

A RESOLUTION OF THE BOARD OF COMMISSIONERS OF EFFINGHAM COUNTY TO AUTHORIZE THE EXECUTION OF A SECOND AMENDED AND RESTATED INTERGOVERNMENTAL CONTRACT BETWEEN EFFINGHAM COUNTY, GEORGIA AND THE EFFINGHAM COUNTY HOSPITAL AUTHORITY; AND FOR OTHER PURPOSES.

WHEREAS, pursuant to the provisions of the Hospital Authorities Law of Georgia, codified in Official Code of Georgia Annotated § 31-7-70, *et seq.* (the “**Hospital Authorities Law**”), the Board of Commissioners of Effingham County (the “**Board of Commissioners**”), the governing body of Effingham County, Georgia (the “**County**”), a political subdivision of the State of Georgia, was authorized to establish, and pursuant thereto did duly establish, by resolution adopted on February 6, 1968, the Effingham County Hospital Authority (the “**Authority**”); and

WHEREAS, the Authority owns Effingham Hospital, which includes four family medicine locations, two imaging centers, a women’s health center, a skilled nursing facility, and other related facilities (together the “**System**” or “**Health Care System**”) in Effingham County, and leases the System to Effingham Hospital, Inc., a Georgia non-profit corporation, which operates said Health Care System on behalf of the Authority and provides medical services for the residents of the County and portions of surrounding counties; and

WHEREAS, the Authority issued its EFFINGHAM COUNTY HOSPITAL AUTHORITY REFUNDING AND IMPROVEMENT REVENUE ANTICIPATION CERTIFICATE, SERIES 2022 in a principal amount of \$29,785,000 (the “**Series 2022 Certificate**”) to provide funds together with other available funds, for the purpose of (i) currently refunding and redeeming the outstanding HOSPITAL AUTHORITY OF EFFINGHAM COUNTY FEDERALLY TAXABLE RECOVERY ZONE ECONOMIC DEVELOPMENT BONDS – DIRECT PAY (GNMA COLLATERALIZED – EFFINGHAM HOSPITAL PROJECT), SERIES 2010A, (ii) providing funds to acquire a building for a pediatric center and approximately 33 acres of undeveloped real property for future expansion of the Health Care System from Effingham Hospital, Inc., (iii) certain additions and improvements to the Health Care System, and (iv) paying the costs of issuance of the Series 2022 Certificate, all in accordance with the provisions of a resolution adopted by the Authority on June 21, 2022 (the “**Authority Resolution**”), a copy of which has been filed in the office of the Board of Commissioners; and

WHEREAS, on June 21, 2022, the Board of Commissioners adopted its own resolution (“**County Resolution**”) which provided, in addition to the “Gross Revenues” of the ownership of the System, as such term is defined in the Authority Resolution, that as additional security for payment of the Series 2022 Certificate, the Authority and the County would enter into an Amended and Restated Intergovernmental Contract, which would supplement and amend an intergovernmental contract with the Authority entered into on October 19, 2010, effective December 30, 2010 (together, the “**Contract**”), pursuant to which the County agreed, among other things, to pay to or for the benefit of the Authority amounts to be derived from an *ad valorem* tax levy, if required, sufficient to enable the Authority to provide for the payment of the principal of and interest on the Series 2022 Certificate as the same became due and payable, and to make such additional payments to the Authority as may be necessary from time to time to

assure the continued operation, maintenance and repair of the Health Care System, the consideration for which to the County shall be the provision of health services to its citizens; and

WHEREAS, consistent with the Authority Resolution and the County Resolution, the County and the Authority entered into the Contract as of July 20, 2022; and

WHEREAS, the County and the Authority desire to execute a second amendment to the Contract and any other documents (collectively, the “**Documents**”) necessary so that the Health Care System can enter into a variable rate revolving line of credit loan (“**LOC**”) with a bank of the System’s choosing for the System to have access to additional funds necessary for and relating to, among other things, the System’s implementation of an electronic health record system; and

WHEREAS, the System has selected Truist Bank to provide the LOC in an amount not to exceed Three Million Five Hundred Thousand and No/100 Dollars (\$3,500,000.00) upon terms and conditions acceptable to the System; and

WHEREAS, the County, in order to allow the Authority, through the System, to obtain the LOC for the purposes stated herein, is willing to approve this resolution for benefit of the System; and

WHEREAS, the County and the Authority are specifically authorized to execute the Documents to permit the LOC to be included as part of the security for the Series 2022 Certificate pursuant to the provisions of Article IX, Section III, paragraph I(a) of the Constitution of the State of Georgia and the provisions of the Hospital Authorities Law; and

WHEREAS, it is proper that the Board of Commissioners authorize the execution and delivery of the Documents and to authorize the Chairman or Vice-Chairman of the Board of Commissioners and such other proper officials of the County including the county manager to do all such acts and things and to execute the Documents as may be necessary for the issuance and delivery of the LOC.

NOW, THEREFORE BE IT RESOLVED by the Board of Commissioners of Effingham County in public meeting assembled as follows:

1. Approval of Execution of Documents. The execution, delivery, and performance of the Documents in their final form, by the Chairman or Vice-Chairman of the Board of Commissioners and the attestation thereof by the County Clerk be and the same hereby is authorized subject to such changes, insertions or omissions as may be approved by the Chairman or the Vice-Chairman, and the execution of said Contract by the Chairman or Vice-Chairman shall be conclusive evidence of any such approval.

2. General Authorization. The Chairman or Vice-Chairman of the Board of Commissioners and such other proper officials of the County including the county manager required therefor are authorized, empowered, and directed to do all acts and to execute all such documents as shall be necessary to carry out and comply with the provisions of this resolution in

relation to the execution of the Documents and further are authorized and directed to take any and all further actions as are necessary to provide security for payment of the LOC and to fulfill the obligations of the County pursuant to the Contract, as the same may 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.

Approved and adopted in public meeting this _____, 2022.

Chairman
Board of Commissioners of Effingham County

CLERK'S CERTIFICATE

Now comes the undersigned County Clerk of Effingham County (the “**County**”), keeper of the records and seal thereof, and certifies that the foregoing is a true and correct copy of a resolution approved and adopted by the Board of Commissioners of Effingham County in public meeting properly and lawfully held and assembled on _____, 2022, the original of which resolution has been entered in the official records of the County 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)

County Clerk, Effingham County