

STATE OF GEORGIA
COUNTY OF CLAYTON

RESOLUTION NO. 2017- 81

A RESOLUTION OF CLAYTON COUNTY, GEORGIA APPROVING A TAX EXEMPT BOND FINANCING TO BE UNDERTAKEN BY THE PUBLIC FINANCE AUTHORITY WITH RESPECT TO CERTAIN PROJECTS OF PRIME HEALTHCARE FOUNDATION - SOUTHERN REGIONAL, LLC LOCATED IN CLAYTON COUNTY, GEORGIA TO AUTHORIZE THE CHAIRMAN TO PERFORM ALL ACTS NECESSARY TO ACCOMPLISH THE INTENT OF THIS RESOLUTION; TO PROVIDE AN EFFECTIVE DATE OF THIS RESOLUTION; AND FOR OTHER PURPOSES.

WHEREAS, Prime Healthcare Foundation, Inc., a Delaware nonprofit, nonstock corporation (the “Borrower”), has requested the Public Finance Authority (the “Issuer”), a Wisconsin bond issuing commission created under Sections 66.0301, 66.0303 and 66.0304 of the Wisconsin Statutes to issue revenue bonds to pay for the costs of certain projects of the Borrower and/or certain of the Borrower’s affiliates, located in the states of California, Georgia, Ohio and Texas;

WHEREAS, pursuant to Section 66.0304(11)(a) of the Wisconsin Statutes, prior to their issuance, bonds issued by the Issuer must be approved by the governing body or highest ranking executive or administrator of the political jurisdiction within whose boundaries the project is to be located;

WHEREAS, the Borrower is the sole corporate member of Prime Healthcare Foundation – Southern Regional, LLC, a Delaware limited liability company, which owns certain hospital, healthcare and related facilities located in Clayton County, Georgia (the “County”);

WHEREAS, the Borrower has requested the assistance of the Issuer to finance and/or refinance (including reimburse) eligible costs of the acquisition, construction, equipping and improvement of certain hospitals, other healthcare facilities, and their related facilities, including land, located within the geographical boundaries of the County and owned by Prime Healthcare Foundation – Southern Regional, LLC (the “Projects”);

WHEREAS, the Borrower has requested the Issuer to issue revenue bonds (the “Bonds”), in an aggregate principal amount of not to exceed \$387,000,000 to finance and refinance projects in California, Georgia, Ohio and Texas, of which not to exceed \$51,000,000 is expected to be used to finance and/or refinance the Projects in the County;

WHEREAS, the Borrower has requested that the County approve the financing and/or refinancing of the Projects and the issuance of the Bonds in order to satisfy the requirements of Section 4 of the Amended and Restated Joint Exercise of Powers Agreement

Relating to the Issuer, dated as of September 28, 2010 (the "Joint Exercise Agreement"), and Section 66.0304(11)(a) of the Wisconsin Statutes;

WHEREAS, furthermore, pursuant to Section 147(f) of the Internal Revenue Code of 1986 (the "Code"), the issuance of the Bonds requires approval, following a public hearing, by the applicable elected representative of the governmental unit having jurisdiction over the area in which the Projects are located;

WHEREAS, a notice of public hearing with respect to the proposed issuance of the Bonds and meeting the requirements of Section 147(f) of the Code was published in a newspaper of general circulation in the County and a copy of such notice is attached hereto as Exhibit A;

WHEREAS, the County Board of Commissioners conducted the public hearing, at which time an opportunity was provided to present arguments both for and against the issuance of the Bonds and the nature and location of the Projects to be financed and refinanced; and

WHEREAS, the County Board of Commissioners now desires to approve the financing and/or refinancing and the issuance of the Bonds;

NOW, THEREFORE, BE IT RESOLVED by the County Board of Commissioners, as follows:

Section 1. The County Board of Commissioners hereby approves the issuance of the Bonds by the Issuer for the Borrower in a total amount not to exceed \$387,000,000, and approves an amount not to exceed \$51,000,000 which is expected to be used to finance and/or refinance the Projects in the County. It is the purpose and intent of the County Board of Commissioners that this resolution constitutes approval of the financing and/or refinancing and the issuance of the Bonds for that portion of the Bonds which is expected to be used to finance and/or refinance Projects in the County for the purposes of Section 147(f) of the Code by the applicable elected representative of the governmental unit having jurisdiction over the area in which the Projects are located, in accordance with said Section 147(f) of the Code. It is also the purpose and intent of the County Board of Commissioners that this resolution constitute approval of the issuance of the Bonds by the County, which is the (or one of the) governmental unit(s) having jurisdiction over the area in which the Projects are located, in accordance with Section 66.0304(11)(a) of the Wisconsin Statutes and Section 4 of the Joint Exercise Agreement.

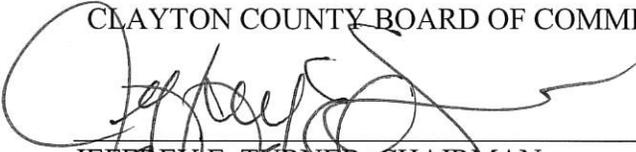
Section 2. The Chairman of the Board of Commissioners and any other authorized officials of the County are hereby authorized and directed, jointly and severally, to do any and all things and to prepare or cause to be prepared, negotiate, execute and deliver any and all documents which they deem necessary or advisable in order to carry out, give effect to and comply with the terms and intent of this resolution and the financing transaction approved hereby.

Section 3. Nothing in this resolution shall be construed to create any obligations of the County or any County officials or employees with respect to the repayment of the Bonds. Neither the Bonds nor the interest thereon shall ever constitute an indebtedness or a

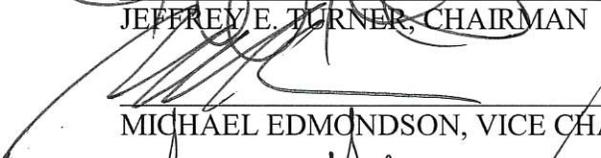
charge against the general credit or taxing powers of the County within the meaning of any constitutional or charter provision or statutory limitation and neither shall ever give rise to any pecuniary liability of the County. The owners of the Bonds shall never be paid in whole or in part out of any funds raised or to be raised by taxation or any other revenues of the County.

Section 4. This resolution shall take effect immediately upon its passage.
PASSED AND ADOPTED on December 5, 2017

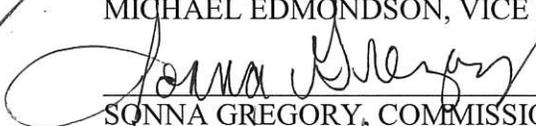
CLAYTON COUNTY BOARD OF COMMISSIONERS



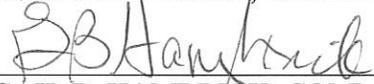
JEFFREY E. TURNER, CHAIRMAN



MICHAEL EDMONDSON, VICE CHAIRMAN



SONNA GREGORY, COMMISSIONER

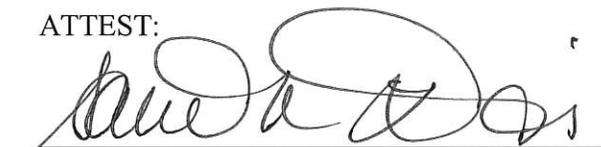


GAIL B. HAMBRICK, COMMISSIONER



FELICIA FRANKLIN WARNER, COMMISSIONER

ATTEST:



SANDRA DAVIS, CLERK