

MINUTES OF A MEETING OF THE HIGHLANDS COUNTY HEALTH FACILITIES AUTHORITY

A meeting of the **Highlands County Health Facilities Authority** was called to order by H. Wayne Harris, Chair at 12:00 p.m. noon, on Wednesday, October 23, 2024, in the Sebring City Council Chambers located at 368 South Commerce Avenue, Sebring, Florida. Proper notice of the meeting was published on October 16, 2024 in *Highlands News-Sun* and a copy of the affidavit of publication is attached to these Minutes. Present at the meeting were: H. Wayne Harris, Chair; William H. Stephenson, III, Vice Chair; John D. Haviland Vicki J. Spires, and Charles W. Taylor, Jr., Members. Also present were: C. Robert Foltz, Associate Chief Legal Officer/Treasury of AdventHealth; J. Michael Swaine and Robert S. Swaine, attorneys for the Authority; and Madison Kosmac.

After review and discussion by the Board and upon motion by John D. Haviland, second by William H. Stephenson, III, the Board approved the Minutes of the Meeting held on September 27, 2024.

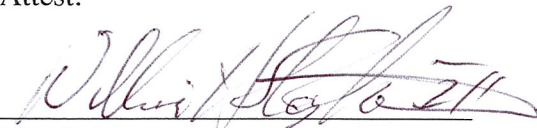
C. Robert Foltz introduced in writing and explained the resolution with respect to the Authority's Adventist Health System/Sunbelt, Inc. Accounts Receivable Program (the "Program"): (i) authorizing and approving certain amendments to the Program, including, but not limited to the optional redemption of all or a portion of the hereinafter referred to Series 2012 Bonds and the removal of certain of the Sellers (as defined in the hereinafter referred to Fourth Amended and Restated Sale Agreement), all relating to the outstanding (A) Highlands County Health Facilities Authority Revenue Bonds, Series 2012A (Adventist Health System/Sunbelt, Inc. Accounts Receivable Program), issued in the original aggregate principal amount of \$294,985,000 (the "Series 2012A Bonds") and (B) Highlands County Health Facilities Authority Revenue Bonds, Series 2012B (Adventist Health System/Sunbelt, Inc. Accounts Receivable Program), issued in the original aggregate principal amount of \$115,015,000 (the "Series 2012B Bonds" and, collectively with the Series 2012A Bonds, the "Series 2012 Bonds"); (ii) ratifying certain existing Program documents and authorizing and approving amendments to such Program documents, if deemed necessary and desirable by the Authority, including, without limitation: (A) the Trust Indenture dated as of March 1, 2012, as heretofore supplemented and amended, between the Authority and U.S. Bank Trust Company, National Association, as successor trustee (the "Trustee"), (B) the Bond Purchase Agreement dated as of March 21, 2012, as heretofore supplemented and amended, between the Authority and PNC Bank, National Association, as the initial purchaser of the Series 2012 Bonds, and acknowledged and agreed to by Adventist Health System/Sunbelt, Inc. (the "Corporation") and Adventist Health System Sunbelt Healthcare Corporation ("Health Care"), and the fee letter referenced therein, (C) the Tax Exemption Certificate and Agreement dated March 21, 2012, the Tax Exemption Certificate and Agreement dated July 25, 2012, the Tax Exemption Certificate and Agreement dated December 4, 2017, and the Tax Exemption Agreement and Certificate dated November 1, 2018, each between the Authority, the Trustee, the Corporation, Health Care and certain affiliated not-for-profit corporations, (D) the Fourth Amended and Restated Sale Agreement dated as of December 4, 2017, as heretofore supplemented and amended, between the Authority and the Corporation, (E) the Fourth Amended and Restated Master Affiliate Sale Agreement dated as of December 4, 2017, as heretofore supplemented and amended, between the Corporation and various affiliated not-for-profit corporations named therein, and (F) the Fourth Amended and Restated Master Servicing Agreement dated as of December 4, 2017, as heretofore supplemented and amended,

between the Corporation, as master servicer thereunder, and the Authority, and the sub-servicing agreement referenced therein; (iii) authorizing and approving the execution and delivery of and/or ratifying certain other documents in connection with the foregoing; and (iv) making other provisions with respect thereto; and (v) appointing a designated Member to attest the execution of documents. After review and discussion by the Board and upon motion by John D. Haviland, second by Charles W. Taylor, Jr. and with votes in favor by everyone, the Board approved and adopted the resolution as presented and designated John D. Haviland or any other member as the Attesting Member of the Authority.

Robert S. Swaine presented the BSBY Index Replacement and Conforming Changes Notice. After review and discussion by the Board and upon motion by John D. Haviland, second by Vicki J. Spires and with votes in favor by everyone, the Board approved and ratified the notice as presented.

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

Attest:


Member


 Chair Vice Chair

AFFIDAVIT OF PUBLICATION

Highlands News Sun

Published Daily

Sebring, Highlands County, Florida

Case No. PO#1282-G Authority Meeting

STATE OF FLORIDA
COUNTY OF HIGHLANDS

Before the undersigned authority, Janet Emerson, personally appeared who on oath says that she is the Classified Advertising Legal Clerk of Highlands News Sun, a newspaper published at Sebring in Highlands County, Florida; that the attached copy or reprint of the advertisement, to the right, being a Public Notice, was published in said newspaper by print in the issues of or by publication on the newspaper's website, if authorized, on:

October 16, 2024

Affiant further says that the Highlands News Sun newspaper complies with all legal requirements for publication in chapter 50, Florida Statutes.

SIGNED:

Handwritten signature of Janet Emerson

Janet Emerson

Sworn to and subscribed before me this 16th day of October 2024 by Janet Emerson, who is personally known to me.

Handwritten signature of Nancy Y Whirley

Nancy Y Whirley, Customer Service Supervisor, Notary Number: HH 293555
Notary expires: July 26, 2026

00030218 00168584

SWAINE & HARRIS (HNS legals)
425 S COMMERCE AVE
SEBRING, FL 33870



NANCY Y. WHIRLEY
Notary Public
State of Florida
Comm# HH293555
Expires 7/26/2026

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that the HIGHLANDS COUNTY HEALTH FACILITIES AUTHORITY (the "Authority") will meet in public session in the Sebring City Council Chambers at the Sebring City Hall, 368 South Commerce Avenue, Sebring, Florida, on Wednesday, October 23, 2024, at 12:00 p.m. (noon) for the following purposes:

(A) adopting resolutions with respect to the Authority's Adventist Health System/Sunbelt, Inc. Accounts Receivable Program (the "Program"); (i) authorizing and approving certain amendments to the Program, including, but not limited to the optional redemption of all or a portion of the hereinafter referred to Series 2012 Bonds and the removal of certain of the Sellers (as defined in the hereinafter referred to Fourth Amended and Restated Sale Agreement), all relating to the outstanding (A) Highlands County Health Facilities Authority Revenue Bonds, Series 2012A (Adventist Health System/Sunbelt, Inc. Accounts Receivable Program), issued in the original aggregate principal amount of \$294,985,000 (the "Series 2012A Bonds") and (B) Highlands County Health Facilities Authority Revenue Bonds, Series 2012B (Adventist Health System/Sunbelt, Inc. Accounts Receivable Program), issued in the original aggregate principal amount of \$115,015,000 (the "Series 2012B Bonds" and, collectively with the Series 2012A Bonds, the "Series 2012 Bonds"); (ii) ratifying certain existing Program documents and authorizing and approving amendments to such Program documents, if deemed necessary and desirable by the Authority, including, without limitation: (A) the Trust Indenture dated as of March 1, 2012, as heretofore supplemented and amended, between the Authority and U.S. Bank Trust Company, National Association, as successor trustee (the "Trustee"); (B) the Bond Purchase Agreement dated as of March 21, 2012, as heretofore supplemented and amended, between the Authority and PNC Bank, National Association, as the initial purchaser of the Series 2012 Bonds, and acknowledged and agreed to by Adventist Health System/Sunbelt, Inc. (the "Corporation") and Adventist Health System Sunbelt Healthcare Corporation ("Health Care"), and the fee letter referenced therein; (C) the Tax Exemption Certificate and Agreement dated March 21, 2012, the Tax Exemption Certificate and Agreement dated July 25, 2012, the Tax Exemption Certificate and Agreement dated December 4, 2017, and the Tax Exemption Agreement and Certificate dated November 1, 2018, each between the Authority, the Trustee, the Corporation, Health Care and certain affiliated not-for-profit corporations; (D) the Fourth Amended and Restated Sale Agreement dated as of December 4, 2017, as heretofore supplemented and amended, between the Authority and the Corporation; (E) the Fourth Amended and Restated Master Affiliate Sale Agreement dated as of December 4, 2017, as heretofore supplemented and amended, between the Corporation and various affiliated not-for-profit corporations named therein; and (F) the Fourth Amended and Restated Master Servicing Agreement dated as of December 4, 2017, as heretofore supplemented and amended, between the Corporation, as master servicer thereunder, and the Authority; and the sub-servicing agreement referenced therein; (iii) authorizing and approving the execution and delivery of and/or ratifying certain other documents in connection with the foregoing; and (iv) making other provisions with respect thereto; and

(B) considering such other business as may properly come before the Authority at such meeting.

In accordance with the Americans with Disabilities Act ("ADA"), if any person with a disability as defined by the ADA needs special accommodations to participate in the meeting of the Authority, then not later than two (2) business days prior to the meeting he or she should contact the counsel to the Authority, Mr. J. Michael Swaine, at 863-385-1549.

If any person decides to appeal any decision made by the Authority with respect to any matter considered at such meeting, such person will need a record of the proceedings and, for such purpose, may need to ensure that a verbatim record of the proceedings is made, which record includes the testimony and the evidence upon which the appeal is to be based.

DATED: October 16th, 2024

HIGHLANDS COUNTY HEALTH FACILITIES AUTHORITY

By /s/ H. Wayne Harris
Chair
Oct. 16, 2024