

STATE OF GEORGIA

COUNTY OF CLAYTON

RESOLUTION NO. 2008 - 92

A RESOLUTION AUTHORIZING, APPROVING AND PROVIDING FOR THE EXECUTION AND DELIVERY OF A CONTRACT BETWEEN THE CLAYTON COUNTY HOSPITAL AUTHORITY AND CLAYTON COUNTY, GEORGIA RELATING TO PAYMENTS BY CLAYTON COUNTY, GEORGIA FOR HOSPITALIZATION AND MEDICAL CARE FOR INDIGENT RESIDENTS, WHICH CONTRACT AND PAYMENTS WILL CONSTITUTE SECURITY FOR THE AUTHORITY'S REVENUE CERTIFICATES; TO AUTHORIZE THE CHAIRMAN TO EXECUTE THE AGREEMENT AND OTHERWISE PERFORM ALL ACTS NECESSARY TO ACCOMPLISH THE INTENT OF THE RESOLUTION; TO AUTHORIZE THE FINANCE DIRECTOR TO AMEND THE BUDGET WHERE NECESSARY TO REFLECT THE APPROPRIATIONS AND EXPENDITURES RELATING THERETO; TO PROVIDE AN EFFECTIVE DATE OF THIS RESOLUTION.

WHEREAS, pursuant to the Constitution and laws of the State of Georgia, the Clayton County Hospital Authority (the "Authority") has been duly created and established and the Authority has been and now is legally created, existing and operating in accordance with the laws of the State of Georgia; and

WHEREAS, the Authority owns certain hospital buildings and related facilities in Clayton County, Georgia, including Southern Regional Medical Center (the "Facilities"), which is operated by Southern Regional Health System, Inc., a Georgia nonprofit corporation ("SRHS"), pursuant to a Lease Agreement, dated as of July 10, 1991, as restated as of August 14, 1997 and amended

October 18, 2007 (the "Lease") between the Authority, as lessor, and SRHS, as lessee, for a term to expire October 18, 2047; and

WHEREAS, the Board of Commissioners of Clayton County, Georgia (the "County") and the Authority, based on the recommendations of SRHS, have determined that (i) the acquisition and construction of additional healthcare facilities and equipment and the renovation of existing healthcare facilities (collectively, the "Projects") and the refunding of certain obligations previously issued by the Authority for the benefit of SRHS will promote the public health needs of Clayton County or will provide health care more efficiently in Clayton County, (ii) the Authority does not have sufficient unallocated funds to pay for such acquisition, construction and renovation and refunding, and (iii) the most desirable means to raise the capital for such purposes will be the issuance by the Authority of its revenue anticipation certificates (the "Certificates") from time to time in one or more series; and

WHEREAS, in order to obtain net proceeds to the Authority of approximately \$95,000,000.00 to finance the costs of the Project, the Authority proposes to issue and sell the Certificates (Southern Regional Health System Project), Series 2008 (the "2008 Project Certificates"); and

WHEREAS, the Board of Commissioners of the County and the Authority have determined that, based on current interest rates and in order to achieve certain debt service savings, it may be desirable to refund all or any portion of (i) the Authority's outstanding Revenue Certificates, Series 1998A (the "Refunded 1998A Certificates") and (ii) the Authority's outstanding Revenue Anticipation Certificates, Series 1998B (the "Refunded 1998B Certificates" and, together with the Refunded 1998A Certificates, the "Refunded Certificates") by the issuance of refunding

revenue anticipation certificates (the "Refunding Certificates" and, together with the 2008 Project Certificates, the "Series 2008 Certificates"); and

WHEREAS, it is necessary that the County enter into the hereinafter described Contract with the Authority in order to provide payments to the Authority which among other things, will enable the Authority to pay the principal of and interest on the Series 2008 certificates and on the Authority's outstanding revenue certificates (other than the revenue certificates being refunded by the Refunding Certificates) as the same mature to the extent that the same is not otherwise available to the Trustee from other funds of the Authority; and

WHEREAS, the Contract provides that the manner of providing for payments towards the Certificates shall be provided in a supplement or amendment of the contract; and

WHEREAS, the Board of Commissioners deems it in the best interest of Clayton County, and the County will best be served by entering into a Contract with the Clayton County Hospital Authority for the stated purpose; and

WHEREAS, the Clayton County Hospital Authority by Resolution dated March 25, 2008, authorized and approved the Contract between the County and the Authority, (both attached hereto as Attachment I).

WHEREAS, the attached March 25, 2008 resolution of the Authority and Contract between the Authority and County provides for a term of up to 40 years; and

WHEREAS, the County has determined to agree to the Contract as proposed by the Authority, but only for a term of up to 20 years; and

WHEREAS, the County hereby approves and adopts the attached Contract proposed by the Authority in all respects except that the term shall be up to 20 years rather than the proposed 40 year term (the revised Contract attached as Attachment II); and

WHEREAS, the attached Contract (Attachment II) at a term of no greater than 20 years, shall be executed by the Chairman and returned to the Authority for its approval and adoption.

NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF COMMISSIONERS
OF CLAYTON COUNTY, GEORGIA AND IT IS HEREBY RESOLVED

Section 1. The Board of Commissioners hereby authorizes and approves the County to enter into the attached Contract as approved by the Authority on March 25, 2008 with the change of the term from 40 years to 20 years as provided above and as attached hereto as Attachment II, with the Clayton County Hospital Authority relating to payments by Clayton County, Georgia for hospitalization and medical care for indigent residents, which Contract and payment will constitute security for the Authority's Revenue Certificates. The Board of Commissioners hereby authorizes the Chairman to execute the Contract at Attachment II and otherwise perform all other acts necessary to accomplish the intent of this Resolution. Further, the Board of Commissioners hereby authorizes the Director of Finance to amend the budget where necessary to reflect the appropriations and expenditures relating thereto. The Contract shall be subject to such minor (non-substantive) changes, insertions or deletions as the Chairman of the Board of Commissioners may approve.

Section 2. This Resolution shall be effective on the date of its approval by the Board of Commissioners.

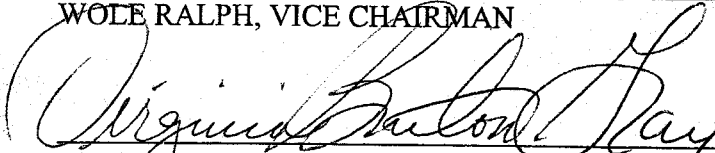
{SIGNATURES NEXT PAGE}

SO RESOLVED, this the 24th day of July, 2008.

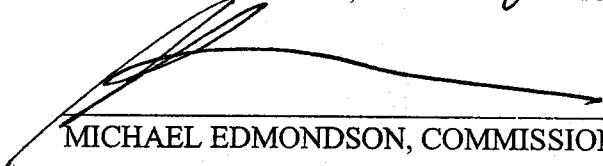
CLAYTON COUNTY BOARD OF COMMISSIONERS


ELDRIN BELL, CHAIRMAN

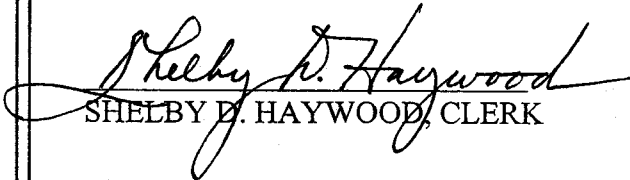
(Absent)
WOLE RALPH, VICE CHAIRMAN


VIRGINIA BURTON GRAY, COMMISSIONER


SONNA SINGLETON, COMMISSIONER


MICHAEL EDMONDSON, COMMISSIONER

ATTEST:


SHELBY D. HAYWOOD, CLERK