

RESOLUTION
NO. _____

A RESOLUTION OF THE COUNCIL OF COLUMBUS, GEORGIA (THE “**COUNCIL**”), DECLARING ITS OFFICIAL INTENT TO ENTER INTO A SECOND AMENDMENT TO INTERGOVERNMENTAL CONTRACT WITH THE HOSPITAL AUTHORITY OF COLUMBUS, GEORGIA (THE “**AUTHORITY**”), IN ACCORDANCE WITH A REQUEST BY THE AUTHORITY ASKING THAT THE CONSOLIDATED GOVERNMENT OF COLUMBUS, GEORGIA (“**COLUMBUS**”), ENTER INTO SUCH SECOND AMENDMENT TO CONTRACT WITH THE AUTHORITY TO PROVIDE SECURITY FOR THE PAYMENT OF THE AUTHORITY’S PROPOSED REFUNDING REVENUE ANTICIPATION CERTIFICATES, SERIES 2023 (THE “**SERIES 2023 CERTIFICATES**”), THE PROCEEDS FROM WHICH SHALL BE USED TO REFUND ALL OR A PORTION OF THE AUTHORITY’S OUSTANDING REVENUE ANTICIPATION CERTIFICATES, SERIES 2013; TO AUTHORIZE THE MAYOR, CITY MANAGER, CITY ATTORNEY, FINANCE DIRECTOR AND OTHER OFFICIALS OF COLUMBUS TO TAKE SUCH FURTHER ACTIONS AS ARE NECESSARY RELATING TO THE ISSUANCE OF THE SERIES 2023 CERTIFICATES; AND FOR OTHER PURPOSES.

WHEREAS, pursuant to the provisions of the Hospital Authorities Law, now codified, as amended, as Article 4 of Chapter 7 of Title 31 of the Official Code of Georgia Annotated (hereinafter sometimes referred to as the “*Hospital Authorities Law*”), Muscogee County was authorized to establish a hospital authority, and pursuant thereto the governing body of Muscogee County did, by resolution adopted on the 14th day of November, 1967, duly establish the “Hospital Authority of Muscogee County” in accordance with the provisions of the laws of the State of Georgia then in effect; and

WHEREAS, the Article IV. Chapter 6, Section 4-621 of the Columbus, Georgia-New Charter for County-Wide Government (Ga. Laws 1993, p. 4978, at 5006) as amended, in conformity with the prior Charter of Columbus, Ga. Laws 1969, p. 3571, readopted and approved the renaming and designation of the “Hospital Authority of Muscogee County” as the “Hospital Authority of Columbus, Georgia” and authorized the Authority to continue its operation without interruption resulting from the adoption of the Charter; and

WHEREAS, the Authority has been and is now legally created, existing, and operating in accordance with all of the terms and provisions of the Hospital Authorities Law; and

WHEREAS, the Authority currently operates a health care system consisting of Orchard View Rehabilitation and Skilled Nursing Center, Muscogee Manor and Rehabilitation Center, and the Ridgcrest Rehab and Skilled Nursing Center (collectively, the “*Health Care System*”); and

WHEREAS, the Authority has heretofore issued its HOSPITAL AUTHORITY OF COLUMBUS, GEORGIA REVENUE ANTICIPATION CERTIFICATES, SERIES 2013 (the “*Series 2013*”

Certificates”), in the original aggregate principal amount of \$31,445,000, the proceeds of which provided funds for the acquisition, construction, and equipping of certain facilities of the Health Care System, which were issued in accordance with a resolution of the Authority adopted on January 17, 2013, as amended by a supplemental resolution adopted on February 14, 2013 (together, the “**2013 Resolution**”); and

WHEREAS, the Authority has heretofore issued its HOSPITAL AUTHORITY OF COLUMBUS, GEORGIA TAXABLE REVENUE ANTICIPATION CERTIFICATES, SERIES 2018A, in the original aggregate principal amount of \$3,395,000 and its HOSPITAL AUTHORITY OF COLUMBUS, GEORGIA REVENUE ANTICIPATION CERTIFICATES, SERIES 2018B, in the original aggregate principal amount of \$27,915,000 (together, the “*Series 2018 Certificates*”), the proceeds of which provided funds for the acquisition, construction, and equipping of certain facilities of the Health Care System, which were issued in accordance with a resolution of the Authority adopted on January 23, 2018 (the “**2018 Resolution**”); and

WHEREAS, payment of the Series 2013 Certificates, the Series 2018 Certificates and any revenue anticipation certificates of the Authority issued on a parity therewith are secured in accordance with the 2013 Resolution and the 2018 Resolution by the gross revenues of the Health Care System and are further secured under the provisions of an intergovernmental contract dated as of March 1, 2013, as supplemented and amended by a First Amendment to Contract dated as of February 21, 2018 (together, the “*Contract*”) between the Authority and Columbus; and

WHEREAS, in accordance with the provisions of the Contract, the Authority may request that Columbus levy, to the extent necessary, an annual *ad valorem* tax on all taxable property located within the territorial limits of Columbus at a rate not to exceed four mills of the seven mill limit authorized under the Hospital Authorities Law of Georgia, to produce in each year revenues which are sufficient to pay the principal of and interest on the Series 2013 Certificates and the Series 2018 Certificates, and to make additional payments as may be necessary to assure the continued operation, maintenance, and repair of the Health Care System during the term of the Contract; and

WHEREAS, upon the advice of Davenport & Company LLC, as financial advisor (“*Financial Advisor*”) to the Authority and Columbus, the Authority has determined that in order to achieve interest costs savings on the outstanding debt of the Health Care System it may make financial sense to refund and redeem all or a portion of the outstanding Series 2013 Certificates through the issuance of the Authority’s Series 2023 Certificates; and

WHEREAS, in accordance with the Debt Management Policy of Columbus, approved by the Council in July of 2016 (the “**Debt Management Policy**”), current refunding debt issues will be considered if the present value savings exceed 3% of the principal amount of the refunding debt being issued; and

WHEREAS, the Authority has determined that the most feasible and economical way to secure the payment of the Series 2023 Certificates in addition to pledging the gross revenues of the Authority derived from the Health Care System, it will be necessary for Columbus to enter into a second amendment to the Contract (the “*Second Amendment to Contract*”) with the Authority in accordance with the Hospital Authorities Law whereby Columbus shall agree to the extent required and to the extent necessary to levy an annual *ad valorem* tax on all taxable property located within the territorial limits of Columbus at a rate not to exceed four mills of the seven mill limit authorized under the Hospital Authorities Law of Georgia, to produce in each year revenues which are sufficient to pay the principal of and interest on any outstanding Series 2013 Certificates, the Series 2018 Certificates, and the Series 2023 Certificates, and to make additional payments within said four mills limitations as may be necessary to assure the continued operation, maintenance, and repair of the Health Care System during the term of the Second Amendment to Contract; and

WHEREAS, the Series 2023 Certificates shall be issued on a parity with any remaining outstanding Series 2013 Certificates and the outstanding Series 2018 Certificates under the terms of a bond resolution and other appropriate documents which shall set forth the terms and conditions upon which such Series 2023 Certificates shall be issued, the revenues pledged to the payment thereof, and other matters relating to the issuance of the Series 2023 Certificates; and

WHEREAS, the Authority has sent a letter to Columbus regarding the potential issuance of the Series 2023 Certificates, a copy of which is attached hereto as Exhibit A, and has requested that the Council declare its official intent to enter into the Second Amendment to Contract and take other actions subject to the preparation and review by the Authority and Columbus of the Second Amendment to Contract and other necessary documents relating to the issuance of the Series 2023 Certificates; and

WHEREAS, payments from Columbus under the provisions of the Second Amendment to Contract shall be pledged as additional security for the payment of the Series 2023 Certificates on a parity with any remaining outstanding Series 2013 Certificates and the outstanding Series 2018 Certificates; and

WHEREAS, it is necessary and proper that the Council authorize its proper officers and agents to take such actions as are necessary in connection with the proposed sale of the Series 2023 Certificates consistent with the intents and purposes of this resolution.

NOW, THEREFORE, BE IT RESOLVED by the Council of Columbus, Georgia, as follows:

1. The Council of Columbus declares its official intent to enter into the Second Amendment to Contract, subject to the provisions of the Debt Management Policy, and subject to the preparation and review by the Authority and Columbus of the Second Amendment to Contract and other necessary documents relating to the issuance of the Series 2023 Certificates.

2. The Finance Director and other officers, employees, and agents of Columbus are authorized and directed to provide such financial or other information relating to Columbus as

shall be necessary in connection with the preparation of a Preliminary Official Statement relating to the Series 2023 Certificates and the Mayor, Mayor Pro-tem, or City Manager is authorized to execute the final Official Statement to be prepared in connection with the offering, sale, and delivery of the Series 2023 Certificates. The City Manager or Finance Director is authorized to execute and deliver a certificate to “deem final” the Preliminary Official Statement within the ruling of the Securities Exchange Act Rule 15c2-12.

3. The Mayor, City Manager, Finance Director, City Attorney, or other officials of Columbus are hereby authorized to take such actions as are necessary consistent with the purposes and intents of this Resolution for the Authority to proceed with the proposed issuance and delivery of the Series 2023 Certificates and to effect the undertakings for which the Series 2023 Certificates are to be issued.

4. The Council hereby ratifies the engagement of Davenport & Company, as Financial Advisor to Columbus and the Authority, the engagement of Gray Pannell & Woodward LLP, as Bond Counsel and Disclosure Counsel, and Hall Booth Smith, P.C., as Counsel to the Authority, relating to the issuance and delivery of the Series 2023 Certificates.

5. The Second Amendment to Contract shall be presented to the Council in final form for approval prior to its execution and delivery by Columbus and the issuance of the Series 2023 Certificates by the Authority.

INTRODUCED at a regular meeting of the Council of Columbus, Georgia, held April 11, 2023, and adopted at said meeting by the affirmative vote of _____ members of said Council.

Councilor Allen voting _____.
Councilor Barnes voting _____.
Councilor Cogle voting _____.
Councilor Crabb voting _____.
Councilor Davis voting _____.
Councilor Garrett voting _____.
Councilor House voting _____.
Councilor Huff voting _____.
Councilor Thomas voting _____.
Councilor Tucker voting _____.

Sandra Davis
Clerk of Council

B.H. ‘Skip’ Henderson III
Mayor

(SEAL)

EXHIBIT A

[Requesting Letter of Hospital Authority]

CERTIFICATE OF CLERK OF COUNCIL

I, the undersigned Clerk of Council of Columbus, Georgia, keeper of the records and the seal thereof, hereby certify that the foregoing is a true and correct copy of a resolution of the Council of Columbus, Georgia, adopted April 11, 2023, a duplicate original of which resolution has been entered in the official records of Columbus, Georgia, under my supervision and *is* in my official possession, custody, and control.

I further certify that the meeting was held in conformity with the requirements of Title 50, Chapter 14 of the Official Code of Georgia Annotated.

(S E A L)

Clerk of Council