

A RESOLUTION
NO. _____

A RESOLUTION OF THE COUNCIL OF COLUMBUS, GEORGIA (THE “**COUNCIL**”) RATIFYING A RESOLUTION ADOPTED BY THE HOSPITAL AUTHORITY OF COLUMBUS, GEORGIA (THE “**AUTHORITY**”) AUTHORIZING THE ISSUANCE OF ITS REFUNDING REVENUE ANTICIPATION CERTIFICATES, SERIES 2023 IN ACCORDANCE WITH THE OFFICIAL INTENT OF THE COUNCIL CONTAINED IN ITS RESOLUTIONS NO. 131-23 AND NO. 228-23; TO APPROVE THE EXECUTION AND DELIVERY OF THE SECOND AMENDMENT TO CONTRACT BETWEEN COLUMBUS, GEORGIA, AND THE AUTHORITY; TO AUTHORIZE OFFICIALS OF COLUMBUS TO TAKE SUCH FURTHER ACTIONS AS ARE NECESSARY TO PROVIDE FOR THE ISSUANCE AND DELIVERY OF SAID CERTIFICATES; AND FOR OTHER PURPOSES.

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 (as defined herein), 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 (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 and the Series 2018 Certificates are secured in accordance with the 2013 Resolution and the 2018 Resolution by the gross revenues of all the facilities of Authority (the “**Health Care System**”) and are further secured under the provisions of an intergovernmental contract dated as of March 1, 2013 (the “**2013 Contract**”), as supplemented and amended by a First Amendment to Contract dated as of February 21, 2018 (the “**First Amendment to Contract**”), between the Authority and Columbus, Georgia (“**Columbus**”); and

WHEREAS, after thorough investigation and study, the Authority has determined that it is in its best interests to issue its HOSPITAL AUTHORITY OF COLUMBUS, GEORGIA REFUNDING REVENUE ANTICIPATION CERTIFICATES, SERIES 2023 (the “**Series 2023 Certificate**”) in an amount which, together with other funds available to the Authority for such purpose, will be sufficient to refund, redeem and defease all outstanding Series 2013 Certificates in accordance with the 2013

Resolution thereby satisfying and discharging the lien of the Series 2013 Certificates on the gross revenues of the Health Care System; and

WHEREAS, it is anticipated that revenues to be produced by the Health Care System will be sufficient to pay the debt service to become due on the Series 2018 Certificates and the Series 2023 Certificates, to provide and maintain any necessary debt service reserves, and to provide for the operation and maintenance of the Health Care System and sound business practices; and

WHEREAS, in order to further secure the payment of the Series 2023 Certificates on parity with the Series 2018 Certificates, it will be necessary for the Authority and Columbus to enter into a second amendment to the 2013 Contract (the “**Second Amendment to Contract**”, and together with the 2013 Contract and First Amendment to Contract, the “**Contract**”) 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 2018 Certificates and 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 Authority requested in writing that the Council declare its official intent for Columbus to enter into the Second Amendment to Contract; and

WHEREAS, the Council, as the governing body for Columbus, declared its official intent, by Resolution No. 131-23, adopted on April 11, 2023, to enter into the Second Amendment to Contract, subject to the provisions of the Debt Management Policy (defined herein) and 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, Resolution No. 131-23 stated that the Second Amendment to Contract shall be presented to Council in final form for approval prior to its execution and delivery by Columbus; and

WHEREAS, on July 11, 2023, the Council adopted Resolution No. 228-23 reaffirming the provisions of Resolution No. 131-23, and authorizing Davenport & Company LLC, as financial advisor to the Authority and Columbus (“**Financial Advisor**”) to determine the best method of sale of the Series 2023 Certificates and to conduct the sale of the Series 2023 Certificates through either a competitive sale method or negotiated sale method; and

WHEREAS, at the advice of the Financial Advisor, officers of the Authority and Columbus have caused to be prepared and distributed a Preliminary Official Statement dated July 20, 2023, and have authorized the publication and distribution of an Official Notice of Sale dated July 20, 2023, seeking bids for the purchase Series 2023 Certificates of the Authority; and

WHEREAS, in accordance with the Official Notice of Sale, the Authority received electronic bids for the purchase of the Series 2023 Certificates on July 25, 2023, and the Authority, with the assistance of the Financial Advisor, reviewed the bids and determined that the best bid

for the Series 2023 Certificates was submitted by Wells Fargo Bank, National Association, and said bid has been approved and accepted on behalf of the Authority, subject to approval by the Council; and

WHEREAS, based in the best bid received and in order to authorize the issuance of the Series 2023 Certificates, the Authority adopted a resolution on July 25, 2023, authorizing the issuance of the Series 2023 Certificates in the aggregate principal amount of \$18,865,000 (the “**Resolution**”), a certified copy of which, together with the form of the Second Amendment to Contract which is attached thereto as an exhibit, is on file in the office of the Clerk of Council and available electronically on the Clerk’s website; 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 will realize 5.4264% present value debt service cost savings from the refunding of the Series 2013 Certificates with the issuance of the Series 2023 Certificates; and

WHEREAS, it is proper that the Council ratify and approve the actions of its officers, the Authority and approve the form of the Second Amendment to Contract.

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

1. The Council hereby approves and ratifies the actions of the Authority in proceeding with the issuance of the Series 2023 Certificates, and approves the Resolution adopted by the Authority on July 25, 2023, and the form of the Second Amendment to Contract attached thereto.
2. The Mayor or Mayor Pro-Tem is authorized and directed to execute and deliver the Second Amendment to Contract in substantially the same form attached to the Resolution which is on file in the office of the Clerk of Council and available electronically on the Clerk’s website.
3. With the advice of the City Attorney, the Mayor or Mayor Pro-Tem shall be authorized to approve any modifications or corrections to the Second Amendment to Contract and the execution and delivery of the Second Amendment to Contract by the Mayor or Mayor Pro-Tem shall be conclusive evidence of such approval.
4. The Council hereby authorizes the Clerk of Council to attest such execution and delivery and to affix the seal of Columbus thereto.
5. The officials of the Columbus are authorized and directed to provide such information as shall be necessary in connection with the preparation and delivery of the final Official Statement relating to the Series 2023 Certificates and the Mayor or Mayor Pro-Tem is authorized to execute the final Official Statement.

6. All actions which have been taken by the Mayor, Mayor Pro-Tern, City Manager, Deputy City Manager, Finance Director, City Attorney, and such other officers or agents of Columbus relating to the issuance of the Series 2023 Certificates and the negotiation and preparation of the Second Amendment to Contract are ratified and confirmed and such officers as may be required are directed to take such actions as are necessary to provide security for payment of the Series 2023 Certificates, to fulfill the obligations of Columbus pursuant to the Second Amendment to Contract and to execute closing documents necessary for the issuance of the Series 2023 Certificates, as the same shall be delivered, supplemented, or amended, and to take such other actions as may be required in accordance with the intents and purposes of this resolution.

7. All provisions of Resolutions No. 131-23 and No. 228-23, which are not in conflict herewith, are hereby restated, ratified, and confirmed, as fully as if set forth herein verbatim.

INTRODUCED at a regular meeting of the Council of Columbus, Georgia, held on July 25, 2023, and adopted at said meeting by the affirmative vote of _____ members of said Council.

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

Sandra Davis
Clerk of Council

B.H. "Skip" Henderson III
Mayor

(SEAL)

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 July 25, 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