

HOSPITAL AUTHORITY OF ALBANY-DOUGHERTY COUNTY

MINUTES OF THE SEPTEMBER 10, 2020 CALLED MEETING (CONFERENCE CALL)

(Open Session)

Attendees: (Via Phone)

Authority Board Members: Fred Ghiglieri, Joel Callins, Dr. Kathy Hudson, Clinton Johnson, Dr. Michael Laslie, Ferrell Moultrie, Glenn Singfield, Sr., Dr. Tania Smith, and Nyota Tucker

Authority Legal Counsel: Tommy Coleman

Those Present on Behalf of Phoebe Putney Memorial Hospital, Inc.: Joe Austin, Dawn Benson, Brian Church, Scott Steiner

Absent Authority Members: None

Open Meeting and Establish a Quorum:

Chair Ghiglieri called the meeting to order at 8:30am and noted the Members were participating via phone and Phoebe Staff Members were also participating by phone. Mr. Ghiglieri thanked all Members for their participation and he ensured a quorum was present by performing a role call.

Approval of the Agenda:

The proposed Agenda had been previously provided to the Authority Members. An additional item was added as item IV (Power of Attorney). A motion to adopt the amended Agenda for the meeting was made by Dr. Hudson and seconded by Mr. Singfield. The motion was unanimously approved. A copy of the Agenda as adopted is attached.

1912 Arlington Lane:

The 1912 Arlington property was sold in by the HAADC in October 2016 to PAAWS LLC. with a Right of First Refusal in favor of the Authority. PAAWS LLC. has decided to sell the property and the Authority must decide to buy the property or pass on the purchase. Phoebe Memorial Hospital representatives stated that this property is not needed in their Master Plan for the hospital. After discussion, the Authority unanimously decided to NOT repurchase this property.

Power of Attorney:

The HAADC Chair received (Sept. 8) a notice from the IRS of an audit of the Series 2012, \$107,900,000 HAADC Georgia Revenue Anticipation Certificates. Discussion ensued about the need for a Power of Attorney to allow Mr. Coleman, Brian Church, Dawn Benson, and maybe others to deal directly with the IRS. Motion to allow this Power of Attorney to be executed was made by Mr. Callins and second by Dr. Smith. The motion was unanimously approved by the Authority members.

Adjournment:

There being no further business the meeting was adjourned.

AGENDA

HOSPITAL AUTHORITY OF ALBANY-DOUGHERTY COUNTY, GEORGIA

(OPEN SESSION)

CALLED Meeting of September 10, 2020

Via Teleconference

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| I. | Open meeting and establish quorum | Chair |
| II. | Consider Approval of Agenda (draft previously provided to Members) | Chair |
| III. | Discussion of 1912 Arlington Lane Property – Discussion / Vote on the “Right of First Refusal” | Chair |
| IV. | Adjournment | Chair |

James H. Moore, III
Luanne Clarke *
Willis A. DuVall, Jr.
W. Ralph Rodgers, Jr.
David A. Garland ^{+(TN)}
C. Jason Willcox
Edgar W. Duskin, Jr.
Kevin C. Gaulke **
D. Bradley Folsom
Wallace D. Bonner, Jr.
Matthew E. Eutzler ^{+(FL)}
R. Lee Brown, Jr.
M. Drew DeMott ^{+(SC)}
Michael T. Hammond
Michael Eric Hooper
James H. Edge
Stephan A. Ray ^{+(AL)}
Roland Weekley ^{+(FL)}
Wheeler H. Bryant ^{+(FL, SC)}
Elizabeth W. Brice
Jessica Crannis

+ Additional Licenses
* Certified Mediator/Arbitrator
** Certified Mediator

**MOORE CLARKE
DUVALL & RODGERS**
ATTORNEYS AT LAW

2829 Old Dawson Road (31707)
Post Office Drawer 71727
Albany, Georgia 31708-1727
Telephone (229) 888-3338
Facsimile (229) 888-1191
Real Estate Fax (229) 888-2199
E-mail: closings@mcdcr-law.com

Reply To:
Albany Office

August 25, 2020
Regular Mail and Certified Mail
Return Receipt Requested

Atlanta Office
900 Circle 75 Parkway, Suite 1175
Atlanta, Georgia 30339
(770) 563-9339

Savannah Office
SunTrust Building
33 Bull Street, Suite 203 (31401)
Post Office Box 8427
Savannah, Georgia 31412
(912) 234-0995

Valdosta Office
2611 North Patterson Street (31602)
Post Office Box 4540
Valdosta, Georgia 31604-4540
(229) 245-7823

Tifton Office
Mark T. Sandifer, Partner
3300 Fulwood Road (31794)
Post Office Box 7170
Tifton, Georgia 31793
(229) 382-0037

Of Counsel:
Leesa A. Bohler **

Hospital Authority of
Albany-Dougherty County, Georgia
P.O. Box 3770
Albany, GA 31706

Attn: Mr. Fred Ghiglieri, Chair

**RE: Sale of 1912 Arlington Lane, Albany, Dougherty County, Georgia (the
"Property")
Owned by PAAWS, LLC
MCDR # 17290.010**

Dear Mr. Ghiglieri:

On October 13, 2016, The Hospital Authority of Albany-Dougherty County, Georgia (the "Authority") sold the referenced property to PAAWS LLC, a Georgia limited liability company which is an entity owned by Dr. Paul Payne. I have attached a copy of the Deed for your convenience which includes a Right of First Refusal in favor of the Authority.

PAAWS, LLC has decided to sell the Property. Our firm represents PAAWS, LLC, and pursuant to the terms of the Right of Refusal, this letter is to give notice to the Authority of the offer. PAAWS, LLC has a signed Commercial Purchase and Sale Agreement to sell the Property for \$450,000.00, with earnest money having been paid in the amount of \$2,500.00 and a closing date of September 25, 2020.

Please advise us at your earliest convenience whether or not the Authority intends to buy or not buy the Property.