

A RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF ST. JOHNS 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 ST. JOHNS COUNTY, FLORIDA, AND OTHER HEALTH CARE FACILITIES LOCATED OUTSIDE ST. JOHNS 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 ST. JOHNS 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 St. Johns County, Florida ("St. Johns County"), as more particularly described in Exhibit A hereto (the "St. Johns 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 St. Johns

County, Florida, as more particularly described in Exhibit A hereto (the “Other Project” and together with the St. Johns 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 St. Johns 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 St. Johns County Project, the amount thereof not to exceed \$30,000,000; and

WHEREAS, the Issuer and St. Johns 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 St. Johns 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 St. Johns County, and St. Johns County has jurisdiction over the area in which the St. Johns County Project is located.

B. Notice of a public hearing to be held before the St. Johns County Industrial Development Authority (the “Authority”), 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 St. Johns County Project, was published in the *St. Augustine Record*, a newspaper of general circulation in St. Johns 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 Authority 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 St. Johns County Project were requested and allowed.

D. Pursuant to a Resolution of the Authority, a copy of which is attached hereto as Exhibit D and incorporated herein by reference, the Authority has recommended to the Board that the Board approve the issuance of the Bonds by the Issuer 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 St. Johns County Project.

E. The Bonds and the interest thereon shall not constitute an indebtedness or pledge of the general credit or taxing power of St. Johns 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 St. Johns County pursuant to this Resolution to execute and deliver the Interlocal Agreement on behalf of St. Johns 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 St. Johns County, Florida. The County Administrator (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 St. Johns 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 St. Johns 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 St. Johns County or estopping St. Johns 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 St. Johns County to incur any liability, pecuniary or otherwise, in connection with either the issuance of the Bonds or the acquisition and construction of the St. Johns County Project.

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

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PASSED AND ADOPTED this 17 day of May, 2022.

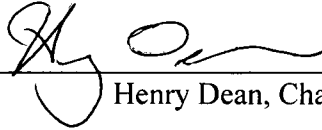
BOARD OF COUNTY COMMISSIONERS, ST. JOHNS
COUNTY, FLORIDA

(SEAL)

ATTEST: BRANDON J. PATTY, CLERK
OF THE CIRCUIT COURT AND
COMPTROLLER



Deputy Clerk


Henry Dean, Chair

Rendition Date 5/19/22



EXHIBIT A

PROJECT DESCRIPTIONS

St. Johns County Project Description

The St. Johns 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 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, renovations, improvements, 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, renovations, improvements, 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, renovations, improvements, 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, renovations, improvements, 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, renovations, improvements, equipment purchases and other capital expenditures; and

(e) 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, renovations, improvements, equipment purchases and other capital expenditures.

EXHIBIT B
FORM OF INTERLOCAL AGREEMENT

[Attached]

***RECORDING REQUESTED BY AND
WHEN RECORDED MAIL TO:***

McGuireWoods LLP
500 E. Pratt Street, Suite 1000
Baltimore, Maryland 21202
Attn: Clinton W. Randolph

INTERLOCAL AGREEMENT

Dated as of May 1, 2022

Between

CITY OF JACKSONVILLE, FLORIDA

and

ST. JOHNS COUNTY, FLORIDA

**THERE ARE NO INTANGIBLE TAXES OR DOCUMENTARY STAMPS DUE ON THE
BONDS DESCRIBED HEREIN, PURSUANT TO CHAPTER 159, PART II, FLORIDA
STATUTES**

INTERLOCAL AGREEMENT

This INTERLOCAL AGREEMENT (this “Agreement”) is dated as of May 1, 2022, and is entered into between the CITY OF JACKSONVILLE, an incorporated municipality of the State of Florida (“Jacksonville”), and ST. JOHNS COUNTY, a political subdivision of the State of Florida (“St. Johns County”).

WITNESSETH:

WHEREAS, Jacksonville and St. Johns County each represents to the other that, pursuant to Chapter 159, Part II, Florida Statutes, as amended (“Chapter 159”), and other applicable provisions of law, it is authorized to issue bonds to finance the cost of the acquisition, construction, improvement and equipping of certain health care facilities; and

WHEREAS, Jacksonville and St. Johns County each represent to the other that it constitutes a “public agency” within the meaning of Section 163.01, Florida Statutes, as amended (the “Interlocal Act”), and is authorized under the Interlocal Act to enter into interlocal agreements providing for them to jointly exercise any power, privilege or authority which each of them could exercise separately; and

WHEREAS, Jacksonville represents to St. Johns County that Jacksonville has been advised that 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, refinance and reimburse all or a portion of the cost of the acquisition, planning, development, construction, renovation, improvement, equipping and installation of certain “health care facilities” constituting “projects,” as such terms are used in Chapter 159, located or to be located in St. Johns County (collectively, the “St. Johns County Project”) and finance, refinance and reimburse all or a portion of the cost of the acquisition, planning, development, construction, renovation, improvement, equipping and installation of other “health care facilities” located or to be located outside St. Johns County (collectively, the “Other Project”), as described in Exhibit A hereto (the St. Johns County Project and the Other Project are hereinafter referred to collectively as the “Project”); and

WHEREAS, Jacksonville represents to St. Johns County that Jacksonville has been advised that the Borrower has requested that Jacksonville and St. Johns County enter into this Agreement to authorize Jacksonville to issue under Chapter 159 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 of not to exceed \$200,000,000 (the “Bonds”), to finance and refinance all or a portion of the St. Johns County Project and the Other Project, 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 pursuant to one or more loan agreements between Jacksonville and the Borrower (individually and collectively, the “Financing Agreement”) to finance, refinance or reimburse all or a portion of the costs of the St.

Johns County Project, and that issuance of the Bonds by Jacksonville will result in a significant cost savings to the Borrower over the issuance and sale of separate issues of bonds by Jacksonville, St. Johns County and the other local government bodies, if any, whose jurisdiction within which a portion of the Project is or will be located, in order to finance, refinance or reimburse a portion of the costs of the Project; and

WHEREAS, Jacksonville and St. Johns County have agreed to enter into this Agreement for the purposes stated above; and

WHEREAS, on April 19, 2022, the Industrial Development Revenue Bond Review Committee of the City of Jacksonville, Florida, on behalf of Jacksonville, preliminarily authorized and approved the issuance of the Bonds, the application of the proceeds thereof and the execution and delivery of this Agreement; and

WHEREAS, on May 24, 2022, the City Council of Jacksonville authorized and approved the issuance of the Bonds, the application of the proceeds thereof and the execution and delivery of this Agreement; and

WHEREAS, on May 17, 2022, the Board of County Commissioners of St. Johns County approved the issuance of the Bonds by Jacksonville and approved the execution and delivery of this Agreement; and

WHEREAS, the Interlocal Act authorizes Jacksonville and St. Johns County to enter into this Agreement, and the Interlocal Act and Chapter 159 confer upon Jacksonville authorization to issue the Bonds and to apply the proceeds thereof to the financing or refinancing of the St. Johns County Project through one or more loans of Bond proceeds to the Borrower; and

WHEREAS, the parties hereto desire to agree to the issuance of the Bonds by Jacksonville for such purposes and such agreement by the parties hereto is in the public interest; and

WHEREAS, pursuant to Section 6 hereof, the Borrower has agreed to indemnify Jacksonville and St. Johns County in connection with its execution of this Agreement;

NOW, THEREFORE, for and in consideration of the premises hereinafter contained, and intending to be legally bound hereby, the parties hereto agree as follows:

SECTION 1. Authorization to Issue the Bonds. Jacksonville and St. Johns County do hereby agree that Jacksonville is hereby authorized to issue the Bonds in one or more series, taxable, tax-exempt or a combination thereof, from time to time, 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 from time to time to the Borrower to finance, refinance or reimburse all or a portion of the costs of the St. Johns County Project. Jacksonville is hereby authorized to exercise all powers relating to the issuance of the Bonds vested in St. Johns County pursuant to the Constitution and the laws of the State of Florida and to do all things within the

jurisdiction of St. Johns County which are necessary or convenient for the issuance of the Bonds and the financing of the St. Johns County Project to the same extent as if St. Johns County were issuing its own obligations under Chapter 159 for such purposes without any further authorization from St. Johns County to exercise such powers or to take such actions. It is the intent of this Agreement and the parties hereto that Jacksonville be vested, to the maximum extent permitted by law, with all powers which St. Johns County might exercise with respect to the issuance of the Bonds and the lending of the proceeds thereof to the Borrower to finance the St. Johns County Project as though St. Johns County were issuing the Bonds as its own special limited obligations.

The approval given herein by St. Johns County 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 St. Johns County Project, and St. Johns County shall not be construed by reason of the delivery of this Agreement to have made any such endorsement, finding or recommendation or to have waived any right of St. Johns County or to be estopped from asserting any rights or responsibilities it may have in such regard.

SECTION 2. Qualifying Project.

A. Jacksonville hereby further represents, determines and agrees as follows:

1. The Project constitutes a “project” as such term is used in Chapter 159.
2. The Borrower is financially responsible and fully capable and willing to fulfill its obligations under the Financing Agreement, including the obligations to make payments in the amounts and at the times required, to operate, repair, and maintain at its own expense the Project, and to serve the purposes of Chapter 159 and such other responsibilities as may be imposed under the Financing Agreement.
3. Adequate provision will be made in the Financing Agreement for the operation, repair, and maintenance of the St. Johns County Project at the expense of the Borrower and for the payment of principal of and interest on the Bonds.
4. The Borrower has represented to Jacksonville that the Borrower expects to expend proceeds of the Bonds in an amount not exceeding \$30,000,000 to pay costs (including related financing costs) of the St. Johns County Project.
5. A public hearing was held on May 9, 2022, by Jacksonville, on behalf of Jacksonville and the City Council of Jacksonville, during which comments concerning the issuance of the Bonds by Jacksonville to finance or refinance the Project were requested and could be heard.

B. St. Johns County hereby represents, determines and agrees as follows:

1. The St. Johns County Project is appropriate to the needs and circumstances of; provides or preserves gainful employment; and serves a public purpose by advancing the public health or the general welfare of the State of Florida and its people.

2. St. Johns County and other local agencies will be able to cope satisfactorily with the impact of the St. Johns County Project and will be able to provide, or cause to be provided when needed, the public facilities, including utilities and public services, that are necessary for the operation, repair, and maintenance of the St. Johns County Project and on account of any increases in population or other circumstances resulting therefrom.

3. A public hearing was held on April 11, 2022 by the St. Johns County Industrial Development Authority during which comments concerning approval by the Board of County Commissioners (the "Board") of St. Johns County of the issuance of the Bonds by Jacksonville to finance the St. Johns County Project were requested and could be heard.

4. The Board approved the issuance of the Bonds by Jacksonville and the use of the proceeds thereof to finance and refinance the St. Johns County Project at a meeting on May 17, 2022.

SECTION 3. No Pecuniary Liability of Jacksonville or St. Johns County; Limited Obligation of Jacksonville. Neither the provisions, covenants or agreements contained in this Agreement and any obligations imposed upon Jacksonville or St. Johns County hereunder, nor the Bonds issued pursuant to this Agreement, shall constitute an indebtedness or liability of Jacksonville or St. Johns County. The Bonds when issued, and the interest thereon, shall be limited and special obligations of Jacksonville payable solely from certain nongovernmental revenues and other nongovernmental amounts pledged thereto by the terms thereof.

SECTION 4. No Personal Liability. No covenant or agreement contained in this Agreement shall be deemed to be a covenant or agreement of any member, officer, agent or employee of Jacksonville or St. Johns County in his or her individual capacity and no member, officer, agent or employee of Jacksonville or St. Johns County shall be liable personally on this Agreement or be subject to any personal liability or accountability by reason of the execution of this Agreement.

SECTION 5. Allocation of Responsibilities. Jacksonville shall take all actions it deems necessary or appropriate in connection with the issuance of the Bonds, including, in its discretion, the preparation, review, execution and filing with government agencies of certificates, opinions, agreements and other documents to be delivered at the closing of the Bonds and the establishment of any funds and accounts pursuant to a trust indenture related to the Bonds.

Neither Jacksonville nor St. Johns County shall be liable for the costs of issuing the Bonds or the costs incurred by either of them in connection with the preparation, review, execution or

approval of this Agreement or any documentation or opinions required to be delivered in connection therewith by Jacksonville or St. Johns County or counsel to any of them. All of such costs shall be paid from the proceeds of the Bonds or from other moneys of the Borrower.

SECTION 6. Indemnity. The Borrower, by its approval and acknowledgement at the end of this Agreement, agrees to indemnify and hold harmless Jacksonville and St. Johns County, their respective officers, employees, representatives and agents, from and against any and all losses, claims, damages, liabilities or expenses of every conceivable kind, character and nature whatsoever, including, but not limited to, losses, claims, damages, liabilities or expenses (including reasonable fees and expenses of attorneys, accountants, consultants and other experts), arising out of, resulting from, or in any way connected with this Agreement or the issuance of the Bonds.

SECTION 7. Term. This Agreement will remain in full force and effect from the date of its execution, subject to the provisions of Section 8 hereof, until such time as it is terminated by any party hereto upon 10 days written notice to the other party hereto. Notwithstanding the foregoing, it is agreed that this Agreement may not be terminated so long as any of the Bonds remain outstanding or unpaid (or any bonds issued to refund the Bonds remain outstanding or unpaid). Nothing herein shall be deemed in any way to limit or restrict either party hereto from issuing its own obligations or entering into any other agreement for the financing, refinancing or reimbursement of the costs of any facility which either party hereto may choose to finance.

SECTION 8. Filing of Agreement. It is agreed that this Agreement shall be filed by the Borrower or its authorized agent or representative with the Clerk of the Circuit Court of Duval County, Florida and with the Clerk of the Circuit Court of St. Johns County, Florida, all in accordance with the Interlocal Act, and that this Agreement shall not become effective until so filed with the Borrower's executed approval and acknowledgment attached thereto.

SECTION 9. Severability of Invalid Provisions. If any one or more of the covenants, agreements or provisions herein contained shall be held contrary to any express provisions 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.

SECTION 10. WAIVER OF JURY TRIAL. EACH OF THE PARTIES HERETO AND THE BORROWER HEREBY KNOWINGLY, VOLUNTARILY AND INTENTIONALLY WAIVES THE RIGHT IT MAY HAVE TO A TRIAL BY JURY IN RESPECT OF ANY LITIGATION BASED HEREON, OR ARISING OUT OF, UNDER OR IN CONNECTION WITH THIS AGREEMENT AND ANY DOCUMENT CONTEMPLATED TO BE EXECUTED IN CONJUNCTION HERewith, OR ANY COURSE OF CONDUCT, COURSE OF DEALING, STATEMENTS (WHETHER VERBAL OR WRITTEN) OR ACTIONS OF EITHER PARTY. THIS PROVISION IS A MATERIAL INDUCEMENT FOR EACH OF THE PARTIES TO ENTER INTO THIS AGREEMENT.

SECTION 11. Litigation. In the event any legal proceedings are instituted between the parties hereto concerning this Agreement, the prevailing party in such proceedings shall be entitled to recover its costs of suit, including reasonable attorneys' fees, at both trial and appellate levels.

SECTION 12. Governing Law. This Agreement is being delivered and is intended to be performed in the State of Florida, and shall be construed and enforced in accordance with, and the rights of the parties shall be governed by, the laws of the State of Florida.

SECTION 13. Execution in Counterparts. This Agreement may be executed in several counterparts, each of which shall be an original and all of which shall constitute but one and the same instrument.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the parties to this Agreement have caused this Agreement to be executed by the proper officers thereof, all as of the date first above written.

CITY OF JACKSONVILLE, FLORIDA

ATTEST:

By: _____
Name: _____
Title: _____

By: _____
Name: _____
Title: _____

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me by means of physical presence or online notarization this _____ day of _____, 2022, by _____ and _____, the _____ and _____, respectively, of the City of Jacksonville, Florida, on behalf of the City. Such persons did not take an oath and: *(notary must check applicable box)*

- are personally known to me.
- produced a current Florida driver's license as identification.
- produced _____ as identification.

{Notary Seal must be affixed}

Signature of Notary

Name of Notary (Typed, Printed or Stamped)

Commission Number
(if not legible on seal):

My Commission Expires
(if not legible on seal):

ST. JOHNS COUNTY, FLORIDA

ATTEST:

By: _____
Name: _____
Title: _____

By: _____
Name: _____
Title: _____

STATE OF FLORIDA
COUNTY OF ST. JOHNS

The foregoing instrument was acknowledged before me by means of physical presence or online notarization this _____ day of _____, 2022, by _____ and _____, the _____ and _____, respectively, of St. Johns County, Florida, on behalf of the County. Such persons did not take an oath and: *(notary must check applicable box)*

- are personally known to me.
- produced a current Florida driver's license as identification.
- produced _____ as identification.

{Notary Seal must be affixed}

Signature of Notary

Name of Notary (Typed, Printed or Stamped)

Commission Number
(if not legible on seal):

My Commission Expires
(if not legible on seal):

APPROVAL AND ACKNOWLEDGMENT

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”), hereby approves the foregoing Interlocal Agreement, certifies that the information contained therein regarding the Borrower is correct and acknowledges its acceptance of its obligations arising thereunder, including, without limitation, its obligations under Section 6 thereof, by causing this Approval and Acknowledgment to be executed by its proper officer as of the date of said Interlocal Agreement.

SOUTHERN BAPTIST HOSPITAL OF FLORIDA, INC.,
a Florida not for profit corporation

By: _____
Its: Senior Vice President, Finance and Chief Treasury Officer

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me by means of physical presence or online notarization this _____ day of _____, 2022, by Scott Finnegan, the Senior Vice President, Finance and Chief Treasury Officer of Southern Baptist Hospital of Florida, Inc., on behalf of Southern Baptist Hospital of Florida, Inc. Such person did not take an oath and: *(notary must check applicable box)*

- is personally known to me.
- produced a current Florida driver’s license as identification.
- produced _____ as identification.

{Notary Seal must be affixed}

Signature of Notary

Name of Notary (Typed, Printed or Stamped)

Commission Number
(if not legible on seal):

My Commission Expires
(if not legible on seal):

EXHIBIT A

PROJECT DESCRIPTIONS

St. Johns County Project Description

The St. Johns 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 St. Augustine, 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.

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 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.

EXHIBIT C
PUBLISHER'S AFFIDAVIT OF
PROOF OF PUBLICATION OF PUBLIC HEARING

[Attached]

THE ST. AUGUSTINE RECORD
Affidavit of Publication

**MCGUIREWOODS LLP
GATEWAY PLAZA
800 EAST CANAL STREET
RICHMOND, VA 232193916**

ACCT: 61128
AD# 0003408591-01
PO#

PUBLISHED EVERY MORNING SUNDAY THROUGH SATURDAY
ST. AUGUSTINE AND ST. JOHNS COUNTY, FLORIDA

STATE OF FLORIDA
COUNTY OF ST. JOHNS

Before the undersigned authority personally appeared MELISSA RHINEHART who on oath says he/she is an Employee of the St. Augustine Record, a daily newspaper published at St. Augustine in St. Johns County, Florida; that the attached copy of advertisement being a **NOTICE OF MEETING** in the matter of **PUB MTG OF ST. JOHNS INDUST DEVELOP AUTHORITY** was published in said newspaper in the issue dated **03/31/2022**.

Affiant further says that the St. Augustine Record is a newspaper published at St. Augustine, in St. Johns County, Florida, and that the said newspaper heretofore has been continuously published in said St. Johns County, Florida each day and has been entered as second class mail matter at the post office in the City of St. Augustine, in said St. Johns County, Florida for a period of one year preceding the first publication of the attached copy of advertisement; and affiant further says the he/she 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 said newspaper.

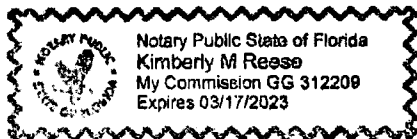
Sworn to (or affirmed) and subscribed before me by means of

physical presence or
 online notarization

this _____ day of **MAR 31 2022**

by *Melissa Rhinehart* who is personally known to me or who has produced as identification

Kimberly M Reese
(Signature of Notary Public)



**NOTICE OF PUBLIC MEETING AND
PUBLIC HEARING
OF THE ST. JOHNS COUNTY
INDUSTRIAL DEVELOPMENT
AUTHORITY**

NOTICE is hereby given that a public meeting and hearing of the St. Johns County Industrial Development Authority (the "Authority") will be held on April 11, 2022, at 2:00 p.m. local time, or as soon thereafter as can be heard, in the Board of County Commissioners Conference Room, County Administration Building, Second Floor, 500 San Sebastian View, St. Augustine, Florida 32084, for the purposes of:

1. Holding a public hearing regarding 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, 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 46-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 14th Avenue South, Jacksonville Beach, Florida 32250, 1361 13th Avenue South, Jacksonville Beach, Florida 32250, 1470 13th Avenue South, Jacksonville Beach, Florida 32250, 1320 Roberts Drive, Jacksonville Beach, Florida 32250, 1377 Roberts Drive, Jacksonville Beach, Florida 32250 and 1127 South 16th Avenue, Jacksonville Beach, Florida 32250, including without limitation (A) the acquisition, expansion, renova-

tion, installation and equipping of laboratories, testing and procedure rooms, pharmacies, office space and common areas and (B) other necessary and useful acquisition, improvements, renovations, equipment purchases and other capital expenditures; (ii) Baptist Medical Center South, located at or about 11510 Old St. Augustine Road, Jacksonville, Florida 32238, 11510 Old St. Augustine Road, Jacksonville, Florida 32239 and 11510 Old St. Augustine Road, Jacksonville, Florida 32238, 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 acquisition, 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 32034, including without limitation (A) the acquisition, construction, planning, development, improvement and equipping of a new approximately 300,000 square foot inpatient hospital facility with approximately 300 beds and (B) other necessary and useful acquisition, improvements, renovations, equipment purchases and other capital expenditures; (v) Baptist Medical Campus at Nassau Crossing located at or about 78373 Hopper 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 acquisition, improvements, renovations, equipment purchases and other capital expenditures; and (vi) Baptist Medical Campus at St. Augustine located at or about 175 Prime Builders Boulevard, St. Augustine, Florida 32083, 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 acquisition, 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.

None of St. Johns County, Florida (the "County"), the Authority and 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. None of the County, the Authority and 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, the Authority, the Issuer or the State of Florida, nor the taxing power of the County, the Issuer or the State of Florida, or of any political subdivision thereof, will be pledged to the payment of the principal of, premium, if any, or interest on the Bonds.

The public hearing is required by Section 147.0 of the Code. Any person interested in the proposed issuance of the Bonds or the Project may appear and be heard. Subsequent to the public hearing, the Board of County Commissioners of St. Johns County, Florida (the "Board of County Commissioners") will consider whether to approve the Bonds, as required by Section 147.0 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 on the issuance of the Bonds by the Issuer and the location and nature of the Project. Any person desiring to be heard on this matter is requested to attend the public hearing or send a representative. Written comments (not exceeding 700 words) to be presented at the hearing may be submitted to the Authority, c/o Jennifer Zuber, Project Manager, Economic Development, at the address set out in the penultimate paragraph hereof, and further information relating to this matter is available for inspection and copying during regular business hours at the office of Geoffrey B. Dobson, Esq., Law Offices of Geoffrey B. Dobson, 19 Palmetto Avenue, St. Augustine, Florida 32084.

2. Considering and acting upon such other business as may properly come before the Authority of said meeting.

In accordance with the Americans with Disabilities Act, persons needing a special accommodation or an interpreter to participate in this proceeding should

contact Ms. Jennifer Zuber at (904) 209-6500 at the County Administration Building, 700 San Sebastian Way, St. Augustine, Florida 32084, not later than seven days prior to the date of this meeting.

Comments made at the hearing and the meeting are for the consideration of the Authority and the Board of County Commissioners and will not bind any legal action to be taken by the Authority or the Board of County Commissioners. IF A PERSON DECIDES TO APPEAL ANY DECISION MADE BY THE AUTHORITY WITH RESPECT TO ANY MATTER CONSIDERED AT SUCH HEARING OR MEETING, SUCH PERSON WILL NEED A RECORD OF THE PROCEEDINGS AND, FOR SUCH PURPOSE, SUCH PERSON MAY NEED TO ENSURE THAT A VERBATIM RECORD OF THE PROCEEDINGS IS MADE, WHICH RECORD INCLUDES THE TESTIMONY AND EVIDENCE UPON WHICH THE APPEAL IS TO BE BASED.
DATED: March 31, 2022
**ST. JOHNS COUNTY INDUSTRIAL
DEVELOPMENT AUTHORITY**
0003108591 March 31, 2022

Thu, Mar 31, 2022
8:38:53AM

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Phone: 8047751170
E-Mail:
Client: MCGUIREWOODS LLP

Name: MCGUIREWOODS LLP
Address: GATEWAY PLAZA
800 EAST CANAL STREET
City: RICHMOND

State: VA **Zip:** 232193916

Ad Number: 0003408591-01
Start: 03/31/2022
Placement: SA Legals
Copy Line: NOTICE OF PUBLIC MEETING AND PUBLIC HEARING OF THE ST. JOHNS COUNTY INDUSTRIAL DEVELOPMENT AL

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Issues: 1
Rep: Chris ISC-Landry

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NOTICE OF PUBLIC MEETING AND PUBLIC HEARING OF THE ST. JOHNS COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY

NOTICE is hereby given that a public meeting and hearing of the St. Johns County Industrial Development Authority (the "Authority") will be held on April 11, 2022, at 3:00 p.m., local time, or as soon thereafter as can be heard, in the Board of County Commissioners Conference Room, County Administration Building, Second Floor, 500 San Sebastian Vase, St. Augustine, Florida 32084, for the purposes of:

1. Holding a public hearing regarding 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 Welton 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 600 Prudential Drive, Jacksonville, Florida 32207, 816 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, 3650 Prudential Drive, Jacksonville, Florida 32207, 1860 Prudential Drive, Jacksonville, Florida 32207 and 3454 Beach Boulevard, Jacksonville, Florida 32207, including without limitation (A) 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; (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 1260 12th Avenue South, Jacksonville Beach, Florida 32250, 1381 13th Avenue South, Jacksonville Beach, Florida 32250, 1370 13th Avenue South, Jacksonville Beach, Florida 32250, 1320 Roberts Drive, Jacksonville Beach, Florida 32250, 1372 Roberts Drive, Jacksonville Beach, Florida 32250 and 1127 South 18th 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 14246 Old St. Augustine Road, Jacksonville, Florida 32258, including without limitation (A) the acquisition, construction, expansion, renovation, installation and equipping of

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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 32063 and 1737 Baptist Clay Drive, Fleming Island, Florida 32064 including without limitation (A) the acquisition, construction, planning, development, improvement and equipping of a new approximately 300,000 square foot inpatient hospital facility with approximately 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 76575 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 675 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.

None of St. Johns County, Florida (the "County"), the Authority and 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. None of the County, the Authority and 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 thereto by the Borrower and/or one or more of its affiliates and related parties, and neither the faith and credit of the County, the Authority, the Issuer or the State of Florida, nor the taxing power of the County, the Issuer or the State of Florida, or of any political subdivision thereof, will be pledged to the payment of the principal of, premium, if any, or 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 Project may appear and be heard. Subsequent to the public hearing, the Board of County Commissioners of St. Johns County, Florida (the "Board of County Commissioners") 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 on the issuance of the Bonds by the Issuer and the location and nature of the Project. Any person desiring to be heard on this matter is requested to attend the public hearing or send a representative. Written comments (not exceeding 500 words) to be presented at the hearing may be submitted to the Authority, c/o Jennifer Zahner, Project Manager, Economic Development, at the address set out in the penultimate paragraph hereof; and further information relating to this matter is available for inspection and

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copying during regular business hours
at the office of Geoffrey B. Dobson,
Esq., Law Offices of Geoffrey Dobson,
16 Palmetto Avenue, St. Augustine,
Florida 32084.

2. Considering and acting upon such other
business as may properly come before
the Authority at said meeting.

In accordance with the Americans with
Disabilities Act, persons needing a special
accommodation or an interpreter to
participate in this proceeding should
contact Ms. Jennifer Zuker at (904) 279-
4106 at the County Administration
Building, 501 San Sebastian Way, St.
Augustine, Florida 32084, not later
than seven days prior to the date of this
meeting.

Comments made at the hearing and the
meeting are for the consideration of the
Authority and the Board of County
Commissioners and will not bind any
legal action to be taken by the Authority
or the Board of County Commissioners.
IF A PERSON DECIDES TO APPEAL
ANY DECISION MADE BY THE AUTHORITY
WITH RESPECT TO ANY
MATTER CONSIDERED AT SUCH
HEARING OR MEETING, SUCH
PERSON WILL NEED A RECORD OF
THE PROCEEDINGS AND, FOR
SUCH PURPOSE, SUCH PERSON
MAY NEED TO ENSURE THAT A
VERBATIM RECORD OF THE PRO-
CEEDINGS IS MADE, WHICH RE-
CORD INCLUDES THE TESTIMONY
AND EVIDENCE UPON WHICH
THE APPEAL IS TO BE BASED.

DATED: March 31, 2022
ST. JOHN'S COUNTY INDUSTRIAL
DEVELOPMENT AUTHORITY
0003408301 March 31, 2022

EXHIBIT D
RESOLUTION OF THE AUTHORITY
[Attached]

RESOLUTION NO. 92-02

A RESOLUTION OF THE ST. JOHNS COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY RECOMMENDING APPROVAL BY THE BOARD OF COUNTY COMMISSIONERS OF ST. JOHNS COUNTY, FLORIDA OF THE ISSUANCE BY THE CITY OF JACKSONVILLE, FLORIDA 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 ST. JOHNS COUNTY, FLORIDA, AND OTHER HEALTH CARE FACILITIES LOCATED OUTSIDE ST. JOHNS 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 ST. JOHNS COUNTY, FLORIDA; AND PROVIDING FOR AN EFFECTIVE DATE.

BE IT RESOLVED BY THE ST. JOHNS COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY (THE "AUTHORITY"):

SECTION 1. FINDINGS.

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

B. 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.

C. The Issuer has requested that the Board of County Commissioners of St. Johns County, Florida (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").

D. At the request of the Borrower, notice of a public hearing (the "Notice of Public Hearing") to be held before the St. Johns County Industrial Development Authority (the "Authority"), 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 St. Johns County Project, was published in the *St. Augustine Record*, a newspaper of general circulation in St. Johns County at least seven days prior to the date of such public hearing, a copy of the publisher's affidavit of proof of publication is attached hereto as Exhibit B and incorporated herein by reference.

E. Following the Notice of Public Hearing, a public hearing was held by the Authority 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 St. Johns County Project were requested and allowed. No negative views relating to the Bonds or the St. Johns County Project were expressed during the Public Hearing.

F. The Authority has made no investigation as to the creditworthiness of the Borrower or as to the investment quality of the Bonds and none of the purchasers, the investors, the underwriters or the Issuer should rely upon the Authority with regard to any such determinations. The Authority has not reviewed nor participated in the preparation of any offering materials with respect to the issuance of the Bonds by the Issuer.

SECTION 2. RECOMMENDATION TO THE BOARD FOR APPROVAL OF THE BONDS. Solely for the purposes of satisfying the provisions of Section 147(f) of the Code and other applicable provisions of law, the Authority hereby recommends that the Board approve 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 St. Johns County Project.

SECTION 3. NO ENDORSEMENT. The recommendation 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 St. Johns 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 St. Johns County or estopped St. Johns County from asserting any rights or responsibilities it may have in such regard.

SECTION 4. EFFECTIVE DATE. This Resolution shall take effect immediately upon its passage.

[Remainder of Page Intentionally Left Blank]

PASSED AND ADOPTED this 11 day of April, 2022.

[SEAL]

**ST. JOHNS COUNTY INDUSTRIAL
DEVELOPMENT AUTHORITY**

By: Melissa Churchwell
Chair

ATTEST:

By: [Signature]

Secretary

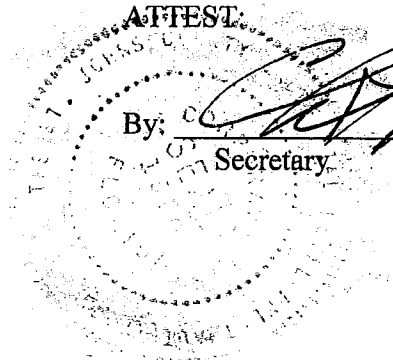


EXHIBIT A

PROJECT DESCRIPTIONS

St. Johns County Project Description

The St. Johns 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 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, renovations, improvements, 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, renovations, improvements, 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, renovations, improvements, 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, renovations, improvements, 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, renovations, improvements, equipment purchases and other capital expenditures; and

(e) 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, renovations, improvements, equipment purchases and other capital expenditures.

EXHIBIT B
PUBLISHER'S AFFIDAVIT OF
PROOF OF PUBLICATION OF PUBLIC HEARING

[Attached]

THE ST. AUGUSTINE RECORD
Affidavit of Publication

**MCGUIREWOODS LLP
GATEWAY PLAZA
800 EAST CANAL STREET
RICHMOND, VA 232193916**

ACCT: 61128
AD# 0003408591-01
PO#

PUBLISHED EVERY MORNING SUNDAY THROUGH SATURDAY
ST. AUGUSTINE AND ST. JOHNS COUNTY, FLORIDA

STATE OF FLORIDA
COUNTY OF ST. JOHNS

Before the undersigned authority personally appeared MELISSA RHINEHART who on oath says he/she is an Employee of the St. Augustine Record, a daily newspaper published at St. Augustine in St. Johns County, Florida; that the attached copy of advertisement being a **NOTICE OF MEETING** in the matter of **PUB MTG OF ST. JOHNS INDUST DEVELOP AUTHORITY** was published in said newspaper in the issue dated **03/31/2022**.

Affiant further says that the St. Augustine Record is a newspaper published at St. Augustine, in St. Johns County, Florida, and that the said newspaper heretofore has been continuously published in said St. Johns County, Florida each day and has been entered as second class mail matter at the post office in the City of St. Augustine, in said St. Johns County, Florida for a period of one year preceding the first publication of the attached copy of advertisement; and affiant further says the he/she 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 said newspaper.

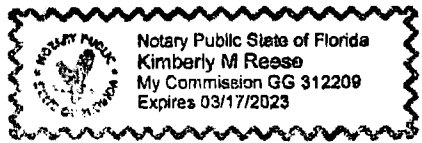
Sworn to (or affirmed) and subscribed before me by means of

physical presence or
 online notarization

this _____ day of **MAR 31 2022**

by *Melissa Rhinehart* who is personally known to me or who has produced as identification

Kimberly M Reese
(Signature of Notary Public)



**NOTICE OF PUBLIC MEETING AND
PUBLIC HEARING
OF THE ST. JOHNS COUNTY
INDUSTRIAL DEVELOPMENT
AUTHORITY**

NOTICE is hereby given that a public meeting and hearing of the St. Johns County Industrial Development Authority (the "Authority") will be held on April 11, 2022, at 2:00 p.m. local time, or as soon thereafter as can be heard, in the Board of County Commissioners Conference Room, County Administration Building, Second Floor, 700 San Sebastian View, St. Augustine, Florida 32084, for the purposes of:

1. Holding a public hearing regarding 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, 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 28-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 1150 14th Avenue South, Jacksonville Beach, Florida 32250, 1961 13th Avenue South, Jacksonville Beach, Florida 32250, 1470 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, renova-

tion, 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; (iv) Baptist Medical Center South, located at or about 11500 Old St. Augustine Road, Jacksonville, Florida 32258, 11510 Old St. Augustine Road, Jacksonville, Florida 32259 and 11736 Old St. Augustine Road, Jacksonville, Florida 32278, 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; (v) Baptist Clay Medical Campus, located at or about 1771 Baptist Clay Drive, Fleming Island, Florida 32063 and 1777 Baptist Clay Drive, Fleming Island, Florida 32063, including without limitation (A) the acquisition, construction, planning, development, improvement and equipping of a new approximately 300,000 square foot inpatient hospital facility with approximately 100 beds and (B) other necessary and useful acquisitions, improvements, renovations, equipment purchases and other capital expenditures; (vi) Baptist Medical Campus at Nassau Crossing, located at or about 70375 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 (vii) Baptist Medical Campus at St. Augustine located at or about 175 Prime Outlets Boulevard, St. Augustine, Florida 32085, 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.

None of St. Johns County, Florida (the "County"), the Authority and 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. None of the County, the Authority and 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, the Authority, the Issuer or the State of Florida, nor the taxing power of the County, the Issuer or the State of Florida, or of any political subdivision thereof, will be pledged to the payment of the principal of, premium, if any, or interest on the Bonds.

The public hearing is required by Section 147.0 of the Code. Any person interested in the proposed issuance of the Bonds or the Project may appear and be heard. Subsequent to the public hearing, the Board of County Commissioners of St. Johns County, Florida (the "Board of County Commissioners") will consider whether to approve the Bonds as required by Section 147.0 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 on the issuance of the Bonds by the Issuer and the location and nature of the Project. Any person desiring to be heard on this matter is requested to attend the public hearing or send a representative. Written comments (not exceeding 300 words) to be presented at the hearing may be submitted to the Authority, c/o Jennifer Zahner, Project Manager, Economic Development, at the address set out in the penultimate paragraph hereof; and further information relating to this matter is available for inspection and copying during regular business hours at the office of Geoffrey H. Dabson, Esq., Law Offices of Geoffrey Dabson, 16 Palmetto Avenue, St. Augustine, Florida 32084.

2. Considering and acting upon such other business as may properly come before the Authority of said meeting.

In accordance with the Americans with Disabilities Act, persons needing a special accommodation or an interpreter to participate in this proceeding should

contact Ms. Jennifer Zuberer at (904) 209-1700 at the County Administration Building, 500 San Sebastian Way, St. Augustine, Florida 32084, not later than seven days prior to the date of this meeting.

Comments made at the hearing and the meeting are for the consideration of the Authority and the Board of County Commissioners and will not bind any legal action to be taken by the Authority or the Board of County Commissioners. IF A PERSON DECIDES TO APPEAL ANY DECISION MADE BY THE AUTHORITY WITH RESPECT TO ANY MATTER CONSIDERED AT SUCH HEARING OR MEETING, SUCH PERSON WILL NEED A RECORD OF THE PROCEEDINGS AND, FOR SUCH PURPOSE, SUCH PERSON MAY NEED TO ENSURE THAT A VERBATIM RECORD OF THE PROCEEDINGS IS MADE, WHICH RECORD INCLUDES THE TESTIMONY AND EVIDENCE UPON WHICH THE APPEAL IS TO BE BASED.

DATED: March 31, 2022
**ST. JOHNS COUNTY INDUSTRIAL
DEVELOPMENT AUTHORITY**
0003408591 March 31, 2022

Thu, Mar 31, 2022
8:38:53AM

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E-Mail:
Client: MCGUIREWOODS LLP

Name: MCGUIREWOODS LLP
Address: GATEWAY PLAZA
800 EAST CANAL STREET
City: RICHMOND

State: VA **Zip:** 232193916

Ad Number: 0003408591-01
Start: 03/31/2022
Placement: SA Legals
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Caller: Patrice T. De Wees
Issues: 1
Rep: Chris ISC-Landry

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NOTICE OF PUBLIC MEETING AND PUBLIC HEARING OF THE ST. JOHNS COUNTY INDUSTRIAL DEVELOPMENT AL

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NOTICE OF PUBLIC MEETING AND PUBLIC HEARING OF THE ST. JOHNS COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY

NOTICE is hereby given that a public meeting and hearing of the St. Johns County Industrial Development Authority (the "Authority") will be held on April 11, 2022, at 3:00 p.m., local time, or as soon thereafter as can be heard, in the Board of County Commissioners Conference Room, County Administration Building, Second Floor, 500 San Sebastian Way, St. Augustine, Florida 32084, for the purposes of:

1. Holding a public hearing regarding 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 Welford 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, 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 600 Prudential Drive, Jacksonville, Florida 32207, 816 Prudential Drive, Jacksonville, Florida 32207, 811 Prudential Drive, Jacksonville, Florida 32207, 1023 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 3431 Beach Boulevard, Jacksonville, Florida 32207, including without limitation (A) the acquisition, construction, planning, development, renovation, improvement and equipping of a new approximately seven-day health care facility, including without limitation an approximately 75-bed Neonatal Intensive Care Unit and an approximately 25-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 12th Avenue South, Jacksonville Beach, Florida 32250, 1381 13th Avenue South, Jacksonville Beach, Florida 32250, 1370 13th Avenue South, Jacksonville Beach, Florida 32250, 1520 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

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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 32063 and 1717 Baptist Clay Drive, Fleming Island, Florida 32064, including without limitation (A) the acquisition, construction, planning, development, improvement and equipping of a new approximately 300,000 square foot inpatient hospital facility with approximately 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 70875 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.

None of St. Johns County, Florida (the "County"), the Authority and 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. None of the County, the Authority and 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 therefore by the Borrower and/or one or more of its affiliates and related parties, and neither the faith and credit of the County, the Authority, the Issuer or the State of Florida, nor the taxing power of the County, the Issuer or the State of Florida, or of any political subdivision thereof, will be pledged to the payment of the principal of, premium, if any, or 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 Project may appear and be heard. Subsequent to the public hearing, the Board of County Commissioners of St. Johns County, Florida (the "Board of County Commissioners") 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 on the issuance of the Bonds by the Issuer and the location and nature of the Project. Any person desiring to be heard on this matter is requested to attend the public hearing or send a representative. Written comments (not exceeding 500 words) to be presented at the hearing may be submitted to the Authority, c/o Jennifer Zuberer, Project Manager, Economic Development, at the address set out in the penultimate paragraph hereof; and further information relating to this matter is available for inspection and

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copying during regular business hours
at the office of Geoffrey B. Dobson,
Esq., Law Offices of Geoffrey Dobson,
16 Palmetto Avenue, St. Augustine,
Florida 32084.

2. Considering and acting upon such other
business as may properly come before
the Authority of said meeting.

In accordance with the Americans with
Disabilities Act, persons needing a special
accommodation or an interpreter to
participate in this proceeding should
contact Ms. Jennifer Zuber at (904) 209-1750 at the County Administration
Building, 500 San Sebastian View, St.
Augustine, Florida 32084, not later
than seven days prior to the date of this
meeting.

Comments made at the hearing and the
meeting are for the consideration of the
Authority and the Board of County
Commissioners and will not bind any
legal action to be taken by the Authority
or the Board of County Commissioners.
IF A PERSON DECIDES TO APPEAL
ANY DECISION MADE BY THE AUTHORITY WITH RESPECT TO ANY
MATTER CONSIDERED AT SUCH
HEARING OR MEETING, SUCH
PERSON WILL NEED A RECORD OF
THE PROCEEDINGS AND FOR
SUCH PURPOSE, SUCH PERSON
MAY NEED TO ENSURE THAT A
VERBATIM RECORD OF THE PRO-
CEEDINGS IS MADE, WHICH RE-
CORD INCLUDES THE TESTIMONY
AND EVIDENCE UPON WHICH
THE APPEAL IS TO BE BASED.

DATED: March 31, 2022
ST. JOHNS COUNTY INDUSTRIAL
DEVELOPMENT AUTHORITY
0003408201 March 31, 2022