

RESOLUTION NO. _____

A RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF NASSAU COUNTY, FLORIDA, APPROVING THE EXECUTION OF AN INTERLOCAL AGREEMENT WITH THE CITY OF JACKSONVILLE, FLORIDA (THE "ISSUER"); APPROVING THE ISSUANCE BY THE ISSUER OF ITS HEALTH CARE FACILITIES REVENUE BONDS (BAPTIST HEALTH), SERIES 2022, IN ONE OR MORE SERIES, TAXABLE, TAX-EXEMPT OR A COMBINATION THEREOF, FROM TIME TO TIME, IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$200,000,000, TO FINANCE, REIMBURSE OR REFINANCE ALL OR A PORTION OF THE COSTS OF THE ACQUISITION, PLANNING, DEVELOPMENT, CONSTRUCTION, RENOVATION, IMPROVEMENT, EQUIPPING AND INSTALLATION OF CERTAIN HEALTH CARE FACILITIES LOCATED OR TO BE LOCATED IN NASSAU COUNTY, FLORIDA, AND OTHER HEALTH CARE FACILITIES LOCATED OUTSIDE NASSAU COUNTY, FLORIDA, OF WHICH NOT TO EXCEED \$30,000,000 WILL BE ISSUED FOR THE PURPOSE OF PROVIDING FUNDS TO MAKE ONE OR MORE LOANS TO SOUTHERN BAPTIST HOSPITAL OF FLORIDA, INC. (D/B/A BAPTIST MEDICAL CENTER JACKSONVILLE, BAPTIST MEDICAL CENTER SOUTH, BAPTIST MEDICAL CENTER CLAY AND WOLFSON CHILDREN'S HOSPITAL), A FLORIDA NOT FOR PROFIT CORPORATION, TO FINANCE, REIMBURSE OR REFINANCE ALL OR A PORTION OF THE COSTS OF THE ACQUISITION, PLANNING, DEVELOPMENT, CONSTRUCTION, RENOVATION, IMPROVEMENT, EQUIPPING AND INSTALLATION OF SUCH HEALTH CARE FACILITIES LOCATED OR TO BE LOCATED IN NASSAU COUNTY, FLORIDA; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, Southern Baptist Hospital of Florida, Inc. (d/b/a Baptist Medical Center Jacksonville, Baptist Medical Center South, Baptist Medical Center Clay and Wolfson Children's Hospital) (the "Borrower"), desires to finance, reimburse or refinance all or a portion of the costs of the acquisition, planning, development, construction, renovation, improvement, equipping and installation of certain health care facilities located or to be located in Nassau County, Florida ("Nassau County"), as more particularly described in Exhibit A hereto (the "Nassau County Project"), and to finance, reimburse or refinance all or a portion of the costs of the acquisition, planning, development, construction, renovation, improvement, equipping and installation of certain other health care facilities located or to be located outside Nassau County,

Florida, as more particularly described in Exhibit A hereto (the "Other Project" and together with the Nassau County Project, the "Project"); and

WHEREAS, the Borrower will recognize substantial cost savings by financing, refinancing or reimbursing all or a portion of the costs of the Project through a single plan of finance consisting of the issuance by the City of Jacksonville, Florida (the "Issuer"), of its Health Care Facilities Revenue Bonds (Baptist Health) (the "Bonds"), in one or more series, taxable, tax-exempt or a combination thereof, in an aggregate principal amount not to exceed \$200,000,000, to finance, refinance or reimburse all or a portion of the costs of the Project; and

WHEREAS, the Issuer has requested that the Board of County Commissioners (the "Board") consider and approve the Issuer's issuance of the Bonds, to the extent the interest on such Bonds is to be exempt from federal income taxation, in accordance with Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code"); and

WHEREAS, the Borrower has requested that the Board authorize the execution and delivery of an Interlocal Agreement to be entered into between Nassau County and the Issuer (the "Interlocal Agreement"), in substantially the form attached hereto as Exhibit B, to allow the issuance by the Issuer of the Bonds to pay a part of the costs of the Nassau County Project, the amount thereof not to exceed \$30,000,000; and

WHEREAS, the Issuer and Nassau County are willing to enter into the Interlocal Agreement as herein described in order to permit the Borrower to finance, refinance and reimburse all or a portion of the costs of the Nassau County Project with proceeds of the Bonds.

NOW, THEREFORE, BE IT RESOLVED by the Board that:

SECTION 1. AUTHORITY. This Resolution is adopted pursuant to the laws of the State of Florida, including Chapter 159, Part II, and Section 163.01, Florida Statutes, as amended, and other applicable provisions of law (collectively, the "Act").

SECTION 2. FINDINGS. The Board hereby finds, determines and declares as follows:

A. The Board is the elected legislative body of Nassau County, and Nassau County has jurisdiction over the area in which the Nassau County Project is located.

B. Notice of a public hearing to be held before the Board, inviting comments and discussions concerning the issuance of the Bonds by the Issuer to finance, refinance or reimburse all or a portion of the costs of the Nassau County Project, was published in the *News Leader*, a newspaper of general circulation in Nassau County at least seven days prior to such hearing date, a copy of the publisher's affidavit of proof of publication is attached hereto as Exhibit C and incorporated herein by reference.

C. Following such notice, a public hearing was held by the Board during which comments and discussions concerning the issuance of the Bonds by the Issuer to finance, refinance or reimburse all or a portion of the costs of the Nassau County Project were requested and allowed.

D. The Bonds and the interest thereon shall not constitute an indebtedness or pledge of the general credit or taxing power of Nassau County, the Issuer, the State of Florida or any political subdivision thereof but shall be payable solely from the revenues pledged therefor pursuant to a Loan Agreement entered into by and between the Issuer and the Borrower prior to or contemporaneously with the issuance of the Bonds.

SECTION 3. AUTHORIZATION OF INTERLOCAL AGREEMENT. The form of the Interlocal Agreement attached hereto as Exhibit B and incorporated by reference is hereby approved. The County Administrator (or other appropriate official designated by the Board) and the Clerk of Courts or Deputy Clerk are hereby authorized in the name and on behalf of Nassau County pursuant to this Resolution to execute and deliver the Interlocal Agreement on behalf of Nassau County in substantially the form attached to this Resolution, with such changes, insertions and deletions as the officers signing such document may approve, their execution thereof to be conclusive evidence of such approval. The officers executing the Interlocal Agreement are hereby further authorized to do all things which may be required or advisable with respect or in any way related thereto, including, but not limited to, recording the Interlocal Agreement with the Clerk of the Circuit Court in and for Nassau County, Florida. The County Manager (or other appropriate official designated by the Board) and Clerk of Courts or Deputy Clerk are hereby further authorized to take such further action and execute such further instruments as may be necessary or appropriate to fully effectuate the purpose and intention of this Resolution and the Interlocal Agreement.

SECTION 4. APPROVAL. Solely for the purposes of satisfying the provisions of Section 147(f) of the Code and other applicable provisions of law, the Board hereby approves the issuance of the Bonds by the Issuer in one or more series, taxable, tax-exempt or a combination thereof, in an aggregate principal amount not exceeding \$200,000,000, of which not to exceed \$30,000,000 will be issued for the purpose of providing funds to make one or more loans to the Borrower to finance, refinance or reimburse all or a portion of the costs of the Nassau County Project. The approval given herein shall not be construed as (i) an endorsement of the creditworthiness of the Borrower or the financial viability of the Project, (ii) a recommendation to any prospective purchaser to purchase the Bonds, (iii) an evaluation of the likelihood of the repayment of the debt service on the Bonds, or (iv) approval of any necessary rezoning applications or approval or acquiescence to the alteration of existing zoning or land use nor approval for any other regulatory permits relating to the Nassau County Project, and the Board shall not be construed by reason of its adoption of this Resolution to make any such endorsement, finding or recommendation to have waived any right of Nassau County or estopping Nassau County from asserting any rights or responsibilities it may have in such regard. Further, the approval by the Board of the issuance of the Bonds by the Issuer shall not be construed to obligate Nassau County to incur any liability, pecuniary or otherwise, in connection with either the issuance of the Bonds or the acquisition and construction of the Nassau County Project.

SECTION 5. EFFECTIVE DATE. This Resolution shall take effect immediately upon its passage.

[Remainder of Page Intentionally Left Blank]

PASSED AND ADOPTED this _____ day of _____, 2022.

BOARD OF COUNTY COMMISSIONERS
NASSAU COUNTY, FLORIDA

AARON C. BELL
Chairman, Board of County Commissioners

(SEAL)

ATTEST AS TO CHAIRMAN'S SIGNATURE:

JOHN A. CRAWFORD
Its: Ex-Officio Clerk

Approved as to form by the Nassau County
Attorney:

DENISE C. MAY

EXHIBIT A

PROJECT DESCRIPTIONS

Nassau County Project Description

The Nassau County Project consists of financing, reimbursing or refinancing all or a portion of the costs of the acquisition, planning, development, construction, renovation, improvement, equipping and installation of certain facilities, and other capital improvements and upgrades, at Baptist Medical Campus at Nassau Crossing, located at or about 76375 Harper Chapel Road, Yulee, Florida 32097, including without limitation (i) the acquisition, construction, planning, development, improvement and equipping of a new approximately 25,000 square foot outpatient free standing emergency room facility and other diagnostic and ambulatory services and (ii) other necessary and useful acquisitions, improvements, renovations, equipment purchases and other capital expenditures.

Other Project Description

The Other Project consists of financing, reimbursing or refinancing all or a portion of the costs of the acquisition, planning, development, construction, renovation, improvement, equipping and installation of certain facilities, and other capital improvements and upgrades, at:

(a) Baptist Medical Center Jacksonville, located at or about 800 Prudential Drive, Jacksonville, Florida 32207, 836 Prudential Drive, Jacksonville, Florida 32207, 841 Prudential Drive, Jacksonville, Florida 32207, 1325 San Marco Boulevard, Jacksonville, Florida 32207, 1235 San Marco Boulevard, Jacksonville, Florida 32207, 1650 Prudential Drive, Jacksonville, Florida 32207, 1660 Prudential Drive, Jacksonville, Florida 32207 and 3451 Beach Boulevard, Jacksonville, Florida 32207, including without limitation (i) the acquisition, construction, planning, development, renovation, improvement and equipping of a new approximately seven-story health care facility, including without limitation an approximately 75-bed Neonatal Intensive Care Unit and an approximately 26-bed Pediatric Intensive Care Unit, (ii) the acquisition, expansion, renovation, installation and equipping of labor and delivery facilities, laboratories, testing and procedure rooms, office space and common areas and (iii) other necessary and useful acquisitions, improvements, renovations, equipment purchases and other capital expenditures;

(b) Baptist Medical Center Beaches, located at or about 1350 13th Avenue South, Jacksonville Beach, Florida 32250, 1361 13th Avenue South, Jacksonville Beach, Florida 32250, 1370 13th Avenue South, Jacksonville Beach, Florida 32250, 1320 Roberts Drive, Jacksonville Beach, Florida 32250, 1375 Roberts Drive, Jacksonville Beach, Florida 32250 and 1127 South 16th Avenue, Jacksonville Beach, Florida 32250, including without limitation (i) the acquisition, expansion, renovation, installation and equipping of laboratories, testing and procedure rooms, pharmacies, office space and common areas and (ii) other necessary and useful acquisitions, improvements, renovations, equipment purchases and other capital expenditures;

(c) Baptist Medical Center South, located at or about 14550 Old St. Augustine Road, Jacksonville, Florida 32258, 14540 Old St. Augustine Road, Jacksonville, Florida 32258 and

14546 Old St. Augustine Road, Jacksonville, Florida 32258, including without limitation (i) the acquisition, construction, expansion, renovation, installation and equipping of facilities related to an inpatient bed expansion and (ii) other necessary and useful acquisitions, improvements, renovations, equipment purchases and other capital expenditures;

(d) Baptist Clay Medical Campus, located at or about 1771 Baptist Clay Drive, Fleming Island, Florida 32003 and 1747 Baptist Clay Drive, Fleming Island, Florida 32203, including without limitation (i) the acquisition, construction, planning, development, improvement and equipping of a new approximately 300,000 square foot inpatient hospital facility with approximately 100 beds and (ii) other necessary and useful acquisitions, improvements, renovations, equipment purchases and other capital expenditures; and

(e) Baptist Medical Campus at St. Augustine, located at or about 475 Prime Outlets Boulevard, St. Augustine, Florida 32084, including without limitation (i) the acquisition, construction, planning, development, improvement and equipping of a new approximately 25,000 square foot outpatient free standing emergency room facility and other diagnostic and ambulatory services and (ii) other necessary and useful acquisitions, improvements, renovations, equipment purchases and other capital expenditures..

EXHIBIT B
FORM OF INTERLOCAL AGREEMENT

[Attached]

EXHIBIT C

PUBLISHER'S AFFIDAVIT OF
PROOF OF PUBLICATION OF PUBLIC HEARING

[Attached]

NEWS-LEADER

Published Weekly

P.O. Box 16766 (904) 261-3696

Fernandina Beach, Nassau County, Florida 32035

STATE OF FLORIDA

COUNTY OF NASSAU:

Before the undersigned authority personally appeared
Foy R. Maloy, Jr.

Who on oath says that (s)he is the Publisher of the Fernandina Beach News-Leader, a weekly newspaper published at Fernandina Beach in Nassau County, Florida; that the attached copy of the advertisement, being a Legal Notice in the matter of

NOTICE OF PUBLIC HEARING

BOARD OF COUNTY COMMISSIONERS

Was published in said newspaper in the issue(s) of

04/27/2022

Ad # 700641

Affiant further says that the said News-Leader is a newspaper published at Fernandina Beach, in said Nassau County, Florida and that the said newspaper has heretofore been continuously published in said Nassau County, Florida, each week and has been entered as second class mail matter at the post office in Fernandina Beach in said Nassau County, Florida, for a period of one year preceding the first publication of the attached copy of advertisement; and Affiant further says that (s)he has neither paid nor promised any person, firm or corporation any discount, rebate, commission or refund for the purpose of securing this advertisement for publication in the said newspaper.

[Signature]

Sworn to and subscribed to before me

This 27th day of April, A.D. 2022

[Signature]

Angeline B. Mudd, Notary Public

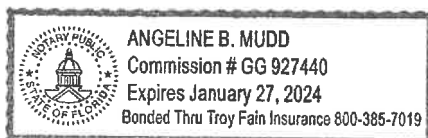
[Signature] Personally Known

NOTICE OF PUBLIC HEARING

The Board of County Commissioners (the Board) of Nassau County, Florida (the County) will hold a public hearing pursuant to Section 147(f) of the Internal Revenue Code of 1986, as amended (the Code), on Monday, May 23, 2022, at 6:00 p.m. local time, or as soon thereafter as can be heard, in the Commission Chambers located within the James S. Page Governmental Complex at 96135 Nassau Place, Yulee, Florida.

The public hearing will be held for the purpose of considering a resolution approving, among other things, the proposed issuance by the City of Jacksonville, Florida (the Issuer) of its City of Jacksonville, Florida Health Care Facilities Revenue Bonds (Baptist Health), Series 2022, in an aggregate principal amount not to exceed \$200,000,000, in one or more series, taxable, tax-exempt or a combination thereof, from time to time (the Bonds), for the purpose of providing funds to be loaned by the Issuer to Southern Baptist Hospital of Florida, Inc., d/b/a Baptist Medical Center South, Baptist Medical Center Jacksonville, Baptist Medical Center Clay and Wolfson Children's Hospital, a Florida not for profit corporation (the Borrower), for the purposes of financing, refinancing or reimbursing all or a portion of (a) the costs of certain capital expenditures at the health care facilities of the Borrower and its affiliates and related parties, including without limitation the acquisition, planning, development, construction, renovation, improvement, equipping and installation of certain facilities, and other capital improvements and upgrades, at (i) Baptist Medical Center Jacksonville, located at or about 800 Prudential Drive, Jacksonville, Florida 32207, 836 Prudential Drive, Jacksonville, Florida 32207, 841 Prudential Drive, Jacksonville, Florida 32207, 1325 San Marco Boulevard, Jacksonville, Florida 32207, 1235 San Marco Boulevard, Jacksonville, Florida 32207, 1650 Prudential Drive, Jacksonville, Florida 32207, 1660 Prudential Drive, Jacksonville, Florida 32207 and 3451 Beach Boulevard, Jacksonville, Florida 32207, including without limitation (A) the acquisition, construction, planning, develop-

ment, renovation, improvement and equipping of a new approximately seven-story health care facility, including without limitation an approximately 75-bed Neonatal Intensive Care Unit and an approximately 26-bed Pediatric Intensive Care Unit, (B) the acquisition, expansion, renovation, installation and equipping of labor and delivery facilities, laboratories, testing and procedure rooms, office space and common areas and (C) other necessary and useful acquisitions, improvements, renovations, equipment purchases and other capital expenditures; (ii) Baptist Medical Center Beaches, located at or about 1350 13th Avenue South, Jacksonville Beach, Florida 32250, 1361 13th Avenue South, Jacksonville Beach, Florida 32250, 1370 13th Avenue South, Jacksonville Beach, Florida 32250, 1320 Roberts Drive, Jacksonville Beach, Florida 32250, 1375 Roberts Drive, Jacksonville Beach, Florida 32250 and 1127 South 16th Avenue, Jacksonville Beach, Florida 32250, including without limitation (A) the acquisition, expansion, renovation, installation and equipping of laboratories, testing and procedure rooms, pharmacies, office space and common areas and (B) other necessary and useful acquisitions, improvements, renovations, equipment purchases and other capital expenditures; (iii) Baptist Medical Center South, located at or about 14550 Old St. Augustine Road, Jacksonville, Florida 32258, 14540 Old St. Augustine Road, Jacksonville, Florida 32258 and 14546 Old St. Augustine Road, Jacksonville, Florida 32258, including without limitation (A) the acquisition, construction, expansion, renovation, installation and equipping of facilities related to an inpatient bed expansion and (B) other necessary and useful acquisitions, improvements, renovations, equipment purchases and other capital expenditures; (iv) Baptist Clay Medical Campus, located at or about 1771 Baptist Clay Drive, Fleming Island, Florida 32003 and 1747 Baptist Clay Drive, Fleming Island, Florida 32203, including without limitation (A) the acquisition, construction, planning, development, improvement and equipping of a new approximately 300,000 square foot inpatient hospital facility with ap-



NEWS-LEADER
Published Weekly
P.O. Box 16766 (904) 261-3696
Fernandina Beach, Nassau County, Florida 32035

STATE OF FLORIDA
COUNTY OF NASSAU:

Before the undersigned authority personally appeared
Foy R. Maloy, Jr.

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NOTICE OF PUBLIC HEARING
BOARD OF COUNTY COMMISSIONERS



Was published in said newspaper in the issue(s) of

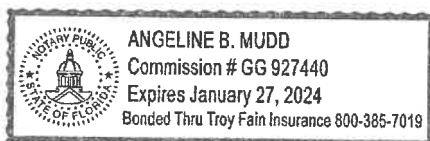
04/27/2022
Ad # 700641

Affiant further says that the said News-Leader is a newspaper published at Fernandina Beach, in said Nassau County, Florida and that the said newspaper has heretofore been continuously published in said Nassau County, Florida, each week and has been entered as second class mail matter at the post office in Fernandina Beach in said Nassau County, Florida, for a period of one year preceding the first publication of the attached copy of advertisement; and Affiant further says that (s)he has neither paid nor promised any person, firm or corporation any discount, rebate, commission or refund for the purpose of securing this advertisement for publication in the said newspaper.



Sworn to and subscribed to before me
This 27th day of April, A.D. 2022


Angeline B. Mudd, Notary Public
 Personally Known



proximately 100 beds and (B) other necessary and useful acquisitions, improvements, renovations, equipment purchases and other capital expenditures; (v) Baptist Medical Campus at Nassau Crossing located at or about 76375 Harper Chapel Road, Yulee, Florida 32097, including without limitation (A) the acquisition, construction, planning, development, improvement and equipping of a new approximately 25,000 square foot outpatient free standing emergency room facility and other diagnostic and ambulatory services and (B) other necessary and useful acquisitions, improvements, renovations, equipment purchases and other capital expenditures; and (vi) Baptist Medical Campus at St. Augustine located at or about 475 Prime Outlets Boulevard, St. Augustine, Florida 32084, including without limitation (A) the acquisition, construction, planning, development, improvement and equipping of a new approximately 25,000 square foot outpatient free standing emergency room facility and other diagnostic and ambulatory services and (B) other necessary and useful acquisitions, improvements, renovations, equipment purchases and other capital expenditures; (b) capitalized interest on the Bonds; and (c) costs of issuing the Bonds (collectively, the Project). The Project is and will be owned and operated by the Borrower and/or one or more of its affiliates and related parties. Neither the County nor the Issuer will be obligated to pay the Bonds or have any obligation or liability pecuniary or otherwise with respect to the Bonds or the Project. Neither the County nor the Issuer will be obligated to pay the Bonds except from the proceeds derived from the repayment of the related loan or loans to the Borrower or from the security pledged therefor by the Borrower and/or one or more of its affiliates and related parties, and neither the faith and credit of the County or the Issuer, nor the taxing power of the Issuer, of the County or of the State, or of any political subdivision thereof, will be pledged to the payment of the principal of, premium, if any, or the interest on the Bonds. The public hearing is required by Section 147(f) of the Code.

Any person interested in the proposed issuance of the Bonds or the location or nature of the Project may appear and be heard. Subsequent to the public hearing, the Board will consider whether to approve the Bonds, as required by Section 147(f) of the Code. The public hearing will be conducted in a manner that provides a reasonable opportunity to be heard for persons with differing views to express such views, both orally and in writing, on the nature of the Project and the issuance of the Bonds by the Issuer. Any person desiring to be heard on this matter is requested to attend the public hearing or send a representative. Pursuant to Section 286.0105, Florida Statutes, a person deciding to appeal any decision made by the Board with respect to any matter considered at the meeting or at any subsequent meeting at which the Board has continued its deliberations is advised that such person will need a record of all proceedings and may need to ensure that a verbatim record of all proceedings is made, which must include the testimony and evidence upon which the appeal is to be based. A copy of the proposed resolution may be inspected by members of the public at the County Managers Office located at 96135 Nassau Place, Yulee, Florida, between the hours of 8:30 a.m. and 4:30 p.m., Monday through Friday, with the exception of legal holidays. In accordance with the Americans With Disabilities Act, any person needing a special accommodation to participate in this matter should contact County Managers Office by mail at 96135 Nassau Place, Suite 1, Yulee, Florida 32097, or by telephone at number (904) 530-6010, no later than three (3) days prior to the hearing or proceeding for which this notice has been given. Hearing impaired persons can access the foregoing telephone number by contacting the Florida Relay Service at 1-800-955-8770 (Voice), or 1-800-955-8771 (TDD). Dated: April 27, 2022
BOARD OF COUNTY COMMISSIONERS OF NASSAU COUNTY, FLORIDA
FNL 1T 04-27-2022
#700641