

Hospital Authority Meeting Agenda
February 2, 2023
10:00 A.M.
Opal Cannon Auditorium

Call to Order

Members take Oath of Office

Organizational Resolution Adopted

Elect Officers

Adopt Authority Seal

Review and Adopt Bylaws

Review of Status of Lee County Medical Center Project

Conduct TEFRA hearing

Adoption of TEFRA Resolution

Other Matters for consideration

Adjourn

ORGANIZATIONAL RESOLUTION OF THE
HOSPITAL AUTHORITY OF LEE COUNTY

WHEREAS, the Hospital Authority of Lee County (the "Authority") was duly activated by the Board of Commissioners of Lee County (the "Board of Commissioners") in accordance with the terms of the Hospital Authorities Law of the State of Georgia (the "Act"); and

WHEREAS, the members of the Board of the Authority were duly appointed by the Board of Commissioners in accordance with the terms of the Act; and

WHEREAS, the members of the Board of the Authority have taken the oath of office required by the Act; and

WHEREAS, the Authority desires to elect officers, adopt a seal and adopt by-laws.

NOW, THEREFORE, BE IT RESOLVED by the Authority, and it is hereby resolved by the same, that _____ is hereby appointed as the Chairperson of the Authority, _____ is hereby appointed as the Vice-Chairperson of the Authority, and that _____ is hereby appointed as the Secretary-Treasurer of the Authority.

BE IT FURTHER RESOLVED that the seal presented at this meeting and impressed below is hereby adopted as the seal of the Authority.

BE IT FURTHER RESOLVED that the by-laws attached hereto as Exhibit A are hereby adopted as the by-laws of the Authority.

ADOPTED AND APPROVED this 2nd day of February, 2023.

HOSPITAL AUTHORITY OF LEE COUNTY

(SEAL)

Member and Chairperson

Member and Vice-Chairperson

Member and Secretary-Treasurer

Member

Member

SECRETARY-TREASURER'S CERTIFICATE

The undersigned Secretary-Treasurer of the Hospital Authority of Lee County (the "Authority") DOES HEREBY CERTIFY that the foregoing pages of typewritten matter constitute a true and correct copy of the Organizational Resolution of the Authority adopted by the Board of the Authority on February 2, 2023 in a meeting duly called and assembled and at which a quorum was present and acting throughout, and that the original of said Organizing Resolution appears of record in the Minute Book of the Authority, which is in the undersigned's custody and control.

WITNESS my hand and the official seal of the Authority, this 2nd day of February, 2023.

Secretary

(SEAL)

Exhibit A

BY-LAWS

**BYLAWS OF
HOSPITAL AUTHORITY OF LEE COUNTY**

ARTICLE I. – THE AUTHORITY

Section 1. Name of Authority. The name of the Authority shall be “Hospital Authority of Lee County.”

Section 2. Seal of Authority. The seal of the Authority shall be in the form of a circle and bear the name of the Authority.

Section 3. Office of Authority. The office of the Authority shall be located at the administrative offices of Lee County, Georgia (the “County”) or such other place in the County as the Authority may from time to time designate by resolution.

ARTICLE II. – OFFICERS

Section 1. Officers. The officers of the Authority shall be a Chairperson, a Vice-Chairperson and a Secretary-Treasurer. The Authority may by resolution appoint additional officers.

Section 2. Chairperson. The Chairperson shall preside at all meetings of the Authority. Except as otherwise authorized by resolution of the Authority, the Chairperson shall sign all contracts, deeds and other instruments made by the Authority. At each meeting, the Chairperson shall submit such recommendations and information as he or she may consider proper concerning the business, affairs, and policies of the Authority.

Section 3. Vice-Chairperson. The Vice-Chairperson shall perform the duties of the Chairperson in the absence, resignation, incapacity or death of the Chairperson.

Section 4. Secretary-Treasurer. The Secretary shall keep the records of the Authority, shall act as secretary of the meetings of the Authority and record all votes and shall keep a record of the proceedings of the Authority in a journal of proceedings to be kept for such purpose, and shall perform all duties incident to such office. The Secretary shall keep in safe custody the seal of the Authority and shall have the power to affix such seal to all contracts and instruments to be executed by the Authority. The Treasurer shall see that an accounting system is maintained in such a manner as to give a true and accurate accounting of the financial transactions of the Authority. The Treasurer shall give periodic financial reports to the Authority.

Section 5. Additional Duties. The officers of the Authority shall perform such other duties and functions as may from time to time be specified by resolution of the Authority.

Section 6. Personnel. The Authority may from time to time employ such personnel as it deems necessary to exercise its powers, duties and functions. The selection and compensation of such personnel shall be determined by the Authority subject to the laws of the State of Georgia.

ARTICLE III. – POWERS AND MEETINGS

Section 1. Powers. The Authority shall have all the powers conferred upon it by the Hospital Authorities Law of the State of Georgia and the other laws of the State of Georgia.

Section 2. Annual Meeting. The Authority shall have an annual meeting. The annual meeting shall be held in the month of January or such other month as shall be specified by resolution of the Authority.

Section 3. Special Meetings. The Chairperson of the Authority may, when he or she deems it expedient, and shall, upon the written request of two members of the Authority, call a special meeting of the Authority for the purpose of transacting any business designated in the call. At such special meeting no business shall be considered other than as designated in the call, but if all of the members of the Authority are present at a special meeting any and all business may be transacted at such special meeting. Notice of special meetings may be either oral or written. Oral notice may be delivered personally or by telephone and shall be given at least twenty-four (24) hours prior to the time of the meeting. Written notice may be sent by regular mail, overnight mail, electronic mail or delivered personally. If delivery by electronic mail or personally, such notice shall be delivered at least twenty-four (24) hours prior to the time of the meeting. If written notice is delivered by overnight mail, such notice shall be mailed at least two (2) days prior to the date of the meeting. If written notice is sent by regular mail, such notice shall be mailed at least three (3) days prior to the date of the meeting. Notice shall be deemed to have been given properly to any member who attends the meeting.

Section 4. Powers and Quorum. The powers of the Authority shall be vested in the members of the Board of the Authority in office from time to time. A majority of the members of the Board shall constitute a quorum for the purpose of conducting its business and exercising its powers and all other purposes.

Section 5. Manner of Voting. The voting on all questions coming before the Authority shall be by a show of hands, roll call, or ballots, except in the case of election when the vote may be by ballot.

ARTICLE IV. – MISCELLANEOUS

Section 1. Amendments to Bylaws. The Bylaws of the Authority may be amended at a regular or special meeting with the approval of at least two-thirds of the members of the Authority.

Section 2. Fiscal Year. The Authority shall have the same fiscal year as the County or such other fiscal year as shall be specified by resolution of the Authority.

February 2, 2023

Board of Commissioners
of Lee County
Leesburg, Georgia

Re: Proposed Plan of Finance by the Hospital Authority of Lee County for the Benefit of LCMC OPCO, LLC d/b/a Lee County Medical Center

LCMC OPCO, LLC d/b/a Lee County Medical Center (the “*Borrower*”) has requested that Hospital Authority of Lee County (the “*Authority*”) assist the Borrower with a plan of finance (the “*Plan of Finance*”). The Plan of Finance involves the issuance by Authority from time to time of up to \$30,000,000 in aggregate principal amount of its revenue anticipation certificates (the “*Bonds*”). The proceeds of the Bonds will be used to finance (a) the cost of the acquisition, construction, installation, furnishing and equipping of an acute care hospital and related facilities located in Lee County, Georgia (the “*Facilities*”), (b) capitalized interest on the Bonds, (c) start-up costs for the Facilities, (d) working capital for the Facilities, (e) a debt service reserve or reserves and (f) the costs of issuing the Bonds.

The Authority proposes to assist the Borrower with the Plan of Finance. The Authority has conducted a public hearing with respect to the Plan of Finance and recommends and requests that you approve the Plan of Finance, including the issuance of the Bonds, as required by Section 147(f) of the Internal Revenue Code of 1986, as amended.

Attached hereto is (1) a certificate evidencing the conduct of a public hearing by the Authority on February 2, 2023 and (2) a suggested form of approval to evidence your approval of the Plan of Finance.

HOSPITAL AUTHORITY OF
LEE COUNTY

By: _____
Chairperson

**CERTIFICATE OF HOSPITAL AUTHORITY OF LEE COUNTY
REGARDING PUBLIC HEARING**

The undersigned Secretary-Treasurer of the Hospital Authority of Lee County (the “*Authority*”) HEREBY CERTIFIES, as follows:

(1) A special meeting of the Authority was duly called and held on February 2, 2023, at 10:00 a.m., at the Lee County Governmental Building, 102 Starksville Avenue North, Leesburg, Georgia 31763, pursuant to proper notice given in accordance with law as to the time and place of the meeting prior to such meeting. The meeting was open to the public and a quorum was present and acting throughout. The purpose of the meeting was to hold a public hearing (the “*Public Hearing*”) on a plan of finance (the “*Plan of Finance*”) for the benefit of LCMC OPCO, LLC d/b/a Lee County Medical Center (the “*Borrower*”). The time of the meeting and the room in which the meeting was held provided a reasonable opportunity for persons of differing views to appear and be heard.

(2) The Authority caused the publication of a notice of the Public Hearing at least seven days prior to the Public Hearing in *The Lee County Ledger*, a newspaper having general circulation in Lee County, Georgia (the “*Notice*”). A copy of the Notice appears of record in the Minute Book of the Authority. Attached as **Exhibit A** is an Affidavit of Publication of the Notice.

(3) The Chairperson announced the commencement of the Public Hearing on the Plan of Finance. Attached as **Exhibit B** is copy of the Plan of Finance. Attached as **Exhibit C** is a list of the people that attended the Public Hearing and a summary of the comments made at the Public Hearing.

(4) Attached as **Exhibit D** is a true, correct and complete copy of a resolution (the “*Resolution*”) adopted at such meeting of the Authority by a majority of the members of the Board of the Authority present at such meeting. The Resolution has not been repealed, revoked, rescinded or amended and is in full force and effect on the date hereof.

(5) Pursuant to the Resolution, the Authority recommends and requests that the Board of Commissioners of Lee County approve the Plan of Finance, including the issuance of the Bonds. The Bonds will not constitute an indebtedness or obligation of the State of Georgia or Lee County, Georgia, but will be payable solely from the revenues derived from the Borrower and pledged to the payment thereof.

WITNESS my hand, this 2nd day of February, 2023

Secretary-Treasurer

Exhibits Attached: “A” - Copy Affidavit of Publication with Attached Notice
“B” - Copy of Plan of Finance
“C” - List of Attendees and Summary of Comments
“D” - Copy of Resolution

**NOTICE OF PUBLIC HEARING ON PROPOSED PLAN OF FINANCE
BY HOSPITAL AUTHORITY OF LEE COUNTY
FOR THE BENEFIT OF
LCMC OPCO, LLC D/B/A LEE COUNTY MEDICAL CENTER**

YOU ARE HEREBY NOTIFIED that on the 2nd day of February, 2023, at 10:00 a.m., at the Lee County Governmental Building, 102 Starksville Avenue North, Leesburg, Georgia 31763, the Hospital Authority of Lee County (the “*Authority*”) will hold a public hearing with respect to a proposed plan of finance by the Authority (the “*Plan of Finance*”). The Plan of Finance involves the issuance by Authority from time to time of up to \$30,000,000 in aggregate principal amount of its revenue anticipation certificates (the “*Bonds*”). The proceeds of the Bonds will be used to finance (a) the cost of the acquisition, construction, installation, furnishing and equipping of an acute care hospital and related facilities (the “*Facilities*”), (b) capitalized interest on the Bonds, (c) start-up costs for the Facilities, (d) working capital for the Facilities, (e) a debt service reserve or reserves and (f) the costs of issuing the Bonds. The Facilities will be located on land in Land Lot 266 of the 2nd Land District of Lee County, Georgia (the “*Land*”). The Land consists of approximately 29.137 acres, is a portion of the northeast part of the former Grand Island Golf Course, and is bounded on the north, east, and west by Grand Island subdivision. The Development Authority of Lee County will be the initial owner of the Facilities. The Facilities will be leased to LCMC OPCO, LLC d/b/a Lee County Medical Center (the “*Borrower*”). The Borrower will enter into a management agreement for the operation of the Facilities with QHR Health, LLC.

The Bonds will not constitute an indebtedness or obligation of the State of Georgia or of Lee County, Georgia, but will be payable solely from the revenues derived from the Borrower and pledged to the payment thereof.

The Authority will not conduct any performance audit or performance review with respect to the Bonds as such terms are described in Section 36-82-100, Official Code of Georgia Annotated.

Any person interested in the proposed Plan of Finance, including issuance of the Bonds, or the location or the nature of the Facilities may appear and be heard.

HOSPITAL AUTHORITY OF
LEE COUNTY

EXHIBIT "A"

PUBLISHER'S AFFIDAVIT

GEORGIA, LEE COUNTY:

I, _____, DO HEREBY CERTIFY that I am publisher of *The Lee County Ledger*, a newspaper having general circulation in Lee County, Georgia, and the attached notice of a public hearing was published in such newspaper on January 25, 2023.

Publisher

Sworn to and subscribed
before me this ____ day
of _____, 2023.

Notary Public

My commission expires:

(NOTARIAL SEAL)

(Attach Clipping)

EXHIBIT “B”

PLAN OF FINANCE

LCMC OPCO, LLC D/B/A LEE COUNTY MEDICAL CENTER

The Plan of Finance involves the issuance by Authority from time to time of up to \$30,000,000 in aggregate principal amount of its revenue anticipation certificates (the “*Bonds*”). The proceeds of the Bonds will be used to finance (a) the cost of the acquisition, construction, installation, furnishing and equipping of an acute care hospital and related facilities (the “*Facilities*”), (b) capitalized interest on the Bonds, (c) start-up costs for the Facilities, (d) working capital for the Facilities, (e) a debt service reserve or reserves and (f) the costs of issuing the Bonds. The Facilities will be located on land in Land Lot 266 of the 2nd Land District of Lee County, Georgia (the “*Land*”). The Land consists of approximately 29.137 acres, is a portion of the northeast part of the former Grand Island Golf Course, and is bounded on the north, east, and west by Grand Island subdivision. The Development Authority of Lee County will be the initial owner of the Facilities. The Facilities will be leased to LCMC OPCO, LLC d/b/a Lee County Medical Center (the “*Borrower*”). The Borrower will enter into a management agreement for the operation of the Facilities with QHR Health, LLC.

EXHIBIT “C”

LIST OF ATTENDEES AND SUMMARY OF COMMENTS

[To be Provided]

EXHIBIT “D”

**RESOLUTION OF HOSPITAL AUTHORITY OF LEE COUNTY
REQUESTING APPROVAL OF A PLAN OF FINANCE
FOR THE BENEFIT OF LCMC OPCO, LLC**

WHEREAS, the Hospital Authority of Lee County (the “*Authority*”) proposes a plan of finance (the “*Plan of Finance*”) for the benefit of LCMC OPCO, LLC d/b/a Lee County Medical Center (the “*Borrower*”); and

WHEREAS, attached as **Exhibit A** is copy of the Plan of Finance; and

WHEREAS, Section 147(f) of the Internal Revenue Code of 1986, as amended (the “*Code*”) requires that the elected legislative body of the governmental unit having jurisdiction over the issuer of tax-exempt bonds and over the area in which any facility financed with the proceeds of tax-exempt bonds is located approve the issuance of the tax-exempt bonds (or any plan of finance related thereto) following a public hearing; and

WHEREAS, the Authority has conducted the public hearing, and such hearing provided a reasonable opportunity for persons of differing views to appear and be heard; and

WHEREAS, a notice of the intention of the Authority to hold the public hearing with respect to the Plan of Finance was published at least seven days prior to the public hearing in *The Lee County Ledger*, a newspaper of general circulation in Lee County, Georgia;

NOW, THEREFORE, BE IT RESOLVED by the Authority, and IT IS HEREBY RESOLVED by the authority of the same, as follows:

Section 1. The Authority hereby recommends and requests that the Board of Commissioners of Lee County approve the Plan of Finance, including the issuance of the Bonds, as required by Section 147(f) of the Code.

Section 2. The Secretary-Treasurer is hereby authorized and directed to prepare a certificate evidencing the public hearing so that it may be delivered to the Board of Commissioners of Lee County.

Section 3. The Chairperson is hereby authorized and directed to take any and all actions needed to obtain the consent of the Board of Commissioners of Lee County.

Section 4. All actions taken by the Authority in connection with the public hearing are hereby ratified.

ADOPTED this 2nd day of February, 2023.

HOSPITAL AUTHORITY OF LEE COUNTY

(SEAL)

Attest:

By: _____
Chairperson

Secretary-Treasurer

EXHIBIT “A”

PLAN OF FINANCE

LCMC OPCO, LLC D/B/A LEE COUNTY MEDICAL CENTER

The Plan of Finance involves the issuance by Authority from time to time of up to \$30,000,000 in aggregate principal amount of its revenue anticipation certificates (the “*Bonds*”). The proceeds of the Bonds will be used to finance (a) the cost of the acquisition, construction, installation, furnishing and equipping of an acute care hospital and related facilities (the “*Facilities*”), (b) capitalized interest on the Bonds, (c) start-up costs for the Facilities, (d) working capital for the Facilities, (e) a debt service reserve or reserves and (f) the costs of issuing the Bonds. The Facilities will be located on land in Land Lot 266 of the 2nd Land District of Lee County, Georgia (the “*Land*”). The Land consists of approximately 29.137 acres, is a portion of the northeast part of the former Grand Island Golf Course, and is bounded on the north, east, and west by Grand Island subdivision. The Development Authority of Lee County will be the initial owner of the Facilities. The Facilities will be leased to LCMC OPCO, LLC d/b/a Lee County Medical Center (the “*Borrower*”). The Borrower will enter into a management agreement for the operation of the Facilities with QHR Health, LLC.

SECRETARY-TREASURER'S CERTIFICATE

The undersigned Secretary-Treasurer of the Hospital Authority of Lee County (the "*Authority*") DOES HEREBY CERTIFY that the foregoing pages of typewritten matter constitute a true and correct copy of a resolution adopted on February 2, 2023 by a majority of the members of the Board of the Authority in a meeting duly called and assembled, which was open to the public and at which a quorum was present and acting throughout, and that the original of such Resolution appears of record in the Minute Book of the Authority, which is in the undersigned's custody and control.

WITNESS my hand and the official seal of the Authority, this 2nd day of February, 2023.

Secretary-Treasurer

(SEAL)