

**RESOLUTION**  
**NO. \_\_\_\_\_**

**A RESOLUTION CONCERNING THE AMERICUS AND SUMTER  
COUNTY HOSPITAL AUTHORITY'S ISSUANCE OF BONDS TO  
REFINANCE FACILITIES LOCATED IN COLUMBUS, GEORGIA**

**WHEREAS**, Magnolia Manor, Inc. and Magnolia Manor of Columbus, Inc., each a Georgia nonprofit corporation (collectively, the "**Obligors**"), wish to refinance and improve certain senior housing facilities, extended care facilities, and nursing home facilities in various locations within the State of Georgia; and

**WHEREAS**, on June 9, 2020 the Americus and Sumter County Hospital Authority (the "**Americus-Sumter Hospital Authority**") adopted a resolution authorizing the issuance of its revenue bonds to be designated "Americus and Sumter County Hospital Authority Revenue Refunding and Improvement Bonds (Magnolia Manor Obligated Group) Series 2020" in an aggregate principal amount not to exceed \$55,000,000 (the "**Bonds**") and lending the proceeds of the Bonds to the Obligors for the purpose of providing funds to: (a) refinance a loan from TD Bank, N.A., the proceeds of which were used to purchase a portion of the Outstanding Americus-Sumter County Hospital Authority Refunding Revenue Bonds (Magnolia Manor Obligated Group) Series 2013A (the "**Series 2013 Bonds**") that will be cancelled, (b) defease and refund a portion of the Series 2013 Bonds, (c) refinance certain loans used to acquire facilities owned by the Obligors, (d) reimburse certain capital expenditures made by the Obligors, (e) pay for certain improvements to the Obligors' facilities, and (f) pay certain costs associated with the issuance of the Bonds; and

**WHEREAS**, among the facilities proposed to be refinanced with the proceeds of the Bonds are including Magnolia Manor East, an approximately 210-bed skilled nursing facility located at 2010 Warm Springs Road, Columbus, Georgia, Magnolia Manor West, an approximately 166-bed skilled nursing facility located at 2000 Warm Springs Road, Columbus, Georgia, Columbus Assisted Living, an approximately 44-unit assisted living facility located at 2040 Warm Springs Road, Columbus, Georgia (collectively, the "**Columbus Facilities**") that are owned and operated by Magnolia Manor of Columbus, Inc.; and

**WHEREAS**, a public hearing was conducted after a notice more than 7 days prior to such public hearing was published in the *Columbus Ledger-Enquirer*, a newspaper of general circulation in Columbus/ Muscogee County ("**Columbus**"), regarding the Bonds and the Columbus Facilities being refinanced with the proceeds of the Bonds; and

**WHEREAS**, the report of the hearing officer regarding such public hearing is attached to this Resolution as Exhibit A; and

**WHEREAS**, one of the purposes of this Resolution is to satisfy the public approval requirement of Section 147(f) of the Internal Revenue Code of 1986, as amended (the "**Code**") in order to qualify the interest on the Bonds for exclusion from the gross income of the owners thereof for federal income tax purposes pursuant to the applicable provisions of the Code; and

**WHEREAS**, the other purpose of this Resolution is to satisfy the Hospital Authorities Law, O.C.G.A. § 31-7-71(1), which provides that the “area of operation” of a hospital authority, including the Americus-Sumter Hospital Authority, is “the area within the city or county activating an authority. Such term shall also mean any other city or county in which the authority wishes to operate, provided the governing authorities and the board of any hospital authorities of such city and county request or approve such operation;”

**WHEREAS**, the Consolidated Government of Columbus, Georgia (“**Columbus, Georgia**”) is the governing authority of the Hospital Authority of Columbus, Georgia and The Medical Center Hospital Authority; and

**WHEREAS**, the Hospital Authority of Columbus, Georgia and The Medical Center Hospital Authority, being the only two hospital authorities activated pursuant to the Hospital Authorities Law within the jurisdiction of Columbus, Georgia have approved this operation of the Americus-Sumter Hospital Authority within Columbus, Georgia as set forth in the resolutions attached as Exhibits B and C to this Resolution; and

**WHEREAS**, THE BONDS SHALL NOT EVER REPRESENT OR CONSTITUTE A DEBT OR PLEDGE OF THE FAITH AND CREDIT OR THE TAXING POWER OF COLUMBUS, GEORGIA OR ANY OF ITS BOARDS, COMMISSIONS OR AUTHORITIES.

**NOW, THEREFORE, THE COUNCIL OF COLUMBUS, GEORGIA, HEREBY RESOLVES AS FOLLOWS:**

1. For the limited purpose of qualifying the interest on the Bonds for exclusion from the gross income of the owners thereof for federal income tax purposes pursuant to applicable provisions of the Code, the issuance of the Bonds by the Americus-Sumter Hospital Authority in the aggregate principal amount not to exceed \$55,000,000 and the refinancing of the Columbus Facilities with the proceeds of the Bonds is approved. This approval is given solely for the purpose of compliance with provisions of the Code and in no event shall this approval constitute any obligation on the part of Columbus with respect to the Bonds.

2. For the limited purposes of the Hospital Authorities Law, based on the approvals attached as Exhibits A and B hereto, operation of the Americus-Sumter Hospital Authority in Columbus by its issuance of the Bonds to refinance the Columbus Facilities is hereby approved. This approval is given solely for the purpose of compliance with provisions of the Hospital Authorities Law and in no event shall this approval constitute any obligation on the part of Columbus with respect to the Bonds.

3. The appointment of Blake C. Sharpton as hearing officer for the public hearing is hereby ratified.

4. Such approval by this Council does not constitute an endorsement to a prospective purchaser of the Bonds, and the Bonds shall not constitute an indebtedness or obligation of the of Columbus, Georgia or any of its Boards, Commissions, or Authorities.

Introduced at a regular meeting of the Council of Columbus, Georgia, held on the 28th day of July, 2020 and adopted at said meeting by the affirmative vote of \_\_\_\_\_ members of said Council.

Councilor Allen voting \_\_\_\_\_.  
Councilor Barnes voting \_\_\_\_\_.  
Councilor Crabb voting \_\_\_\_\_.  
Councilor Davis voting \_\_\_\_\_.  
Councilor Garrett voting \_\_\_\_\_.  
Councilor House voting \_\_\_\_\_.  
Councilor Huff voting \_\_\_\_\_.  
Councilor Thomas voting \_\_\_\_\_.  
Councilor Thompson voting \_\_\_\_\_.  
Councilor Woodson voting \_\_\_\_\_.

---

Sandra T. Davis, Clerk of Council

---

B.H. "Skip" Henderson, III, Mayor

**EXHIBIT A**  
**REPORT OF HEARING OFFICER**

[Attached]

HEARING OFFICER'S CERTIFICATE  
REGARDING PUBLIC HEARING

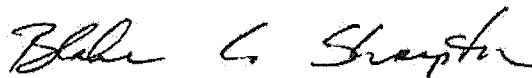
The undersigned Blake C. Sharpton, hearing officer for Columbus-Muscogee County, Georgia HEREBY CERTIFIES, as follows:

(1) A public hearing by teleconference was duly held on July 22, 2020, at approximately 10:00 a.m., pursuant to proper notice given in accordance with law as to the time and place of this public hearing prior to such public hearing. The public hearing was accessible to the residents of Columbus-Muscogee County, Georgia by calling a toll-free number as permitted by Rev. Proc. 2020-21. Notice of the hearing was published at least 7 days prior to the hearing in the *Columbus Ledger-Enquirer*, a newspaper of general circulation in Columbus-Muscogee County, Georgia. A copy of the notice is attached hereto as Exhibit A.

(2) The hearing officer announced the commencement of the public hearing on the proposed issuance by Americus and Sumter County Hospital Authority (the "**Authority**") of its Revenue Refunding and Improvement Bonds (Magnolia Manor Obligated Group) Series 2020 in an aggregate principal amount not to exceed \$55,000,000 (the "**Bonds**"). The proceeds of the Bonds will be lent to Magnolia Manor, Inc. and Magnolia Manor of Columbus, Inc., each a Georgia nonprofit corporation (collectively, the "**Obligors**") to be used for the purpose of providing funds to: (a) refinance a loan from TD Bank, N.A., the proceeds of which were used to purchase a portion of the Outstanding Americus-Sumter County Hospital Authority Refunding Revenue Bonds (Magnolia Manor Obligated Group) Series 2013A (the "**Series 2013 Bonds**") that will be cancelled, (b) defease and refund a portion of the Series 2013 Bonds, (c) refinance certain loans used to acquire facilities owned by the Obligors, (d) reimburse certain capital expenditures made by the Obligors, (e) pay for certain improvements to the Obligors' facilities, and (f) pay certain costs associated with the issuance of the Bonds. The facilities being refinanced by the Bonds include Magnolia Manor East, an approximately 210-bed skilled nursing facility located at 2010 Warm Springs Road, Columbus, Georgia, Magnolia Manor West, an approximately 166-bed skilled nursing facility located at 2000 Warm Springs Road, Columbus, Georgia, Columbus Assisted Living, an approximately 44-unit assisted living facility located at 2040 Warm Springs Road, Columbus, Georgia (collectively, the "**Columbus Facilities**") .

No one gave requested to speak at the hearing and no one joined the teleconference to speak on the matter and the hearing officer declared the public hearing closed at 10:15 a.m.

This 22nd day of July, 2020.



Blake C. Sharpton, Hearing Officer for  
Columbus-Muscogee County, Georgia

Exhibit Attached: "A" - Copy of Notice

EXHIBIT A  
NOTICE OF PUBLIC HEARING  
[Attached]



# Ledger-Enquirer

## AFFIDAVIT OF PUBLICATION

Account #	Ad Number	Identification	PO	Amount	Cols	Depth
783114	0004699022	NOTICE OF PUBLIC HEARING NOTICE IS HER	Public Hearing	\$60.00	1	7.70 In

Attention: Debbie Van Duynhoven

BUTLER SNOW LLP  
1170 PEACHTREE STREET NE, SUITE 1900  
ATLANTA, GA 30309

**NOTICE OF PUBLIC HEARING**  
**NOTICE IS HEREBY GIVEN** that on Wednesday, July 22, 2020, a public hearing as required by Section 147(f) of the Internal Revenue Code of 1986, as amended, and applicable regulations thereunder, will be held on behalf of the Council of Columbus, Georgia with respect to the proposed issuance by Americus and Sumter County Hospital Authority (the "Authority") of its Revenue Refunding and Improvement Bonds (Magnolia Manor Obligated Group) Series 2020 in an aggregate principal amount not to exceed \$55,000,000 (the "Bonds"). The proceeds of the Bonds will be lent to Magnolia Manor, Inc. and Magnolia Manor of Columbus, Inc., each a Georgia nonprofit corporation (collectively, the "Obligors") to be used for the purpose of providing funds to: (a) refinance a loan from TD Bank, N.A., the proceeds of which were used to purchase a portion of the Outstanding Americus-Sumter County Hospital Authority Refunding Revenue Bonds (Magnolia Manor Obligated Group) Series 2013A (the "Series 2013 Bonds") that will be cancelled, (b) defease and refund a portion of the Series 2013 Bonds, (c) refinance certain loans used to acquire facilities owned by the Obligors, (d) reimburse certain capital expenditures made by the Obligors, (e) pay for certain improvements to the Obligors' facilities, and (f) pay certain costs associated with the issuance of the Bonds. The facilities being refinanced by a portion of the proceeds of the Bonds that are located in the geographic jurisdiction of Columbus, Georgia, a consolidated City-County Government. Magnolia Manor of Columbus, is an approximately 166-bed skilled nursing facility located at 2000 Warm Springs Road, Columbus, Georgia. Columbus Assisted Living, an approximately 44-unit assisted living facility located at 2040 Warm Springs Road, Columbus, Georgia (collectively, the "Columbus Facilities"). The Columbus Facilities are owned and operated by Magnolia Manor of Columbus, Inc. Pursuant to Rev. Proc. 2020-21, the hearing will be conducted telephonically. Persons wishing to attend the hearing may do so by dialing the following toll-free number: 18558244232, followed by the PIN number 4782381360. The hearing will commence at 10:00 a.m. or as soon thereafter as the matter can be heard. Persons desiring to speak at the hearing make a written request to speak at least 24 hours before the hearing. Interested persons wishing to express their views on the issuance of the Bonds or on the nature or location of the Columbus Facilities may also submit written comments prior to the time of the hearing. Such requests to speak or written comments should be submitted to the Hearing Officer, Blake

To whom it may concern:

This is to certify the legal advertisement in the above stated case has been published in the Columbus Ledger-Enquirer, legal organ of Muscogee County on:

1 Insertion(s)

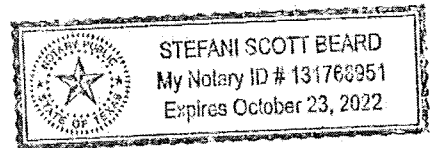
Published On:

July 15, 2020

Representative

Sworn to and subscribed before me this 15th day of July in the year of 2020

Notary Public, Dallas, TX



SHARPTON, 311 NUNBERY STREET, SUITE  
1225, MACON, GEORGIA 31201 or by  
email at  
blake.sharpton@buller.snw.com.  
Publsh: Jul 15 [004609022]



**EXHIBIT B**

**APPROVAL BY THE HOSPITAL AUTHORITY OF COLUMBUS, GEORGIA**

[Attached]

RESOLUTION APPROVING BONDS TO BE ISSUED BY THE  
AMERICUS AND SUMTER COUNTY HOSPITAL AUTHORITY

WHEREAS, Magnolia Manor, Inc. and Magnolia Manor of Columbus, Inc., each a Georgia nonprofit corporation (collectively, the "**Obligors**"), wish to refinance and improve certain senior housing facilities, extended care facilities, and nursing home facilities in various locations within the State of Georgia; and

WHEREAS, on June 9, 2020 the Americus and Sumter County Hospital Authority (the "**Americus-Sumter Hospital Authority**") adopted a resolution authorizing the issuance of its revenue bonds to be designated "Americus and Sumter County Hospital Authority Revenue Refunding and Improvement Bonds (Magnolia Manor Obligated Group) Series 2020" in an aggregate principal amount not to exceed \$55,000,000 (the "**Bonds**") and lending the proceeds of the Bonds to the Borrower for the purpose of providing funds to: (a) refinance a loan from TD Bank, N.A., the proceeds of which were used to purchase a portion of the Outstanding Americus-Sumter County Hospital Authority Refunding Revenue Bonds (Magnolia Manor Obligated Group) Series 2013A (the "**Series 2013 Bonds**") that will be cancelled, (b) defease and refund a portion of the Series 2013 Bonds, (c) refinance certain loans used to acquire facilities owned by the Obligors, (d) reimburse certain capital expenditures made by the Obligors, (e) pay for certain improvements to the Obligors' facilities, and (f) pay certain costs associated with the issuance of the Bonds; and

WHEREAS, among the facilities proposed to be refinanced with the proceeds of the Bonds are Magnolia Manor East, an approximately 210-bed skilled nursing facility located at 2010 Warm Springs Road, Columbus, Georgia, Magnolia Manor West, an approximately 166-bed skilled nursing facility located at 2000 Warm Springs Road, Columbus, Georgia, Columbus Assisted Living, an approximately 44-unit assisted living facility located at 2040 Warm Springs Road, Columbus, Georgia (collectively, the "**Columbus Facilities**") that are owned and operated by Magnolia Manor of Columbus, Inc.; and

WHEREAS, the Hospital Authorities Law, O.C.G.A. § 31-7-71(1), provides that the "area of operation" of hospital authority, including the Americus-Sumter Hospital Authority, is "the area within the city or county activating an authority. Such term shall also mean any other city or county in which the authority wishes to operate, provided the governing authorities and the board of any hospital authorities of such city and county request or approve such operation;" and

NOW THEREFORE, BE IT RESOLVED by the Board of the Hospital Authority of Columbus, Georgia (the "**Columbus Hospital Authority**") that the operation of the Americus-Sumter Hospital Authority in the Columbus, Muscogee County, Georgia by its issuance of the Bonds to refinance the Columbus Facilities is hereby approved; provided, that in no event shall this approval constitute any obligation on the part of the Columbus Hospital Authority with respect to the Bonds;

SO RESOLVED, this 28<sup>th</sup> day of July, 2020.

HOSPITAL AUTHORITY OF COLUMBUS  
GEORGIA

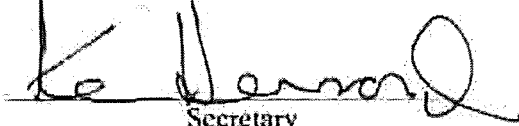
(SEAL)

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



Chair

Attest:



Secretary

**EXHIBIT C**

**APPROVAL BY THE MEDICAL CENTER HOSPITAL AUTHORITY**

[Attached]

RESOLUTION APPROVING BONDS TO BE ISSUED BY THE  
AMERICUS AND SUMTER COUNTY HOSPITAL AUTHORITY

WHEREAS, Magnolia Manor, Inc. and Magnolia Manor of Columbus, Inc., each a Georgia nonprofit corporation (collectively, the “**Obligors**”), wish to refinance and improve certain senior housing facilities, extended care facilities, and nursing home facilities in various locations within the State of Georgia; and

WHEREAS, on June 9, 2020 the Americus and Sumter County Hospital Authority (the “**Americus-Sumter Hospital Authority**”) adopted a resolution authorizing the issuance of its revenue bonds to be designated “Americus and Sumter County Hospital Authority Revenue Refunding and Improvement Bonds (Magnolia Manor Obligated Group) Series 2020” in an aggregate principal amount not to exceed \$55,000,000 (the “**Bonds**”) and lending the proceeds of the Bonds to the Borrower for the purpose of providing funds to: (a) refinance a loan from TD Bank, N.A., the proceeds of which were used to purchase a portion of the Outstanding Americus-Sumter County Hospital Authority Refunding Revenue Bonds (Magnolia Manor Obligated Group) Series 2013A (the “**Series 2013 Bonds**”) that will be cancelled, (b) defease and refund a portion of the Series 2013 Bonds, (c) refinance certain loans used to acquire facilities owned by the hereinafter defined Obligors, (d) reimburse certain capital expenditures made by the Obligors, (e) pay for certain improvements to the Obligors’ facilities, and (f) pay certain costs associated with the issuance of the Bonds; and

WHEREAS, among the facilities proposed to be refinanced with the proceeds of the Bonds are Magnolia Manor East, an approximately 210-bed skilled nursing facility located at 2010 Warm Springs Road, Columbus, Georgia, Magnolia Manor West, an approximately 166-bed skilled nursing facility located at 2000 Warm Springs Road, Columbus, Georgia, Columbus Assisted Living, an approximately 44-unit assisted living facility located at 2040 Warm Springs Road, Columbus, Georgia (collectively, the “**Columbus Facilities**”) that are owned and operated by Magnolia Manor of Columbus, Inc.; and

WHEREAS, the Hospital Authorities Law, O.C.G.A. § 31-7-71(1), provides that the “area of operation” of a hospital authority, including the Americus-Sumter Hospital Authority, is “the area within the city or county activating an authority. Such term shall also mean any other city or county in which the authority wishes to operate, provided the governing authorities and the board of any hospital authorities of such city and county request or approve such operation;” and

NOW THEREFORE, BE IT RESOLVED by the Board of The Medical Center Hospital Authority (the “**Medical Center Hospital Authority**”) that the operations of the Americus-Sumter Hospital Authority in Columbus, Muscogee County, Georgia are hereby approved; provided, that in no event shall this approval constitute any obligation on the part of the Medical Center Hospital Authority with respect to the Bonds; and further provided that the operations of the Americus-Sumter Hospital Authority in Columbus and Muscogee County will not be expanded beyond the refinancing of the Columbus Facilities described above without the prior written consent of the Medical Center Hospital Authority.

SO RESOLVED, this 22<sup>nd</sup> day of July, 2020.

**CERTIFICATION AS TO ADOPTION OF RESOLUTION BY  
THE MEDICAL CENTER HOSPITAL AUTHORITY  
ON JULY 22, 2020**

I, Karen C. Smith, certify that I am the duly elected and acting Assistant Secretary of The Medical Center Hospital Authority (the "Authority"), and that I was personally present at the regular quarterly meeting of the Authority convened on July 22, 2020. At that meeting, a quorum of the members of the Authority's Board of Trustees were present, and on motion duly made and seconded they voted unanimously to adopt the foregoing resolution to which this certification is attached. I further certify that the said resolution has been spread upon the minutes and corporate records of the Authority, that it has not been modified or amended, and that it is in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Authority this 22<sup>nd</sup> day of July, 2020.

Karen C. Smith  
Assistant Secretary

(SEAL)

Handwritten text at the top of the page, possibly a title or header.

Handwritten text in the middle-left section of the page.

