

To: [Name, Title], City and Borough of Juneau

From: Greg Merrill, President, Radiation Business Solutions

Date: June [___], 2023

Re: Resolution Approving the Financing of the Aurora Integrated Oncology Foundation Treatment Facilities Located within Juneau

The Public Finance Authority, a commission organized under Wisconsin Statutes (the “Issuer”) has received a request from Aurora Integrated Oncology Foundation, a Delaware not-for-profit corporation (the “Borrower”) and an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986 (the “Code”) to issue one or more series of the Issuer’s qualified 501(c)(3) conduit revenue bonds, as defined in Section 145 of the Code, in a maximum aggregate par amount not to exceed \$250,000,000 (the “Bonds”) to (a) either via the acquisition of the membership interests in the entities that own such assets or through the acquisition of such assets directly, finance the acquisition of (i) various existing radiation oncology centers located in the State of Alaska including, without limitation, the real estate and equipment related to such centers, including a radiation oncology facility located within the boundaries of the City and Borough of Juneau (the “Juneau Treatment Facility”) and a medical office building and a patient house located in City and Borough of Juneau (the “Juneau MOB and Patient House”), and (ii) a professional physician practice providing physicians to provide services in such existing radiation oncology centers, (b) fund one or more debt service reserve funds; and (c) pay costs incurred in connection with the issuance of the Bonds. On the date of issuance of the Bonds, the Juneau Treatment Facility will be owned by the Borrower, and will be located at 1701 Salmon Creek Lane, Juneau, Alaska and expected to be acquired for a par amount of not more than \$45,000,000, and the Juneau MOB and Patient House will be owned by RBS Evolution of Juneau, LLC, the sole member of which is the Borrower, and will be located at 1701 Salmon Creek Lane and 10736 Mendenhall Loop Road, Juneau, Alaska , respectively, and expected to be acquired for a par amount of not more than \$6,500,000. The remaining portion of the proceeds of the Bonds will be used to finance the acquisition of existing radiation oncology centers, real estate, equipment and a professional physician practice as described above in the City of Palmer, Alaska, the City of Soldotna, Alaska and the Municipality of Anchorage, Alaska, as well as for the other uses described above.

Under no circumstances will the City and Borough of Juneau, Alaska (“Juneau”) (or any of the other approving jurisdictions within the State of Alaska) be in any way obligated to repay any portion of the Bonds or in any other way incur any liability related thereto and the Bonds will be special limited obligations of the Issuer payable only from revenues and resources provided or arranged by the Borrower to be pledged to the payment of the Bonds and any credit enhancement arranged for by the Borrower.

The Internal Revenue Code of 1986 (the “Code”) authorizes the issuance of revenue bonds for a “qualified 501(c)(3) entity,” such as the Borrower and Section 147(f) of the Code requires that qualified 501(c)(3) bonds be approved by the applicable elected representatives of the governmental units having jurisdiction over the areas in which the assets being financed by the Bonds are located (the “TEFRA Approval”). The members of the Assembly of Juneau (the “Assembly”) are the applicable elected representatives of the governmental unit having jurisdiction over the area in which

the portion of the Project consisting of the Juneau Treatment Facility and the Juneau Patient House being financed with a portion of the proceeds of the Bonds is located.

The Borrower respectfully requests that the Assembly approve the financing of the Juneau Treatment Facility and the Juneau Patient House and the issuance of the Bonds in order to satisfy the requirements of the Code.

In connection with the TEFRA Approval, the Assembly is required by the Code to conduct a public hearing (the “TEFRA Hearing”) to provide a reasonable opportunity for members of the public to express their views regarding the issuance of the Bonds and the uses and purposes of the proceeds of the Bonds. Juneau is required by Section 147(f) of the Code to provide adequate notice (the “TEFRA Notice”) of the TEFRA Hearing. To meet that requirement, the TEFRA Notice is required to be published in a newspaper of general circulation, or posted to the portion of Juneau’s website where it regularly posts notices to the public, in each case, at least seven days before the TEFRA Hearing. Usually, the TEFRA Hearing is held on the same day as the Assembly meeting considering the TEFRA Approval, but the TEFRA Hearing can be held separately as long as the TEFRA Hearing is held prior to the Assembly meeting considering the TEFRA Approval. We can provide a script for the TEFRA Hearing if desired and would also be pleased to arrange for the newspaper publication of the TEFRA Notice, if required.

The Borrower also respectfully requests that Juneau (a) provide any comments or questions regarding the TEFRA Notice or the form of resolution attached hereto constituting the TEFRA Approval by [____], 2023, (b) confirm whether any Juneau public notice rules require the TEFRA notice to be posted in a newspaper of general circulation or on a website where Juneau regularly posts notices to the public and (c) inform the Borrower of the date of the TEFRA Hearing and the date that the TEFRA Approval will be considered by the Assembly.

In connection with such requests, it is our pleasure to enclose the following:

- a. Form of TEFRA Notice;
- b. Form of Resolution of the Assembly of Juneau, approving of the financing of the Juneau Treatment Facility and the Juneau Patient House within the boundaries of Juneau; and
- c. Form of Certificate of Resolution.

Following adoption of the resolution, please have the attached Certification of Resolution completed by the Municipal Clerk and a certified copy of the resolution, as well as a certified copy of the published notice and an affidavit of publication from the publishing newspaper (if published in a newspaper), sent to Orrick, Herrington & Sutcliffe LLP, Bond Counsel to the Issuer, c/o Les Krusen at 401 Union Street, Suite 3300, Seattle, Washington 98101.

We appreciate Juneau’s assistance in connection with the issuance of the Bonds by the Issuer to facilitate the purchase of the Juneau Treatment Facility and the Juneau Patient House by the Borrower. In the event you have any questions about the enclosures or the process, please don’t hesitate to contact me.

encl: Form of TEFRA Notice
Form of Resolution
Form of Certificate of Resolution

NOTICE OF PUBLIC HEARING

[____], 2023
[__:__] [a.m./p.m] Alaska time
City Hall, Conference Room [224]
155 South Seward Street
Juneau, Alaska 99801

NOTICE IS HEREBY GIVEN that a public hearing will be held by the Assembly (the “Assembly”) of the City and Borough of Juneau, Alaska (“Juneau”), on [____], 2023, at [____ a.m./p.m.] (or as soon thereafter as practicable) in Conference Room [224] at City Hall, located at 155 South Seward Street, Juneau, Alaska 99801, regarding the proposed issuance by the Public Finance Authority (the “Issuer”) of the Issuer’s qualified 501(c)(3) bonds, as defined in Section 145 of the Internal Revenue Code of 1986 (the “Code”), for one or more health care facilities, in one or more series, in a par amount not to exceed \$250,000,000 (the “Bonds”).

The proceeds from the sale of the Bonds, together with the proceeds of certain taxable bonds to be issued by the Issuer, will be used by the Issuer to make a loan to Aurora Integrated Oncology Foundation, a Delaware not-for-profit corporation and an organization described in Section 501(c)(3) of the Code (the “Borrower”), to (a) either via the acquisition of the membership interests in the entities that own such assets or through the acquisition of such assets directly, finance the acquisition of (i) various existing radiation oncology centers located in the State of Alaska including, without limitation, the real estate and equipment related to such centers, including a radiation oncology facility located in Juneau (the “Juneau Treatment Facility”) and a medical office building and a patient house located in Juneau (the “Juneau MOB and Patient House”), and (ii) a professional physician practice providing physicians to provide services in such existing radiation oncology centers, (b) fund one or more debt service reserve funds; and (c) pay costs incurred in connection with the issuance of the Bonds. On the date of issuance of the Bonds, the Juneau Treatment Facility will be owned by RBS Evolution of Juneau, LLC, the sole member of which is the Borrower, and will be located at 1701 Salmon Creek Lane, Juneau, Alaska and expected to be acquired for a par amount not more than \$45,000,000, and the Juneau MOB and Patient House will be owned by the Borrower, and will be located at 1701 Salmon Creek Lane and 10736 Mendenhall Loop Road, Juneau, Alaska, respectively, and expected to be acquired for a par amount not more than \$6,500,000. The other facilities located outside of Juneau will each be subject to a separate public hearing in the jurisdiction in which the respective facility is located.

Under no circumstances will Juneau be in any way obligated to repay any portion of the Bonds. The Bonds will be special limited obligations of the Issuer, payable solely from sources provided for by the Borrower in connection with the issuance of the Bonds.

Section 147(f) of the Code requires that qualified 501(c)(3) bonds, such as the Bonds, must be approved by the applicable elected representatives of the governmental unit having jurisdiction over the area in which the assets being financed by the Bonds are located. The Assembly, as the applicable elected representatives of Juneau, will consider a Resolution approving of the issuance of the Bonds by the Issuer to finance the Project.

The purpose of the public hearing is to provide a reasonable opportunity for members of the public to express their views, orally or in writing, regarding the issuance of the Bonds and the uses and purposes of the proceeds of the Bonds. The hearing will be conducted in a manner that provides a reasonable opportunity for persons with differing views to be heard on the question of the issuance of the Bonds. Written comments may be delivered at the public hearing or mailed to Juneau at the address indicated above.

This notice is published pursuant to the public approval requirements of Section 147(f) of the Code.

Published: [_____] , 2023

CITY AND BOROUGH OF JUNEAU, ALASKA

FORM OF

RESOLUTION OF THE CITY AND BOROUGH OF JUNEAU, ALASKA

Serial No. [____]

A Resolution Approving the Issuance of the Public Finance Authority Revenue Bonds, Series 2023 (Aurora Integrated Oncology Foundation) in a Maximum Aggregate Par Amount not to Exceed \$250,000,000.

WHEREAS, the Public Finance Authority (the “Issuer”), a commission organized under and pursuant to the provisions of Sections 66.0301, 66.0303 and 66.0304 of the Wisconsin Statutes, as amended, has received a request from Aurora Integrated Oncology Foundation, a Delaware not-for-profit corporation (the “Borrower”) and an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986 (the “Code”) to issue one or more series of the Issuer’s qualified 501(c)(3) conduit revenue bonds, as defined in Section 145 of the Code, in a maximum aggregate par amount not to exceed \$250,000,000 (the “Bonds”) to (a) either via the acquisition of the membership interests in the entities that own such assets or through the acquisition of such assets directly, finance the acquisition of (i) various existing radiation oncology centers located in the State of Alaska including, without limitation, the real estate and equipment related to such centers, including a radiation oncology facility located within the boundaries of the City and Borough of Juneau (the “Juneau Treatment Facility”) and a medical office building and a patient house located in City and Borough of Juneau (the “Juneau MOB and Patient House”), and (ii) a professional physician practice providing physicians to provide services in such existing radiation oncology centers, (b) fund one or more debt service reserve funds; and (c) pay costs incurred in connection with the issuance of the Bonds; and

WHEREAS, on the date of issuance of the Bonds, the Juneau Treatment Facility will be owned by RBS Evolution of Juneau, LLC, the sole member of which is the Borrower, and will be located at 1701 Salmon Creek Lane, Juneau, Alaska and expected to be acquired for a par amount of not more than \$45,000,000, and the Juneau MOB and Patient House will be owned by the Borrower, and will be located at 1701 Salmon Creek Lane and 10736 Mendenhall Loop Road, Juneau, Alaska, respectively and expected to be acquired for a par amount of not more than \$6,500,000; and

WHEREAS, the remaining portion of the proceeds of the Bonds will be used to finance the acquisition of existing radiation oncology centers, real estate, equipment and a professional physician practice as described above in the City of Palmer, the City of Soldotna, Alaska, and the Municipality of Anchorage, Alaska, as well as for the other uses described above; and

WHEREAS, the Internal Revenue Code of 1986 (the “Code”) authorizes the issuance of revenue bonds for a “qualified 501(c)(3) entity,” such as the Borrower; and

WHEREAS, Section 147(f) of the Code requires that qualified 501(c)(3) bonds be approved by the applicable elected representatives of the governmental units having jurisdiction over the areas in which the assets being financed by the Bonds are located, and the Assembly (the “Assembly”) of

the City and Borough of Juneau, Alaska (“Juneau”) is the “applicable elected representative” of the governmental unit having jurisdiction over the area in which the portion of the Project consisting of the Juneau Treatment Facility and Juneau Patient House being financed with a portion of the proceeds of the Bonds is located; and

WHEREAS, on the date of this Resolution, the Assembly conducted a public hearing, adequate notice of this hearing having been published pursuant to Section 147(f) of the Code, to provide a reasonable opportunity for members of the public to express their views regarding the issuance of the Bonds and the uses and purposes of the proceeds of the Bonds; and

WHEREAS, under no circumstances will Juneau be in any way obligated to repay any portion of the Bonds or in any other way incur any liability related thereto and the Bonds will be special limited obligations of the Issuer payable only from revenues and resources provided or arranged by the Borrower to be pledged to the payment of the Bonds and any credit enhancement arranged for by the Borrower; and

WHEREAS, the Borrower has requested that the Assembly approve the financing of the Juneau Treatment Facility and the Juneau Patient House and the issuance of the Bonds in order to satisfy the requirements of Section 147(f) of the Code; and

NOW, THEREFORE, BE IT RESOLVED BY THE ASSEMBLY OF THE CITY AND BOROUGH OF JUNEAU, ALASKA:

Section 1. Approval of the City and Borough. The Assembly hereby approves of the issuance of the Bonds by the Issuer for the purpose of financing the Project, in a maximum aggregate par amount not to exceed \$250,000,000 for purposes of Section 147(f) of the Code.

Section 2. No Liability. Under no circumstances will Juneau be in any way obligated to repay any portion of the Bonds or in any other way incur any liability related thereto. The Bonds will be special limited obligations of the Issuer payable only from revenues and resources provided or arranged by the Borrower to be pledged to the payment of the Bonds and any credit enhancement arranged for by the Borrower. Nothing in this Resolution obligates Juneau to grant further approvals for the Project or any other project or constitutes a representation that any other Juneau or other approvals needed for the Project or any other project will be granted.

Section 3. Municipal Clerk to Execute Certification. The Municipal Clerk is hereby authorized and directed to transmit a certified copy of this resolution to Orrick, Herrington & Sutcliffe LLP, Bond Counsel to the Issuer, c/o Les Krusen at 401 Union Street, Suite 3300, Seattle, Washington 98101.

Section 4. Effective Date. This resolution shall be effective immediately after its adoption.

Adopted this [__]th day of [____], 2023.

Beth Weldon, Mayor

Attest:

Beth McEwen, Municipal Clerk

FORM OF
CERTIFICATION OF RESOLUTION

I, the undersigned, the duly appointed and qualified Municipal Clerk of the Assembly of the City and Borough of Juneau, Alaska, do hereby certify that the attached Resolution of the City and Borough of Juneau, Alaska Serial No. [_____] (the “Resolution”) is a true and correct copy thereof, and was duly adopted at a regular meeting of the Assembly of the City and Borough of Juneau, Alaska, duly convened and held in accordance with law at the regular meeting place thereof on the _____ day of _____, 2023, of which meeting proper notice of such meeting was given and at which meeting a quorum was present and a legally sufficient number of the members of said Assembly voted in the proper manner for the adoption of the Resolution. All requirements and proceedings required for the proper passage of the Resolution have been duly fulfilled, carried out and otherwise observed.

Said resolution has not been amended, modified or rescinded since the date of its adoption and the same is now in full force and effect.

Dated: _____, 2023

Beth McEwen, Municipal Clerk