

#R-2019-16

**RESOLUTION OF THE BOARD OF COMMISSIONERS OF
ROCKDALE COUNTY, GEORGIA, APPROVING THE
PLAN OF FINANCE FOR THE ISSUANCE BY
DEVELOPMENT AUTHORITY OF ROCKDALE COUNTY
OF ITS REVENUE BONDS FOR THE BENEFIT OF
PIEDMONT HEALTHCARE, INC.**

WHEREAS, the Development Authority of Rockdale County (the "*Authority*") has been requested by Piedmont Healthcare, Inc. ("*PHC*") to assist in (a) financing or refinancing, in whole or in part, the cost of the acquisition, construction, installation and equipping of certain healthcare facilities, equipment and improvements owned or operated by PHC or one of its affiliates located in Rockdale County, Georgia, (b) refinancing certain debt obligations previously issued or incurred by PHC or one of its affiliates relating to the healthcare facilities, equipment and improvements owned or operated by PHC or one of its affiliates located in Rockdale County, Georgia, and (c) paying all or a portion of the costs of issuance of the Bonds (collectively, the "*Project*"), referred to herein by issuing its revenue bonds from time to time in one or more series in an aggregate principal amount of up to approximately \$100,000,000 (the "*Bonds*"), and a hearing officer (the "*Hearing Officer*") held a public hearing with respect to such proposed Plan of Finance (a copy of which is on file with the Authority) on August 22, 2019; and

WHEREAS, Section 147(f) of the Internal Revenue Code of 1986, as amended (the "*Code*"), provides that the governmental unit having jurisdiction over the Authority of private activity bonds and over the area in which any facility financed with the proceeds of such private activity bonds is located shall approve the issuance of such bonds; and

WHEREAS, the Authority issues its revenue bonds on behalf of Rockdale County, Georgia, the Project is to be located in Rockdale County, Georgia, and the Board of Commissioners of Rockdale County (the "*Governing Body*") constitutes the elected legislative body of the Governing Body; and

WHEREAS, a certificate regarding the public hearing has been filed with the minutes of this meeting;

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

Section 1. The issuance of the Bonds from time to time in one or more series by the Authority pursuant to the Plan of Finance for the benefit of PHC in an aggregate outstanding principal amount of up to approximately \$100,000,000 (in addition to any other obligations previously approved or issued by the Authority) is hereby approved to the extent required by Section 147(f) of the Code, as follows:

(a) The purpose for the issuance of the Bonds is (a) to finance or refinance, in whole or in part, the cost of the acquisition, construction, installation and equipping of certain healthcare facilities, equipment and improvements owned or operated by PHC or one of its affiliates located in Rockdale County, Georgia, (b) refinance certain debt obligations previously issued or incurred by PHC or one of its affiliates relating to the healthcare facilities, equipment and improvements owned or operated by PHC or one of its affiliates located in Rockdale County, Georgia, and (c) pay all or a portion of the costs of issuance of the Bonds;

(b) The initial owner, operator or manager of the Project is PHC or one or more of its affiliates;

(c) The Project is located at Piedmont Rockdale, located at 1412 Milstead Avenue, Conyers, Georgia 30012 and the amounts applicable to each such location are referred to in the notice of the public hearing; and

(d) The Bonds may be issued from time to time in one or more series.

Section 2. Such approval by the Governing Body does not constitute an endorsement to a prospective purchaser of the Bonds of the creditworthiness of PHC or the Project, and the Bonds shall not constitute an indebtedness or obligation of the State of Georgia or of any county, municipal corporation or political subdivision thereof but the Bonds shall be payable solely from the revenues derived from PHC and pledged to the payment thereof and no owner of any of the Bonds shall ever have the right to compel any exercise of the taxing power of said State or of any county, municipal corporation or political subdivision thereof, nor to enforce the payment thereof against any property of said State or of any such county, municipal corporation or political subdivision.

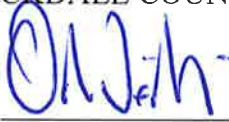
Section 3. All acts and doings of the officers and members of the Governing Body which are in conformity with the purposes and intent of this Resolution shall be, and the same hereby are, in all respects approved and confirmed.

Section 4. This resolution shall take effect immediately upon its adoption.

ADOPTED this 10th day of September, 2019.



BOARD OF COMMISSIONERS OF
ROCKDALE COUNTY, GEORGIA

By: 
Chairman

Attest: 
By: _____
Clerk