

RESOLUTION OF THE BOARD OF COMMISSIONERS OF FULTON COUNTY, GEORGIA EXPRESSING ITS INTENTION TO ADVANCE PHASE THREE OF THE PROJECT CARE INITIATIVE AND PURSUE THE ACQUISITION, CONSTRUCTION, EQUIPPING, FINANCING AND COMPLETION OF A NEW HOSPITAL FACILITY IN SOUTH FULTON COUNTY PURSUANT TO ARRANGEMENTS WITH THE GRADY HEALTH SYSTEM AND THE FULTON-DEKALB HOSPITAL AUTHORITY FOR THE PURPOSE OF PROVIDING MEDICAL SERVICES AND INDIGENT CARE IN FULTON COUNTY (THE “NEW SOUTH FULTON HOSPITAL PROJECT”); AUTHORIZING THE PROPER OFFICERS OF FULTON COUNTY, GEORGIA TO COMMENCE NEGOTIATIONS AND TAKE SUCH OTHER ACTIONS AS MAY BE NECESSARY OR APPROPRIATE TO ADVANCE THE NEW SOUTH FULTON HOSPITAL PROJECT; AND FOR OTHER PURPOSES.

WHEREAS, In 2022, Wellstar Health System closed two hospitals in Fulton County, Georgia (“Fulton County” or “the County”), namely Atlanta Medical Center South located in South Fulton and Atlanta Medical Center located in Central Fulton, triggering a public health emergency that left hundreds of thousands of residents without access to critical healthcare services; particularly residents in the southern portion of the County; and

WHEREAS, in response to this crisis, the County, through a tri party partnership, to assessed the damage caused by these closures and charted a path forward — launching “Project Care” to conduct a comprehensive needs assessment and develop a healthcare delivery plan to address the resulting healthcare gaps; and

WHEREAS, the County has closed on its funding commitment in respect of the Phase 1 of the Project Care recommendations (*e.g.*, the freestanding, emergency room), and the Board of Commissioners now desires to express its support for undertaking the early stage activities necessary or appropriate to advance the next phase of such recommendations, namely, the acquisition, construction, development, equipping and funding of a new, acute inpatient hospital located in South Fulton County (as further described herein); and

WHEREAS, pursuant to the provisions of Georgia Laws 1941, pp. 241 *et seq.*, Fulton County, Georgia (the “County”) and DeKalb County, Georgia (“DeKalb”) were authorized to establish a hospital authority and, pursuant thereto, the Board of Commissioners of the County (the “Board of Commissioners”) by resolution adopted on August 6, 1941 and the Board of Commissioners of DeKalb County by resolution adopted on August 9, 1941 duly established “The Fulton-DeKalb Hospital Authority” (the “Authority”) in accordance with the law then in effect; and

WHEREAS, the Hospital Authorities Law, Article 4, Chapter 7 of Title 31 of the Official Code of Georgia Annotated (the “Act”), provides for the powers, duties and functions of hospital authorities, including the Authority; and

WHEREAS, pursuant to Section 31-7-84 of the Act, 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 Act, 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 the facilities of an authority; and

WHEREAS, the Authority now owns a complete medical center including hospital facilities known as “Grady Memorial Hospital” and outpatient clinical facilities and related parking and other facilities (collectively, the “Grady Health System”); and

WHEREAS, the Authority has leased the Grady Health System pursuant to a Lease and Transfer Agreement, dated as of April 7, 2008, to Grady Memorial Hospital Corporation, a Georgia nonprofit corporation (the “Corporation”) which now operates the Grady Health System; and

WHEREAS, the County and DeKalb (together, the “Counties”), together with the Authority, have previously entered into various contracts and agreements relating to the operation, maintenance and financing of the medical, clinical, parking and other facilities of the Grady Health System, all for the purpose of continuing the provision of medical services and hospital facilities for the indigent sick of the Counties; and

WHEREAS, the Authority, the Corporation and the County have preliminarily determined that the acquisition, construction, equipping, financing and completion of a new, inpatient care hospital located in the southern portion of the County (“South Fulton County”), which when completed shall form a part of the Grady Health System’s hospital facilities (the “New South Fulton Hospital Project”), and payment of costs associated therewith will (a) advance the goals and objectives of the Project Care by restoring care in South Fulton County, and (b) further benefit the health and welfare of residents of the County; and

WHEREAS, it is estimated that the total cost of the New South Fulton Hospital Project will be approximately \$900,000,000 (the “Project Costs”) of which (a) not more than the lesser of (i) one-third (1/3) of the total cost or (ii) \$300,000,000 (the “County Portion”) is expected to be paid by the County whether from legally available funds or from the proceeds of the Authority’s issuance of one or more series or issues of tax-exempt or taxable bonds or revenues certificates (the “Proposed Revenue Certificates”) (or a combination thereof) and (b) the remainder of such costs is expected to be paid through private philanthropic sources and funds provided by the Corporation; and

WHEREAS, the Authority, the Corporation and the County are expected to engage in negotiations concerning the terms and obligations pursuant to one or more intergovernmental contracts, development and funding agreements, bond/certificate documents and agreements, and such other matters as may be necessary or appropriate to advance the New South Fulton Hospital Project, subject in all cases to the final approval of the definitive documents and agreements and financing terms prior to the execution and delivery of same by the Board of Commissioners, and further subject to the Corporation’s agreement to be responsible for any cost overruns relating to the New South Fulton Hospital Project; and

WHEREAS, it is further expected that the Authority and the Corporation will each adopt resolutions approving, as applicable, their respective execution, delivery and performance of any such intergovernmental contracts, development and funding agreements and bond/certificate related documents and agreements in respect of the Proposed Revenue Certificates (if any), in each case relating to the New South Fulton Hospital Project;

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 pursuit of the New South Fulton Hospital Project and the undertaking of all necessary and appropriate actions to advance same are hereby ratified, confirmed and approved in all respects; provided, however, that prior to the execution, delivery and performance by the County of any of the intergovernmental agreements, contracts, documents, financing instruments or similar matters relating to the financing of the County's Portion shall require the approval of the Board of Commissioners; provided, further, that (a) the Corporation shall be responsible for any cost overruns in excess of the Project Costs and (b) the Board of Commissioners shall be required to approve any proposed increases in the County's Portion;

BE IT FURTHER RESOLVED that prior to the issuance of the Proposed Revenue Certificates, if any, the Corporation shall provide evidence to Fulton County that it has secured or reasonably expects to secure private proceeds (*e.g.*, pledges, donations and corporate funds) in an amount which, together with the Corporation's funds and the County's Portion, is expected to be sufficient to fund the Project Costs in full, and support completion of the New South Fulton Hospital Project; and

BE IT FURTHER RESOLVED, that the County's participation in the New South Fulton Hospital Project is further subject to the County's approval of the required budgetary, appropriation and other similar approvals of the Board of Commissioners; and

BE IT FURTHER RESOLVED that all actions heretofore taken by the County relating to the planning, pre-development, feasibility analysis and other matters necessary to timely implement the New South Fulton Hospital Project are hereby ratified, confirmed and approved, and the Chairman, Vice Chair, Director of Finance, County Attorney and County Clerk are each hereby authorized and directed to take any and all other actions necessary or appropriate to continue to advance the New South Fulton Hospital Project, subject to the limitations set forth in this resolution.

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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 ____ day of _____, 2026.

Robert L. Pitts, Chairman
Board of Commissioners of
Fulton County, Georgia

ATTEST:

Tonya R. Grier, Clerk
Board of Commissioners of
Fulton County, Georgia

APPROVED AS TO FORM:

Y. Soo Jo
County Attorney

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, at which a quorum was present, duly called and lawfully assembled at __ .m., on the __ day of _____, 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:

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 ____ day of _____, 2026.

Clerk
Board of Commissioners of Fulton County