

**RESOLUTION OF THE BOARD OF COMMISSIONERS OF FULTON COUNTY, GEORGIA AUTHORIZING THE EXECUTION, DELIVERY AND PERFORMANCE OF A BEHAVIORAL HEALTH CRISIS CENTER CONTRACT BETWEEN THE FULTON-DEKALB HOSPITAL AUTHORITY AND FULTON COUNTY, GEORGIA, ALONG WITH THE EXECUTION OF RELATED DOCUMENTS PERTAINING TO THE AUTHORITY'S BOND ISSUANCE, REGARDING THE ACQUISITION, CONSTRUCTION, EQUIPPING AND DEVELOPMENT OF A NEW BEHAVIORAL HEALTH CRISIS CENTER AND THE PROVISION OF MEDICAL SERVICES AND HOSPITAL FACILITIES FOR THE INDIGENT SICK IN FULTON COUNTY; AUTHORIZING THE USE OF THE GENERAL FUNDS OF FULTON COUNTY, GEORGIA IN AN AMOUNT SUFFICIENT TO PAY ITS OBLIGATIONS UNDER THE BEHAVIORAL HEALTH CRISIS CENTER CONTRACT; AND FOR OTHER PURPOSES.**

**WHEREAS**, The Fulton-DeKalb Hospital Authority (the "**Authority**") is a public body corporate and politic existing under the Hospital Authorities Law of the State of Georgia (O.C.G.A. Section 31-7-70 et seq., as amended (the "**Hospital Authorities Law**")) and by resolutions of the Board of Commissioners of Fulton County on August 6, 1941 and of the Board of Commissioners of DeKalb County on August 9, 1941; and

**WHEREAS**, pursuant to the Hospital Authorities Law, the Authority is empowered to issue its revenue anticipation certificates and to make loans for the purpose of (a) paying all or any part of the cost of acquisition, construction, alteration, repair, modernization, and other charges incident thereto in connection with any facilities or "project" (as defined in the Hospital Authorities Law), (b) paying all or any part of the cost of paying off or refinancing any outstanding debt or obligation of any nature owed by the Authority or by persons in furtherance of the Authority's public purposes, and (c) refunding outstanding revenue anticipation certificates or other obligations; and

**WHEREAS**, pursuant to the Official Code of Georgia Annotated Section 36-1-19.1, counties having a population of 400,000 or more are authorized to provide for the appropriation of money to any institution for purely charitable purposes, including health; and

**WHEREAS**, the population of Fulton County (the "**County**") is in excess of 400,000; and

**WHEREAS**, pursuant to Section 31-7-84 of the Hospital Authorities Law, a county shall have the power to adopt a resolution and execute a contract for the use of facilities and services of an authority and provision shall be made annually by such county contracting with an authority for the payment for the services and facilities of an authority used by a county out of general funds or out of tax revenues realized for the purpose of providing medical care or hospitalization for the indigent sick and others entitled to the use of the services and facilities of an authority; and

**WHEREAS**, pursuant to Section 31-7-85 of the Hospital Authorities Law, a county, for the purpose of using the facilities of an authority, is authorized by action of its governing body to enter into contracts with an authority for a period not exceeding 40 years as shall be necessary to provide for the continued maintenance and use of such facilities of the authority; and

**WHEREAS**, Article IX, Section III, Paragraph I(a) of the Constitution of the State of Georgia and the Hospital Authorities Law authorize any county to contract with any public authority for the provision of facilities or services which the contracting parties are authorized by law to provide; and

**WHEREAS**, the Authority and the County heretofore issued and sold \$66,920,000 in original principal amount of The Fulton-DeKalb Hospital Authority Revenue Certificates (Grady Surgical Center Project), Series 2020A (the “**Series 2020A Certificates**”) on terms and conditions set forth in a Certificate Resolution adopted on March 31, 2020 (the “**2020A Certificate Resolution**”) in order to finance the acquisition, construction, equipping and development of a new center for advanced surgical services to be housed in an approximately 10-story facility that includes a multi-story parking garage containing approximately 600 parking spaces and an outpatient surgical center containing approximately 225,000 square feet of space to be located at the former site of the Aldredge Building in Downtown Atlanta (collectively, the “**2020A Project**”); and

**WHEREAS**, the Authority and the County entered into a Surgical Center Contract dated as of May 7, 2020 (the “**2020A Contract**”), pursuant to which the Authority agreed, among other things, to continue to provide medical services and hospital facilities needed to serve the indigent sick of Fulton County and the County agreed, among other things, to make payments to the Authority sufficient to enable the Authority to pay the principal of and interest on the Series 2020A Certificates; and

**WHEREAS**, the Authority and the County heretofore issued and sold \$8,025,000 in original principal amount of The Fulton-DeKalb Hospital Authority Revenue Certificates (Ponce De Leon Project), Series 2021 (the “**Series 2021 Certificates**”) on terms and conditions set forth in a Certificate Resolution adopted on November 9, 2021 (the “**2021 Certificate Resolution**”) in order to finance the acquisition, construction, equipping and development of an infectious disease program facility located at the Ponce de Leon Center at 341 Ponce de Leon Avenue, Atlanta, Georgia (collectively, the “**2021 Project**”); and

**WHEREAS**, the Authority and the County entered into a Ponce De Leon Contract dated as of December 8, 2021 (the “**2021 Contract**”), pursuant to which the Authority agreed, among other things, to continue to provide medical services and hospital facilities needed to serve the indigent sick of Fulton County and the County agreed, among other things, to make payments to the Authority sufficient to enable the Authority to pay the principal of and interest on the Series 2021 Certificates; and

**WHEREAS**, the Authority and the County heretofore issued and sold \$19,000,000 in original principal amount of The Fulton-DeKalb Hospital Authority Revenue Anticipation Certificates (Free-Standing Emergency Department Project), Series 2026A (the “**Series 2026A Certificates**” and, together with the Series 2020A Certificates and the Series 2021 Certificates, the “**Prior Certificates**”) on terms and conditions set forth in a Certificate Resolution adopted on December 16, 2025 (the “**2026A Certificate Resolution**”) in order to finance the acquisition, construction, equipping and development a free-standing emergency department and certain other related medical facilities and equipment to be located in Union City, Georgia (collectively, the “**2026A Project**”); and

**WHEREAS**, the Authority and the County entered into a Free-Standing Emergency Department Contract, dated January 14, 2026 (the “**2026A Contract**” and, together with the 2020A Contract and the 2021 Contract, the “**Prior Contracts**”), pursuant to which the Authority agreed, among other things, to continue to provide medical services and hospital facilities needed to serve the indigent sick of Fulton County and the County agreed, among other things, to make payments to the Authority sufficient to enable the Authority to pay the principal of and interest on the Series 2026A Certificates; and

**WHEREAS**, the Prior Contracts are authorized under the Hospital Authorities Law and payable by the County from either its general fund or, if applicable, specified sums derived from an annual ad valorem tax levy within the statutory seven mill limit; and

**WHEREAS**, in order to benefit the health and welfare of Fulton County residents, the Authority and the County desire to finance, in whole or in part, of the cost of the acquisition, construction, installation and equipping of a Behavioral Health Crisis Center and certain other related medical facilities and equipment to be located in North Fulton, Georgia (collectively, the “**Project**”); and

**WHEREAS**, as set forth in a Certificate Resolution adopted by the Authority on [August 19, 2026] (the “**Certificate Resolution**”), the acquisition, construction and equipping of the Project, along with the payment of certain costs of issuance thereof, will be financed in whole or in part, by the issuance of “*The Fulton-DeKalb Hospital Authority Revenue Anticipation Certificate (Behavioral Health Crisis Center Project), Federally Taxable Series 2026B,*” in the principal amount of \$24,000,000 (the “**Series 2026B Certificate**”); and

**WHEREAS**, in order to secure the Series 2026B Certificate, the Authority and the County propose to enter into an intergovernmental contract (the “**Behavioral Health Crisis Center Contract**”), under the terms of which the County, in return for the Authority’s agreement to issue the Series 2026B Certificate to finance the cost of the Project and thereby provide certain facilities and services with respect to the indigent sick and poor (as hereinafter defined) in Fulton County, agrees to make payments to the Authority sufficient to ensure the payment of the principal of and interest on and redemption premium of (provided that any optional redemption of the Series 2026B Certificate is approved in advance by the County), as shown on **Exhibit A** attached hereto (the “**Contract Payments**”), and further agrees to make such Contract Payments from its general fund or to levy an annual tax on all taxable property located within Fulton County, within the seven mill limit now prescribed by the Hospital Authorities Law, or at such higher rate or rates as may hereafter be provided by the Hospital Authorities Law or other law, as may be necessary for the County to make the payments required of it pursuant to this Contract and the Prior Contracts; and

**WHEREAS**, in connection with the issuance of the Series 2026B Certificate, (i) the Authority proposes to enter into that certain Paying Agent and Registrar Agreement, to be dated on or around the date of issuance of the Series 2026B Certificate (the “**Paying Agent and Registrar Agreement**”), with U.S. Bank Trust Company, National Association, in its separate capacities as Paying Agent and as Registrar; and (ii) the Authority and the County propose to enter into that certain Agreement Relating to Custodian and Depository to be dated on or around the date of issuance of the Series 2026B Certificate (the “**Agreement Relating to Custodian and Depository**”), among U.S. Bank Trust Company, National Association, in its separate capacities as Custodian and as Depository, the Authority, and the County; and

**WHEREAS**, the execution and delivery of the Behavioral Health Crisis Center Contract, the Paying Agent and Registrar Agreement, and Agreement Relating to Custodian and Depository by the Authority was authorized by the Authority pursuant to the Certificate Resolution; and

**WHEREAS**, the Authority and the County agree that the Series 2026B Certificate will be issued on a parity with the Prior Certificates and the lien on the Contract Revenues ranking pari passu with the Prior Certificates; and

**WHEREAS**, the Behavioral Health Crisis Center Contract is authorized by the provisions of Article IX, Section III, Paragraph I(a) and (c) of the Constitution of the State of Georgia and by the Hospital Authorities Law; and

**WHEREAS**, in order to provide for the sale of the Series 2026B Certificate, the County approves the sale of the Series 2026B Certificate by the Authority to [\_\_\_\_\_] (the “**Purchaser**”) and proposes to enter into an Addendum to the Certificate Purchase Agreement, dated August 19, 2026 (the “**Addendum to the Certificate Purchase Agreement**”), in order to make certain representations and warranties for the benefit of the Purchaser.

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COMMISSIONERS OF FULTON COUNTY, GEORGIA**, and it is hereby resolved by authority of the same, that the execution, delivery and performance by the County of the Behavioral Health Crisis Center Contract in the form attached hereto as **Exhibit A**, is hereby authorized and approved. The Chairman, Vice Chair, County Manager, Chief Financial Officer, County Attorney, Director of Finance, Clerk to the Commission, and any other proper officers, members, agents, and employees of the Board of Commissioners and the County (each an “**Authorized Signatory**”) are each hereby authorized to execute and deliver the Behavioral Health Crisis Center Contract for and on behalf of the County and the Clerk of the County is hereby authorized to attest to, certify and affix the seal of the County thereupon and that the execution of the Behavioral Health Crisis Center Contract by an Authorized Signatory shall constitute conclusive evidence that such Behavioral Health Crisis Center Contract conforms to the provisions of this resolution;

**BE IT FURTHER RESOLVED** that for the purpose of providing funds for payment under the Behavioral Health Crisis Center Contract, the County is hereby authorized and required to use funds from its general fund or to levy an annual tax on all taxable property located within Fulton County, within the seven mill limit now prescribed by the Hospital Authorities Law, or at such higher rate or rates as may hereafter be provided by the Hospital Authorities Law or other law, as may be necessary for the County to make the payments required of it pursuant to the Behavioral Health Crisis Center Contract and the Prior Contracts, as such payments shall become due and payable, and such funds are hereby irrevocably pledged and appropriated to the payment of moneys due under the Behavioral Health Crisis Center Contract and the Prior Contracts; provided, however, that the payments to be made by the County under the Behavioral Health Crisis Center Contract in respect of the Series 2026B Certificate, for which the County is the obligated person, shall represent the County’s total funding commitment in respect of the Project; and

**BE IT FURTHER RESOLVED** that all actions heretofore taken by the County relating to the execution, delivery and performance by the County of the Behavioral Health Crisis Center Contract are hereby ratified, and each of the Authorized Signatories are each hereby authorized and directed to take any and all actions, and to execute and deliver for and on behalf of the County

such contracts, instruments and other documents which any of such persons may deem necessary or desirable in order to effectuate the execution, delivery and performance by the County of the Behavioral Health Crisis Center Contract and the actions contemplated by this resolution and the execution and delivery of any such contracts, instruments or other documents by any of such officers as authorized herein shall be conclusive evidence that such are authorized and approved in accordance with this resolution; and

**BE IT FURTHER RESOLVED** that all actions heretofore taken by the County relating to the solicitation term sheet attached hereto as **Exhibit B** that was used in the marketing of the Series 2026B Certificate are hereby ratified and approved; and

**BE IT FURTHER RESOLVED** that the County approves the sale of the Series 2026B Certificate to the Purchaser subject to the terms and conditions set forth in the Behavioral Health Crisis Center Contract and all actions heretofore taken by the County relating to the sale of the Series 2026B Certificate to the Purchaser, including but not limited to, the execution and delivery of the term sheet from the Purchaser are hereby ratified and approved; and

**BE IT FURTHER RESOLVED**, that the execution, delivery and performance by the County of the Agreement Relating to Custodian and Depository in the form attached hereto as **Exhibit C**, is hereby authorized and approved. Each of the Authorized Signatories is hereby authorized to execute and deliver the Agreement Relating to Custodian and Depository for and on behalf of the County and the Clerk of the County is hereby authorized to attest to, certify and affix the seal of the County thereupon and that the execution of the Agreement Relating to Custodian and Depository by an Authorized Signatory shall constitute conclusive evidence that such Addendum to the Agreement Relating to Custodian and Depository conforms to the provisions of this resolution; and

**BE IT FURTHER RESOLVED** that all actions heretofore taken by the County relating to the execution, delivery and performance by the County of the Agreement Relating to Custodian and Depository are hereby ratified, and the Authorized Signatories are each hereby authorized and directed to take any and all actions, and to execute and deliver for and on behalf of the County such contracts, instruments and other documents, which any of such persons may deem necessary or desirable in order to effectuate the execution, delivery and performance by the County of the Agreement Relating to Custodian and Depository and the actions contemplated by this resolution and the execution and delivery of any such contracts, instruments or other documents by any of such officers as authorized herein shall be conclusive evidence that such are authorized and approved in accordance with this resolution; and

**BE IT FURTHER RESOLVED**, that the execution, delivery and performance by the County of the Addendum to the Certificate Purchase Agreement in the form attached hereto as **Exhibit D**, is hereby authorized and approved. Each of the Authorized Signatories is hereby authorized to execute and deliver the Addendum to the Certificate Purchase Agreement for and on behalf of the County and the Clerk of the County is hereby authorized to attest to, certify and affix the seal of the County thereupon and that the execution of the Addendum to the Certificate Purchase Agreement by an Authorized Signatory shall constitute conclusive evidence that such Addendum to the Certificate Purchase Agreement conforms to the provisions of this resolution; and

**BE IT FURTHER RESOLVED** that all actions heretofore taken by the County relating to the execution, delivery and performance by the County of the Addendum to the Certificate Purchase Agreement are hereby ratified, and the Authorized Signatories are each hereby authorized and directed to take any and all actions, and to execute and deliver for and on behalf of the County such contracts, instruments and other documents, which any of such persons may deem necessary or desirable in order to effectuate the execution, delivery and performance by the County of the Addendum to the Certificate Purchase Agreement and the actions contemplated by this resolution and the execution and delivery of any such contracts, instruments or other documents by any of such officers as authorized herein shall be conclusive evidence that such are authorized and approved in accordance with this resolution; and

**BE IT FURTHER RESOLVED** that the issuance of the Series 2026B Certificate by the Authority is hereby approved; and

**BE IT FURTHER RESOLVED** that each of the Authorized Signatories are hereby authorized to execute and deliver any answers, acknowledgements, affidavits or other documents or instruments as many be necessary or appropriate in connection with the validation in the Superior Court of Fulton County of the Series 2026B Certificate.

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**BE IT FURTHER RESOLVED** that any or all resolutions or ordinances or parts of resolutions or ordinances in conflict with this resolution are, to the extent of such conflict, hereby repealed, and this resolution shall take immediate effect and shall be in full force and effect from and after the date of its adoption.

**SO PASSED AND ADOPTED**, this 19<sup>th</sup> day of August, 2026.

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Robert L. Pitts, Chairman

ATTEST:

APPROVED AS TO FORM:

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Tonya R. Grier, Clerk

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Y. Soo Jo, County Attorney



EXHIBIT “A”

**Form of Behavioral Health Crisis Center Contract**

EXHIBIT “B”

**Final Solicitation**

EXHIBIT “C”

**Form of Agreement Relating to Custodian and Depository**

EXHIBIT “D”

**Addendum to the Certificate Purchase Agreement**

**CLERK’S CERTIFICATE**

**STATE OF GEORGIA,**

**FULTON COUNTY**

I, Tonya R. Grier, Clerk of the Board of Commissioners of Fulton County, do hereby certify that the foregoing pages constitute a true and correct copy of the resolution adopted by the Board of Commissioners of Fulton County at an open public meeting duly called and lawfully assembled at \_\_ \_\_.m., on the 19<sup>th</sup> day of August, 2026, the original of said resolution being duly recorded in the Minute Book of the Board of Commissioners, which Minute Book is in my custody and control. I do hereby further certify that the following members of the Board of Commissioners were present at said meeting:

|       |       |
|-------|-------|
| _____ | _____ |
| _____ | _____ |
| _____ | _____ |

\_\_\_\_\_

and that the following members were absent:

|       |       |
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| _____ | _____ |
| _____ |       |

and that said resolution was duly adopted by vote of:

yes        \_\_\_\_\_        no        \_\_\_\_\_

**WITNESS** my hand and the official seal of Fulton County, Georgia, this the 19<sup>th</sup> day of August, 2026.

\_\_\_\_\_  
Tonya R. Grier, Clerk  
Board of Commissioners  
of Fulton County