

RESOLUTION 2020-01

A RESOLUTION OF THE ALACHUA COUNTY HEALTH FACILITIES AUTHORITY (THE "AUTHORITY") APPROVING THE ISSUANCE OF BONDS ON BEHALF OF SHANDS TEACHING HOSPITAL AND CLINICS, INC. A FLORIDA NOT FOR PROFIT CORPORATION (THE "BORROWER") BY PROVIDING FOR THE ISSUANCE OF ITS NOT TO EXCEED \$200,000,000 HEALTH FACILITIES REVENUE BONDS, SERIES 2020 (SHANDS TEACHING HOSPITAL AND CLINICS, INC. AT THE UNIVERSITY OF FLORIDA) (THE "BONDS") TO BE ISSUED IN ONE OR MORE TAX EXEMPT OR TAXABLE SERIES FOR THE PURPOSE OF REFUNDING ALL OR A PORTION OF CERTAIN OUTSTANDING BONDS AS DEFINED AND IDENTIFIED HEREIN; PROCEEDS OF THE BONDS ARE ALSO TO BE USED FOR FUNDING ANY NECESSARY RESERVES, AND PAYING ALL OR A PORTION OF THE COSTS ASSOCIATED WITH THE ISSUANCE OF THE BONDS; AUTHORIZING A DELEGATED NEGOTIATED SALE OF THE BONDS; PROVIDING FOR CERTAIN TERMS AND DETAILS OF SUCH BONDS; APPROVING THE USE OF A PRELIMINARY OFFICIAL STATEMENT AND AN OFFICIAL STATEMENT IN CONNECTION WITH THE SALE OF THE BONDS; AUTHORIZING THE EXECUTION AND DELIVERY OF A MEMORANDUM OF AGREEMENT BETWEEN THE AUTHORITY AND THE BORROWER; AUTHORIZING THE EXECUTION AND DELIVERY OF A TRUST INDENTURE TO SECURE THE BONDS; AUTHORIZING THE EXECUTION AND DELIVERY OF A LOAN AGREEMENT BETWEEN THE AUTHORITY AND THE BORROWER; AUTHORIZING THE EXECUTION AND DELIVERY OF A BOND PURCHASE CONTRACT; AUTHORIZING THE EXECUTION AND DELIVERY OF INTERLOCAL AGREEMENTS; AUTHORIZING THE USE OF AN ESCROW DEPOSIT AGREEMENT, IF NEEDED; APPOINTING U.S. BANK NATIONAL ASSOCIATION AS TRUSTEE, BOND REGISTRAR, PAYING AGENT FOR THE BONDS; MAKING CERTAIN COVENANTS, AGREEMENTS AND FINDINGS IN CONNECTION WITH THE ISSUANCE OF THE BONDS; PROVIDING FOR OTHER MATTERS AND GENERAL AUTHORIZATIONS IN CONNECTION WITH THE

FOREGOING; PROVIDING A SEVERABILITY CLAUSE, A
REPEALING CLAUSE AND EFFECTIVE DATE.

WHEREAS, Shands Teaching Hospital and Clinics, Inc., a Florida not-for-profit corporation (the "Borrower"), has requested the Alachua County Health Facilities Authority (the "Authority"), issue its not to exceed \$200,000,000 Health Facilities Revenue Bonds, (Shands Teaching Hospital and Clinics, Inc. at the University of Florida), issued in one or more series (the "Bonds") for the principal purpose of (i) refinancing assets previously financed with proceeds of: (a) the City of Leesburg, Florida Hospital Revenue Refunding Bonds (Central Florida Health Alliance Projects), Series 2011, currently outstanding in the approximate aggregate principal amount of \$55,420,000 (the "2011 Bonds"), (b) the Sumter County Industrial Development Authority Hospital Revenue Bonds (Central Florida Health Alliance Projects), Series 2014A currently outstanding in the approximate aggregate principal amount of \$45,615,000 (the "2014A Bonds"), (c) the Sumter County Industrial Development Authority Hospital Revenue Bonds (Central Florida Health Alliance Projects), Series 2014B currently outstanding in the approximate aggregate principal amount of \$30,265,000 (the "2014B Bonds"), and (d) the City of Leesburg, Florida Hospital Revenue Refunding Bonds (Central Florida Health Projects), Series 2017 currently outstanding in the approximate aggregate principal amount of \$28,985,000 (the "2017 Bonds" and, together with the 2011 Bonds, the 2014A Bonds and the 2014B Bonds, the "Refunded Bonds"); (ii) funding any necessary reserves; and (iii) paying costs and expenses associated with the issuance of the Bonds and the refunding of the Refunded Bonds; and

WHEREAS, the Refunded Bonds were issued as "qualified 501(c)(3) bonds" for the primary purpose of financing or refinancing (i) capital improvements to the healthcare facilities owned by Leesburg Regional Medical Center, Inc. ("LRMC") located on the main campus of the Leesburg Regional Medical Center at 600 East Dixie Avenue, Leesburg, Florida (the "LRMC Main Campus") and (ii) capital improvements for the Villages Regional Hospital and improvements thereto owned by The Villages Tri-County Medical Center, Inc. ("TVRH") and located at 1451 El Camino Real, The Villages, Sumter County, Florida (the "TVRH Main Campus"); and

WHEREAS, a portion of the proceeds of the Bonds will be allocated to the refinancing of healthcare facilities located on the LRMC Main Campus owned by LRMC, and a portion of the proceeds of the Bonds will be allocated to the refinancing of healthcare facilities located on the TVRH Main Campus owned by TVRH; and

WHEREAS, the refinancing of the healthcare facilities located on the LRMC Main Campus and the TVRH Main Campus (the "Refinanced Projects") is being undertaken in connection with Shands Teaching Hospital and Clinics, Inc. ("Shands") becoming the sole corporate member of Central Florida Health, Inc. ("CFH"), and CFH is the sole corporate member of both LRMC and TVRH; and

WHEREAS, the Borrower has requested that the Authority loan the proceeds of the Bonds to the Borrower pursuant to Chapter 154, Part III, Florida Statutes, and such other provision or

provisions of Florida law as the Authority may determine advisable (the "Act") in order to accomplish the foregoing; and

WHEREAS, the refunding of the Refunded Bonds is authorized pursuant to Section 154.235 of the Act; and

WHEREAS, the facilities being refinanced through the issuance of the Bonds on the LRMC Main Campus and the TVRH Main Campus are located in Sumter County, Florida and in the City of Leesburg, Florida (the "Other Locations") and the Authority has extraterritorial powers pursuant to Section 154.247 of the Act to issue the Bonds to refinance the Refinanced Projects in the Other Locations; and

WHEREAS, the Authority herein approves the forms of certain interlocal agreements to be entered in to with Sumter County, Florida and with the City of Leesburg, Florida with regard the use of the proceeds of the Bonds to refinance the Refinanced Projects in the Other Locations; and

WHEREAS, the resolution granting the approval of and the final authority for the issuance of the proposed Bonds has not yet been adopted by the Board of County Commissioners of Alachua County, Florida (the "Board"); and

WHEREAS, the issuance of the Bonds under the Act in one or more series not exceeding an aggregate principal amount of \$200,000,000 and the loaning of the proceeds thereof to refinance the Refunded Bonds under the Trust Indenture (as hereinafter defined) for the primary purpose of providing funds to refund the Refunded Bonds, all as provided herein and in the Loan Agreement (as hereinafter defined), will provide the payments thereunder be at least sufficient to pay the principal of and interest and redemption premium, if any, on such Bonds and such other costs in connection therewith as may be incurred by the Authority, and contain such provisions as are necessary or convenient to effectuate the purpose of the Act ; and

WHEREAS, in order to satisfy certain requirements of Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code"), the Authority held a public hearing on the date hereof, which date is at least seven (7) days following the first publication or posting of notice of such public hearing in a newspaper of general circulation in Alachua County, Florida (the "County") (a true and correct copy of the affidavit of publication of such notice is attached hereto as Exhibit A); which public hearing was conducted in a manner that provided a reasonable opportunity for persons with differing views to be heard, both orally and in writing, on the issuance of such Bonds and the refunding of the Refunded Bonds; was held in a location which, under the facts and circumstances, was convenient for the residents of the County, of the City of Leesburg, Florida and Sumter County, Florida; such notice was reasonably designed to inform such residents of the proposed issue and was also posted on the websites for the City of Leesburg, Florida and Sumter County, Florida; stated that the Authority would be the issuer of the Bonds;

stated the time and place for the hearing; generally contained the information required by Section 147(f) of the Code and applicable regulations thereunder; and such seven (7) days was adequate for notice to be brought to the attention of all interested persons and provided sufficient time for interested persons to prepare for and express their views at such hearing; and

WHEREAS, the Borrower has agreed to execute and deliver to the Authority a Memorandum of Agreement relating to the issuance of the Bonds, in the form attached hereto as Exhibit B (the "Memorandum of Agreement"); and

WHEREAS, it is intended that this Resolution shall constitute additional official action toward the issuance of the Bonds within the meaning of the applicable United States Treasury Regulations and, specifically, to satisfy the requirements of Treasury Regulations Section 1.150-2 and to be a declaration of additional official intent under such Section in addition and as a supplement to other actions previously undertaken by the Borrower; and

IT IS, THEREFORE, DETERMINED AND RESOLVED BY THE ALACHUA COUNTY HEALTH FACILITIES AUTHORITY, THAT:

SECTION 1. AUTHORITY FOR THIS RESOLUTION. This resolution, hereinafter called the "Resolution," is adopted pursuant to the provisions of the Act and other applicable provisions of law.

SECTION 2. INTENT OF APPROVAL. This Resolution is entered into to permit the Borrower to continue to proceed with its financial planning, to provide additional limited expressions of intention by the Authority prior to the issuance of the Bonds, to issue and sell the Bonds and make the proceeds thereof available to undertake the refunding of the Refunded Bonds, all in accordance with and subject to the provisions of the Constitution and other laws of the State of Florida, including the Act and this Resolution, but subject in all respects to the terms of the Memorandum of Agreement.

SECTION 3. APPROVAL OF REFUNDING OF THE REFUNDED BONDS. The refunding of all or any portion of the Refunded Bonds as described herein and in the notice of public hearing attached hereto as Exhibit A, and the refinancing thereof by the Authority through the issuance of the Bonds, pursuant to the Act and, based solely on the previous representations of the Borrower in writing and otherwise on the date hereof, will promote the economic development, health and welfare of the citizens of the County, will provide the residents of the County with jobs, will promote the health of its citizens and the general economic welfare of the County, will thereby serve the public purposes of the Act and is hereby preliminarily approved, subject, however, in all respects to the Borrower meeting the conditions set forth in the Memorandum of Agreement to the sole satisfaction of the Authority. The proceeds of the Bonds may also be used to fund any necessary reserves and to pay costs associated with the issuance of the Bonds.

SECTION 4. AUTHORIZATION OF THE BOND AND THE REFUNDING. (a) The Authority hereby authorizes the issuance of: (i) health facilities revenue bonds to be designated "Alachua County Health Facilities Authority Health Facilities Revenue Bonds, Series 2020 (Shands Teaching Hospital and Clinics, Inc. at the University of Florida Project)" in one or more tax exempt or taxable series in the aggregate principal amount of not exceeding \$200,000,000 for the principal purpose of: (i) refunding all or a portion of the Refunded Bonds; (ii) funding any necessary reserves; and (iii) paying costs and expenses associated with the issuance of the Bonds and the refunding of the Refunded Bonds.

(b) The Bonds are being issued as part of a plan of finance with respect to the health facilities which have been acquired by the Borrower pursuant to the corporate acquisition. The Bonds may be issued in one or more series of fixed and variable rate Bonds, dated their date or dates of issuance (or such other date as shall be deemed appropriate by the Original Purchasers (hereinafter defined) at the time of sale of the Bonds), shall have such terms and shall bear interest at a fixed rate or rates, variable rates or auction rate or rates not exceeding the maximum rate permitted by law; shall be payable in such manner and on such dates; shall mature in such installments and amounts and in such periods as determined pursuant to Section 5 hereof; shall be subject to redemption prior to maturity; shall be payable in such place or places and may be issued in certificated form or book-entry only form, all as provided pursuant to the terms hereof, of the Purchase Contract (as defined in Section 9 hereof) and the Trust Indenture (as defined in Section 7 hereof).

(c) The Bonds shall be payable at the designated corporate trust office of U.S. Bank National Association (the "Trustee") under and pursuant to the terms of the Trust Indenture. The Trustee shall initially act as the trustee, bond registrar, and paying agent under the Trust Indenture unless and until a successor is appointed the manner provided in the Trust Indenture.

(d) Any Bonds issued after calendar year 2020 shall be subject to further approval by the Authority (prior to any issuance after December 31, 2020).

SECTION 5. DELEGATED NEGOTIATED SALE OF THE BONDS. The Authority hereby finds and determines that the sale of the Bonds to the Original Purchasers on the basis of a negotiated sale, rather than public sale by competitive bid, pursuant to the terms and provisions of a Bond Purchase Contract to be approved in accordance with this Section 5 and Section 9 hereof (the "Purchase Contract"), is in the best interest of the Authority and the Borrower for the following reasons:

(i) Bonds issued by public bodies for the benefit of not for profit hospital corporations ("Hospital Bonds") generally involve specialized situations and transitions which need detailed analysis, structuring and explanation throughout the course of the issue by sophisticated financial advisors, underwriters, investment bankers and similar parties, such as Bank of America

Securities and any other underwriters named in the Purchase Contract or any other financial institutions who may purchase one or more of any series of the Bonds, (collectively, the "Original Purchasers"), experienced in the structuring of issues of Hospital Bonds (hereinafter referred to collectively as "Healthcare Underwriters" and individually as a "Healthcare Underwriter"), much of which would not generally be available on a timely basis from the underwriter of Hospital Bonds issued pursuant to a public competitive sale.

(ii) Hospital Bonds issues generally involve a detailed and often complicated explanation to potential investors of the structure of the issue, the nature of the underlying hospital obligations and the impact upon each of the foregoing of Federal and State healthcare regulations, including the Affordable Care Act and Medicare and Medicaid practices and procedures. The assistance of a Healthcare Underwriter in preparing necessary offering memoranda, official statements and related information is desirable from the standpoint of the public body issuing the Hospital Bonds in ensuring full and accurate disclosure of all relevant information.

(iii) Finally, the market for Hospital Bonds is currently volatile, making the presence of the Original Purchasers, who have participated throughout in structuring the issuance of the Bonds, desirable in attempting to obtain the most attractive financing for the Authority and the Borrower.

A delegated negotiated sale of the Bonds to an Original Purchaser for any series of the Bonds issued pursuant to a public offering in accordance with the terms hereof and the Purchase Contract is hereby in all respects authorized subject to an offer being tendered to the Authority and the Borrower by such Original Purchaser within the following parameters: (a) the final maturity of the Bonds shall not be later than December 1, 2060; a true interest cost not in excess of 6% (with respect to any fixed interest rate series of the Bonds); and the optional redemption of the Bond on a date not later than 10 years from their date of issuance at a redemption price not greater than 100% of the par amount so redeemed; (b) in accordance with Section 218.385, Florida Statutes, the Original Purchasers must submit to the Authority a disclosure statement or statements and truth-in-bonding statement or statements setting forth the information required by Section 218.385, Florida Statutes, said statements to be attached to the Purchase Contract and incorporated herein by reference; and (c) delivery by the Borrower to the Authority and the Trustee of evidence that the Bonds are rated in one of the three highest rating categories (without regard to graduation) by a nationally recognized rating agency.

SECTION 6. APPOINTMENT OF TRUSTEE; PAYMENT OF THE BONDS. The Bonds shall be payable as to principal and interest in lawful money of the United States of America at the designated corporate trust office of U.S. Bank National Association, as Trustee under the Trust Indenture to be dated as of the first day of the month in which the Bonds are

issued thereunder, between the Authority and the Trustee, and to be executed and delivered pursuant to Section 7 hereof.

SECTION 7. AUTHORIZATION OF EXECUTION AND DELIVERY OF THE TRUST INDENTURE. In order to provide for the security of the Bonds and to express the contract between the Authority and the holders of the Bonds, there shall be executed on behalf of the Authority with the Trustee a Trust Indenture. The Trust Indenture for the Bonds (the "Trust Indenture"), shall be dated as of the first day of the month in which the Bonds are issued and shall be substantially in the form attached hereto as Exhibit B, which such changes, corrections, insertions and deletions as may be approved by the Chairman or Vice Chairman of the Authority, such approval to be evidenced conclusively by their execution thereof, is hereby approved and authorized; provided, that prior to the execution thereof there shall be incorporated therein terms and provisions of the Bonds conforming to the terms and provisions set forth in the Purchase Contract delivered pursuant to Section 5 and Section 9 hereof. The Chairman or Vice-Chairman of the Authority is hereby authorized to date and execute and the Secretary or Assistant Secretary of the Authority is hereby authorized to attest, under the official seal of the Authority, the Trust Indenture for the Bonds, and to deliver such Trust Indenture to the Trustee, when finalized. All of the provisions of such Trust Indenture, when executed and delivered by the Trustee, shall be deemed to be a part hereof as fully and to the same extent as if set forth verbatim herein and therein.

SECTION 8. AUTHORIZATION OF EXECUTION AND DELIVERY OF THE LOAN AGREEMENT. In order to provide for the loan of the proceeds of the Bonds to the Borrower, for the refunding of the Refunded Bonds, and the obligation of the Borrower to pay the principal of, premium, if any, and interest on the Bonds as the same becomes due and payable, the Authority shall enter into a Loan Agreement (the "Loan Agreement") with the Borrower. The Loan Agreement shall be dated as of the first day of the month in which the Bonds are issued and shall be substantially in the form attached hereto as Exhibit C, with such changes, corrections, insertions, and deletions necessary to reflect the final terms and provisions of the Bonds as may be approved by the Chairman or Vice-Chairman of the Authority, such approval to be evidenced conclusively by their execution thereof, is hereby approved and authorized. The Chairman or Vice-Chairman of the Authority is hereby authorized to date and execute and the Secretary and Assistant Secretary of the Authority is hereby authorized to attest, under the official seal of the Authority, such Loan Agreement for the Bonds, and to deliver such Loan Agreement, when finalized. All of the provisions of such Loan Agreement, when executed and delivered by the Authority as authorized herein, and by the Borrower, shall be deemed to be a part hereof as fully and to the same extent as if set forth verbatim herein and therein.

SECTION 9. AUTHORIZATION OF EXECUTION AND DELIVERY OF THE BOND PURCHASE CONTRACT. In order to provide for the sale of the Bonds to the Original Purchasers, the Authority shall enter into a Bond Purchase Contract (the "Purchase Contract")

with the Original Purchasers. The Purchase Contract shall be substantially in the form attached hereto as Exhibit D, with such changes, corrections, insertions, and deletions to reflect the final terms and provisions of the Bonds as may be approved by the Chairman or Vice-Chairman of the Authority, such approval to be evidenced conclusively by their execution thereof, is hereby approved and authorized. Subject to the provisions of Section 5 hereof, the Chairman or Vice-Chairman of the Authority is hereby authorized to date and execute and the Secretary or Assistant Secretary of the Authority is hereby authorized to attest, under the official seal of the Authority, such Purchase Contract for the Bonds and to deliver such Purchase Contract to the Original Purchasers, when finalized. It is hereby acknowledged that the approvals granted in this Resolution in connection with the issuance of the Bonds are being given as part of a plan of finance and that the Bonds may be issued in one or more series on different dates and bearing interest at different rates as determined by the Borrower and the Authority in accordance with the terms of this Resolution which may result in the need for a separate Purchase Contract to be delivered at the time of sale of each such series. All of the provisions of the Purchase Contract, when executed and delivered by the Authority as authorized herein, and by the Borrower shall be deemed to be a part hereof as fully and to the same extent as if set forth verbatim herein and therein.

SECTION 10. AUTHORIZATION OF EXECUTION AND DELIVERY OF THE INTERLOCAL AGREEMENTS. In order to provide for the issuance of the Bonds, interlocal agreements between City of Leesburg, Florida and the Authority and Sumter County, Florida and the Authority (collectively, the "Interlocal Agreements") shall be approved by the City of Leesburg, Florida, Sumter County, Florida and the Authority. The Interlocal Agreements shall be filed in the proper records and the City Commission of the City of Leesburg and the Board of County Commissioners of Sumter County, Florida shall approve the issuance of the Bonds pursuant to a resolution prior to the issuance of the Bonds. The Chairman or Vice-Chairman of the Authority is hereby authorized to date and execute and the Secretary or Assistant Secretary of the Authority is hereby authorized to attest, under the official seal of the Authority the Interlocal Agreements in the form attached hereto as Exhibit F.

SECTION 11. OFFICIAL STATEMENT. The information in the Official Statement relating to the Authority, which is authorized to be substantially in the form of the Preliminary Official Statement (the "Preliminary Official Statement") attached hereto as Exhibit E, with any changes, insertions and amendments which are necessary to reflect the terms of the Bonds set forth herein and in the Trust Indenture for the Bonds, is hereby approved as to form, terms and substance. The information concerning the Authority contained therein is hereby authorized to be used in connection with the sale of the Bonds. Although the Authority consents to and approves the Official Statement, the Authority has not participated in its preparation and makes no representations as to its accuracy or completeness other than in respect to any information contained therein related to the Authority under the caption "THE ISSUER" or "LITIGATION – the Issuer". The Chairman or Vice-Chairman of the Authority are hereby authorized to deem the information concerning the Authority in the Preliminary Official Statement "final" within the

meaning of Rule 15c2-12 promulgated under the Securities Exchange Act of 1934 (the "Rule") in the form as mailed. Execution of a certificate by the Chairman or Vice-Chairman of the Authority, deeming the information concerning the Authority in the Preliminary Official Statement "final" as described above shall be conclusive evidence of the approval of any insertions, changes, or modifications.

SECTION 12. AUTHORIZATION OF DELIVERY OF THE ESCROW DEPOSIT AGREEMENT. In connection with the refunding of the Refunded Bonds, an Escrow Deposit Agreement (the "Escrow Deposit Agreement") may be entered into by the Borrower, CFH and Bank of New York as escrow agent, and therefore the use of an Escrow Deposit Agreement for the refunding is hereby approved.

SECTION 13. EXECUTION AND DELIVERY OF MEMORANDUM OF AGREEMENT. The Chairman or the Vice-Chairman and the Secretary or the Assistant Secretary are hereby authorized and directed to execute, for and on behalf of the Authority, the Memorandum of Agreement in the form attached hereto as Exhibit G between the Authority and the Borrower providing understandings relative to the proposed issuance of the Bonds by the Authority to refund the Refunded Bonds in an initial aggregate principal amount not to exceed \$200,000,000.

SECTION 14. BONDS ARE LIMITED AND SPECIAL OBLIGATIONS. The Bonds shall not be deemed to constitute a debt, liability or obligation of the County, the City of Leesburg, Florida, Sumter County, Florida or of the State or of any political subdivision or agency thereof, or a pledge of the faith and credit of the Authority, the County, the City of Leesburg, Florida, Sumter County, Florida or of the State or of any political subdivision or agency thereof, but the Bonds shall be payable solely from the revenues provided therefor and the Authority will not be obligated to pay the Bonds or the interest thereon except from the revenues and proceeds pledged therefor. The Authority has no taxing power.

SECTION 15. RECOMMENDATION FOR APPROVAL TO THE BOARD. The Authority hereby recommends the issuance of the Bonds in the aggregate principal amount of not to exceed \$200,000,000, for the primary purpose of refunding the Refunded Bonds for approval to the Board. The Authority hereby directs the Chairman or Vice-Chairman and Counsel to the Authority, either alone or jointly, at the expense of the Borrower, to cooperate with Bryant Miller Olive P.A., as Bond Counsel in seeking approval from the Board for the issuance of the Bonds for the purposes described herein by the Board as the applicable elected representatives of the County under and pursuant to the Act and Section 147(f) of the Code.

SECTION 16. APPOINTMENT OF BOND COUNSEL. The Firm of Bryant Miller Olive P.A., Tampa, Florida, is hereby approved and appointed by the Authority to act as Bond Counsel to the Borrower in connection with the issuance by the Authority of the Bonds.

SECTION 17. GENERAL AUTHORIZATION. The several members, officials, attorneys or other employees or agents of the Authority are hereby authorized and directed to do all the acts and things required of them by the provision of this Resolution, the Bonds, the Loan Agreement, the Trust Indenture, the Purchase Contract, Memorandum of Agreement, and the Interlocal Agreements to the end that full and complete performance of all the terms, covenants, and agreements of the Bonds and the Trust Indenture, shall effected. In furtherance of this directive, the officers, employees and agents of the Authority are hereby authorized and directed to execute such documents, notices, tax returns, redemption notices, instruments and contracts, whether or not expressly contemplated hereby, and to do all acts and things required by the provisions of this Resolution and by the provisions of the Bonds, the Trust Indenture, the Loan Agreement and the Purchase Contract authorized herein, as may be necessary for the full, punctual and complete performance of all the terms, covenants, provisions and agreements herein and therein contained, or as otherwise may be necessary or desirable to effectuate the purpose and intent of this Resolution.

SECTION 18. NO PERSONAL LIABILITY. No representation, statement, covenant, warranty, stipulation, obligation or agreement herein contained, or contained in the Bonds, the Loan Agreement, the Trust Indenture, the Purchase Contract, the Memorandum of Agreement and the Interlocal Agreements or any certificate or other instrument to be executed on behalf of the Authority in connection with the issuance of the Bonds, shall be deemed to be a representation, statement, covenant, warranty, stipulation, obligation or agreement of any commissioner, officer, member, employee, or agent of the Authority or the County in his or her individual capacity, and none of the foregoing persons nor any officer of the Authority executing the Bonds, the Loan Agreement, the Trust Indenture, the Purchase Contract, the Memorandum of Agreement and the Interlocal Agreements or any certificate or other instrument to be executed in connection with the issuance of the Bonds shall be liable personally thereon or be subject to any personal liability or accountability by reason of the execution or delivery thereof.

SECTION 19. NO THIRD PARTY BENEFICIARIES. Except as otherwise expressly provided herein or in the Bonds, the Loan Agreement, the Trust Indenture, the Purchase Contract, the Memorandum of Agreement nothing in this Resolution, or in the Bonds, the Loan Agreement, the Interlocal Agreements, the Trust Indenture, the Purchase Contract, or the Memorandum of Agreement, express or implied, is intended or shall be construed to confer upon any person, firm, corporation or other organization, other than the Authority, the Borrower and the Trustee (and the owners from time to time of the Bonds) any right, remedy or claim, legal or equitable, under and by reason of this Resolution or any provision hereof, or of the Bonds, the Loan Agreement, the Interlocal Agreements, the Bond Indenture, the Purchase Contract, or the Memorandum of Agreement, all provisions hereof and thereof being intended to be and bring for the sole and exclusive benefit of the Authority, the Borrower and the Trustee (and the owners from time to time of the Bonds).

SECTION 20. PREREQUISITES PERFORMED. All acts, conditions and things relating to the passage of this Resolution, required by the Constitution or other laws of the State to happen, exist and be performed precedent to the passage hereof, exist, have happened, and have been performed as so required.

SECTION 21. SEVERABILITY OF INVALID PROVISIONS. If any one or more of the covenants, agreements or provisions herein contained shall be held contrary to any express provision of law or contrary to the policy of express law, though not expressly prohibited, or against public policy, or shall for any reason whatsoever be held invalid, then such covenants, agreements or provisions shall be null and void and shall be deemed separable from the remaining covenants, agreements or provisions, and shall in no way affect the validity of any of the other provisions hereof or of the Bonds.

SECTION 22. REPEALING CLAUSE. All resolutions or parts thereof in conflict with the provisions herein contained are, to the extent of such conflict, hereby superseded and repealed.

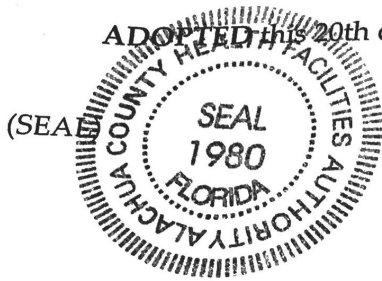
SECTION 23. AFFIRMATIVE ACTION. This Resolution is an affirmative action of the Authority toward the issuance of the Bonds, as contemplated herein and in the Memorandum of Agreement, in accordance with the laws of the State of Florida and the applicable United States Treasury Regulations.

SECTION 24. LIMITED APPROVAL. The approval given herein shall not be construed as an approval of any necessary rezoning applications nor for any other regulatory permits relating to the Refunded Bonds and the Authority shall not be construed by reason of its adoption of this Resolution to have waived any right of the County, or estopping the County from asserting any rights or responsibilities either may have in that regard.

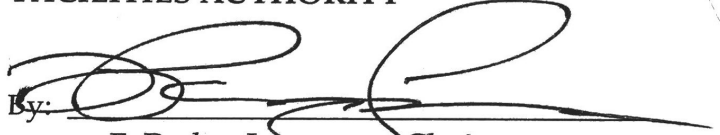
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SECTION 25. EFFECTIVE DATE. This Resolution shall take effect immediately upon its adoption.

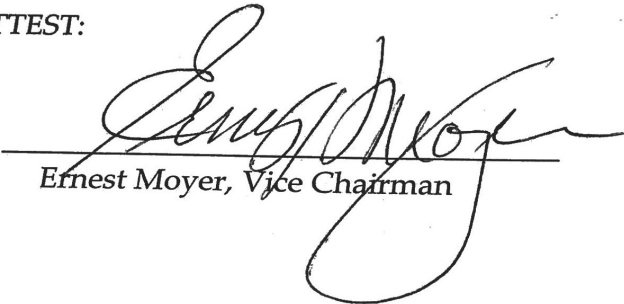
ADOPTED this 20th day of April, 2020.



ALACHUA COUNTY HEALTH
FACILITIES AUTHORITY

By: 
F. Parker Lawrence, Chairman

ATTEST:

By: 
Ernest Moyer, Vice Chairman

EXHIBITS A-G
INTENTIONALLY OMITTED