

**MINUTES OF THE BOARD OF SUPERVISORS  
OF MADISON COUNTY, MISSISSIPPI**

REGULAR MEETING OF DECEMBER 19, 2002  
Recessed from regular meeting conducted on December 13, 2002

BE IT REMEMBERED that the regular meeting of the Board of Supervisors of Madison County, Mississippi was duly convened, held and conducted on the 19th day of December, 2002, at the Madison County Chancery/Administrative Building in Canton, Mississippi, as follows, to-wit:

The President of the Board, David H. Richardson, presided and called the meeting to order. The following members were present that day:

Present:

Absent:

Supervisor Karl M. Banks  
Supervisor Marc Sharpe  
Supervisor W. T. "Bill" Banks  
Supervisor David H. Richardson  
Supervisor Paul Griffin  
Sheriff Toby Trowbridge  
Veronica Naylor, Deputy Chancery Clerk

**IN THE MATTER OF IRREVOCABLE STANDBY  
LETTER OF CREDIT NUMBER SM420171C FOR THE  
MADISON COUNTY MEDICAL CENTER**

WHEREAS, this Board at its duly convened meeting on the 16<sup>th</sup> day November, 2001, found that it would be in the best interests of Madison County (the "County") and the citizens of Madison County to lease the Madison County Medical Center Hospital ("Hospital"); and

WHEREAS, this Board found that the proposal to lease the Hospital submitted by Health Management Associates, Inc. was the highest and best proposal and that it would be in the best interests of the County and the citizens of Madison County for this Board to enter into a long-term lease covering the Hospital, and this Board did enter into such lease agreement on March 7, 2002 (the "Lease Agreement") with Health Management Associates, Inc. and its subsidiary Madison HMA, Inc. ("HMA"); and

WHEREAS, a condition of the Lease Agreement required HMA to submit to this Board the original of a letter of credit in the amount of \$4.2 million as provided in paragraph 4.1 of the Lease Agreement, and this Board received from HMA the original Irrevocable Standby Letter of Credit Number SM420171C dated 03/07/02 issued by First Union National Bank (the "Letter of Credit") in the aggregate amount of \$4,200,000 (the "Funds"); and

WHEREAS, the State Health Officer has issued a written decision, a copy of which is attached hereto as Exhibit "A", upon the Application (as defined in the Lease Agreement), all other conditions of the Letter of Credit have been fulfilled, and this Board desires to take the steps necessary to cause payment of the Funds to the County pursuant to the terms of the Letter of Credit;

NOW, THEREFORE, BE IT RESOLVED that this Board hereby authorizes and directs the President of this Board, David H. Richardson, to take all steps necessary or conducive to cause payment of the Funds to the County pursuant to the Lease Agreement and the Letter of Credit.

BE IT FURTHER RESOLVED that this Board hereby authorizes and directs the President of this Board to deliver, or cause to be delivered, to First Union National Bank the original Letter of Credit, a copy of the written decision of the Mississippi State Health Officer, and a copy of this Resolution.

BE IT FURTHER RESOLVED that this Board hereby makes the following statement and representation to First Union National Bank pursuant to paragraph 1 of the Letter of Credit and directs that this statement be included in the Resolution delivered to First Union National Bank pursuant to the Letter of Credit:

"WE HEREBY CERTIFY THAT THE 'STATE HEALTH OFFICER', AS SUCH TERM IS DEFINED IN THAT CERTAIN LEASE AGREEMENT AMONG THE COUNTY, MADISON HMA, INC. AND HEALTH MANAGEMENT ASSOCIATES, INC., DATED MARCH 07, 2002 (THE "AGREEMENT"), HAS ISSUED A WRITTEN DECISION UPON THE "APPLICATION" (AS SUCH TERM IS DEFINED IN SECTION 5.2 OF THE AGREEMENT). A TRUE AND CORRECT COPY OF THE WRITTEN DECISION IS ATTACHED HERETO."

BE IT FURTHER RESOLVED that this Board's attorneys, Copeland, Cook, Taylor & Bush, P.A., upon direction from the President of this Board, are authorized and directed to undertake all actions as are necessary or conducive to obtain payment of the Funds to the County.

Following review and discussion, Supervisor W.T. "Bill" Banks did move and Supervisor Marc Sharpe did second to adopt the foregoing Resolution. The vote of the Board adopting the foregoing Resolution was as follows:

Supervisor District One, Mr. W. T. (Bill) Banks	voted: <u>aye</u>
Supervisor District Two, Mr. Marc Sharpe	voted: <u>aye</u>
Supervisor District Three, Mr. David Richardson	voted: <u>aye</u>
Supervisor District Four, Mr. Karl Banks	voted: <u>aye</u>
Supervisor District Five, Mr. Paul Griffin	voted: <u>aye</u>

The Resolutions, having received the affirmative vote of the Board members present, was declared by Mr. Richardson, President of the Board, as being duly carried on this 19<sup>th</sup> day of December, 2002.

There being no further business to come before the meeting of the Board of Supervisors of Madison County, Mississippi, upon motion duly made by Supervisor Karl M. Banks and seconded by Supervisor Marc Sharpe and approved by the unanimous vote of those present, the meeting of the Board of Supervisors was recessed until Friday, December 20, 2002 at 9:30 a.m.

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David H. Richardson, President  
Madison County Board of Supervisors