude upon the issuance of the Bonds.

We look forward to the opportunity of representing the Issuer on this financing. If the foregoing terms are acceptable to the Issuer, the Borrower and the Bank, please acknowledge the same by signing the enclosed copy of this letter and returning it to us at the above address. Please give me or John Danos a call if you have any questions or if there is any additional information we can supply at this time.

Very truly yours,



David D. Grossklaus

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Agreed to as of the date specified below:

**WOODBURY COUNTY, IOWA**

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

Acknowledged by Jackson Recovery, Inc. on this \_\_\_\_\_ day of October, 2020

**JACKSON RECOVERY, INC.**

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