

**MINUTES OF MEETING OF HOSPITAL AUTHORITY OF
LEE COUNTY HELD FEBRUARY 2, 2023 AT 10:00 AM IN THE
OPAL CANNON AUDITORIUM IN LEE COUNTY, GEORGIA**

The initial meeting of the Hospital Authority of Lee County was held on February 2, 2023 at 10:00 a.m. in the Opal Cannon Auditorium. Notices of the date, time and place of the meeting were provided under the provisions of the Georgia Open Meetings Act.

The County Attorney for Lee County, James M. Skipper, Jr., called the initial meeting to order in the absence of a Chairperson of the Authority. Mr. Skipper announced the purpose of the meeting and reviewed various documents that had been submitted to the Authority members with respect to the matters to be considered at the meeting as the initial business. Skipper swore in the members of the Authority who took and signed the oath required by Georgia law members of Hospital Authority Boards . The oath was taken before a person authorized to administer oaths as required by State law.

The next order of business was for the members to review O.C.G.A. §31-7-74.1(b) which Skipper had passed out to each member of the Authority and also to review the “Disclosure of Conflicts of Interest” form required by that statute with respect to their membership on the Authority Board. Skipper explained the statute regarding conflicts of interest using a copy of the State statute previously distributed to the Authority members. Each member completed his or her own Disclosure of Conflicts of Interest document and signed that document during the course of the meeting.

The following additional matters were considered at the meeting of the Authority:

1. With the Authority’s permission, Skipper conducted the officer elections for the Authority.

(A) Upon motion duly made and seconded and adopted unanimously, Rick Muggridge was elected as Chairperson of the Authority.

Motion made by: Randy Carr
Motion seconded by: Dana Hager

(B) Upon motion duly made and seconded and adopted unanimously, Bruce Houston was elected as Vice Chairperson of the Authority.

Motion made by: Jennifer Heyer
Motion seconded by: Dana Hager

(C) Upon motion duly made and seconded and adopted unanimously, Jennifer Heyer was elected as Secretary-Treasurer of the Authority.

Motion made by: Rick Muggridge
Motion seconded by: Bruce Houston

2. With the permission of the Authority's Chairperson, Skipper presented a proposed seal of the Authority to the members, and upon motion duly made and seconded, the seal was unanimously adopted.

Motion made by: Rick Muggridge
Motion seconded by: Bruce Houston

3. With the permission of the Authority's Chairperson, Skipper presented proposed Bylaws of the Authority. The members reviewed the Bylaws and upon motion duly made and seconded, the Bylaws were unanimously adopted.

Motion made by: Rick Muggridge
Motion seconded by: Randy Carr

4. The Authority approved the "Organization Resolution of the Hospital Authority of Lee County" upon motion duly made and seconded and adopted unanimously.

Motion made by: Rick Muggridge
Motion seconded by: Jennifer Heyer

5. With the permission of the Chairperson, Skipper reviewed the status of the Lee County Medical Center Project to date, including a discussion of the Certificate of Need for the Hospital, the pending request for extension of that Certificate of Need, the proposed plans to finance of the construction of the hospital, which would involve the issuance of revenue bonds by the Lee County Development Authority and the proposed issuance of revenue anticipation notes ("revenue bonds") by the Hospital Authority. Skipper estimated that the proposed revenue bonds that the Lee County Development Authority would be requested to issue would be in the amount of approximately \$130M and the proposed revenue bonds that the Hospital authority would be requested to issue would be in the amount of approximately \$30M. Skipper also referenced some of the reasons for delays in the Hospital Project. He also referenced that Cain Brothers will be the company retained to sell the Development Authority bonds, that the ownership of the CON, which is now held by LCMC, LLC, will be transferred to a non-profit entity known as The Brentwood Healthcare Foundation, LLC, which will construct the Hospital, QHR, which will manage the day-to-day operations of the Hospital as they do for approximately 40 other hospitals nationwide, Stiffel, which would be involved in selling the Hospital Authority revenue bonds if they are approved by the Authority, and the Lee County Development Authority, all being entities involved in the Project. Skipper also

stated that none of the bond/financing documents for either revenue bond transaction had been finalized or signed by any party which would be required to sign such documents. Skipper also pointed out that the land where the hospital is to be located is part of the old Grand Island Golf Course, which is currently owned by the Lee County Development Authority, and that approximately 29 acres of that old golf course property will be leased by the Development Authority for the construction of the hospital. Skipper then answered questions posed to him from the Board.

6. The next order of business was to conduct the required hearing under the Tax Equity and Fiscal Responsibility Act of 1982 ("TEFRA"). With the permission of the Chairperson, Skipper explained that the purpose of a TEFRA hearing under Federal law and Internal Revenue Service Regulations is to allow the public to express the public's opinion as to whether or not revenue bonds in connection with the financing of a non-profit project, such as the proposed Hospital, should be issued.

7. The Chairperson opened the TEFRA Hearing and two (2) speakers spoke, both in opposition to the Hospital. First was Mr. Lewis Hatcher, and the second was Mr. Dennis Roland. At the conclusion of the speakers' presentations, the Chairperson adjourned the TEFRA hearing.

8. Upon motion duly made and seconded, the Board then considered adoption of the TEFRA Resolution approving the proposed Plan of Finance and requesting that Lee County also approve the proposed Plan of Finance. Upon motion duly made and seconded, that Resolution was adopted unanimously.

Motion made by: Bruce Houston
Motion seconded by: Randy Carr

9. Skipper pointed out several additional documents that had been presented to the members of the Authority for their review, including the Resolution Activating the Hospital Authority adopted by the Lee County Board of Commissioners, the Resolution Appointing the Five (5) Members to the Hospital Authority Board, and copies of various State statutes from Title 31, which involved the laws relating to the operation of a Hospital Authority and the powers of a Hospital Authority.

10. The Chairperson asked Skipper if the Board should select him (Skipper) as legal counsel for the Authority. Skipper responded that decision is up to the Board, but that since only one of the five members of the Authority Board was acquainted with Skipper, the Board might want to wait to make that decision. The Chair then asked the Board if they wanted to select Skipper as the Board's attorney or wait to make that selection. Upon motion duly made and seconded, the Board then selected Skipper as the legal counsel for the Authority Board.

Motion made by: Dana Hager
Motion seconded by: Randy Carr

There being no further business, the Authority meeting was adjourned.

Respectfully submitted.

Jennifer Heyer, Secretary-Treasurer
Lee County Hospital Authority