

## **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, May 22, 2024, in the Sebring City Council Chambers located at 368 South Commerce Avenue, Sebring, Florida. Proper notice of the meeting was published on May 14, 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 and Charles W. Taylor, Jr., Members. Also present were: Bill Stephenson, Jennifer Roth, Tessa Hickey, and J. Michael Swaine and Robert S. Swaine, attorneys for the Authority. Present via Microsoft Teams was Christopher F. Walrath, Bond Counsel. Absent was Vicki J. Spires, Member.

After review and discussion by the Board and upon motion by John D. Haviland, second by William H. Stephenson, III and with votes in favor by everyone, the Board approved the Minutes of the Meeting held on January 31, 2024.

Chairman Harris presented the engagement letter by Chapman and Cutler LLP. Upon motion by John D. Haviland, second by William H. Stephenson, III and with votes in favor by everyone, the Board authorized the execution of the letter as presented.

Christopher F. Walrath introduced in writing and explained the resolution: authorizing the issuance and sale by the Highlands County Health Facilities Authority (the "Authority") of its Highlands County Health Facilities Authority Hospital Revenue Bonds (AdventHealth Obligated Group), in one or more series and in an aggregate principal amount not to exceed \$100,000,000 (the "Bonds"), to provide funds to (A) finance, refinance or reimburse Adventist Health System/Sunbelt, Inc., a Florida not-for-profit corporation ("Sunbelt"), and certain affiliated not-for-profit corporations under common control with it (the "Borrowers"), for their payment of the costs of certain capital improvements to and equipment for certain health care facilities and the costs of acquiring, constructing and equipping certain health care facilities; and (B) refund all or a portion of certain revenue bonds previously issued by the Colorado Health Facilities Authority for the benefit of certain of the Borrowers, the proceeds of which were used to finance and refinance the costs of certain capital improvements to and equipment for, and the costs of acquiring, constructing and equipping, certain health care facilities of certain of the Borrowers; (ii) authorizing the execution and delivery of one or more Bond Purchase Agreements providing for the sale of the Bonds; (iii) authorizing the execution and delivery of one or more Bond Trust Indentures securing the Bonds; (iv) authorizing the execution and delivery of one or more Loan Agreements with the Borrowers, providing for loans of the proceeds of the Bonds to the Borrowers; (v) approving one or more Supplemental Indentures, supplementing the Second Amended and Restated Master Trust Indenture of the Borrowers and certain other affiliated entities, and approving one or more Notes created thereby; (vi) authorizing the execution and delivery of a Tax Exemption Certificate and Agreement with respect to the Bonds; (vii) authorizing the use and distribution of one or more Preliminary Official Statements and one or more Official Statements in connection with the issuance of the Bonds; (viii) providing that the Bonds shall be limited obligations of the Authority payable solely from the revenues provided therefor and shall not constitute a debt, liability or obligation of Highlands County, Florida, of the State of Florida or of any political subdivision thereof, and that neither the faith and credit nor any taxing power of the Authority, of Highlands County, Florida, of the State of Florida or of any political subdivision

thereof is pledged to the payment of the principal of, premium, if any, or interest on the Bonds; (ix) providing for other related matters; and (x) appointing a designated Member to attest the execution of documents. After review and discussion by the Board and upon motion by John D. Haviland, seconded by William H. Stephenson, III 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.

The Board discussed the annual Chair and Vice Chair Positions. H. Wayne Harris was nominated to serve as Chair and William H. Stephenson, III to serve as Vice Chair. The Board unanimously voted to elect H. Wayne Harris as Chair and William H Stephenson, III as Vice Chair.

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

Attest:

  
 Chair       Vice Chair

  
Member

AFFIDAVIT OF PUBLICATION

Highlands News Sun

Published Daily

Sebring, Highlands County, Florida

Case No. PO1282-119 Authority Meeting

STATE OF FLORIDA
COUNTY OF HIGHLANDS

Before the undersigned authority, Tracy Weikel, 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:

May 14, 2024

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

SIGNED:

Tracy Weikel (signature)

Tracy Weikel

Sworn to and subscribed before me this 14th day of May 2024 by Tracy Weikel, who is personally known to me.

Romona D. Washington (signature)

Romona D. Washington, Editor, Notary Number: GG 333543

Notary expires: June 21, 2027

00030218 00156649

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



ROMONA D. WASHINGTON
Commission # HH 413555
Expires June 21, 2027

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, May 22, 2024, at 12:00 p.m. (noon) for the following purposes:

(a) adopting a resolution authorizing the issuance and sale by the Highlands County Health Facilities Authority (the "Authority") of its Highlands County Health Facilities Authority (Hospitals) Revenue Bonds (AdventHealth Obligated Group), in one or more series and in an aggregate principal amount not to exceed \$100,000,000 (the "Bonds"), to provide funds to (A) finance, replace or reimburse Adventist Health System/Sunbelt, Inc., a Florida not-for-profit corporation ("Sunbelt"), and certain affiliated not-for-profit corporations under common control with it (the "Borrowers"), for their payment of the costs of certain capital improvements to and equipment for certain health care facilities and the costs of acquiring, constructing and equipping certain health care facilities; and (B) refund all or a portion of certain revenue bonds previously issued by the Colorado Health Facilities Authority for the benefit of certain of the Borrowers, the proceeds of which were used to finance and reimburse the costs of certain capital improvements to and equipment for, and the costs of acquiring, constructing and equipping, certain health care facilities of certain of the Borrowers; (f) authorizing the execution and delivery of one or more Bond Purchase Agreements providing for the sale of the Bonds; (g) authorizing the execution and delivery of one or more Bond Trust Indentures securing the Bonds; (h) authorizing the execution and delivery of one or more Loan Agreements with the Borrowers, providing for loans of the proceeds of the Bonds to the Borrowers; (i) approving one or more Supplemental Indentures, supplementing the Second Amended and Restated Master Trust Indenture of the Borrowers and certain other affiliated entities, and approving one or more Notes created thereby; (j) authorizing the execution and delivery of a Tax Exemption Certificate and Agreement with respect to the Bonds; (k) authorizing the use and distribution of one or more Preliminary Official Statements and one or more Official Statements in connection with the issuance of the Bonds; (l) providing that the Bonds shall be limited obligations of the Authority payable solely from the revenues provided therefor and shall not constitute a debt, liability or obligation of Highlands County, Florida, of the State of Florida or of any political subdivision thereof, and that neither the faith and credit nor any taxing power of the Authority, of Highlands County, Florida, of the State of Florida or of any political subdivision thereof is pledged to the payment of the principal of, premium, if any, or interest on the Bonds; and (m) providing for other related matters; 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 Surine, at 863-385-1543.

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: May 14, 2024.
HIGHLANDS COUNTY
HEALTH FACILITIES AUTHORITY

By /s/ H. Wayne Harris
Chair
May 14, 2024