

RESOLUTION NO. 2025-13

A RESOLUTION OF THE CHRISTIAN COUNTY FISCAL COURT CONSENTING TO CHANGE OF CONTROL AFFECTING THE LOAN AGREEMENT BETWEEN CHRISTIAN COUNTY, KENTUCKY AND JENNIE STUART MEDICAL CENTER, INC.

WHEREAS, Christian County, Kentucky ("County") and Jennie Stuart Medical Center, Inc. ("Jennie Stuart") entered into a Loan Agreement dated November 29, 2022 ("Loan Agreement"); and

WHEREAS, Section 5.05 of the Loan Agreement requires the written consent of the County prior to any change of control affecting Jennie Stuart; and

WHEREAS, Jennie Stuart has provided notice to the County of a proposed change of control in connection with an affiliation agreement between Deaconess Health Kentucky, Inc. ("Deaconess") and Jennie Stuart, whereby Deaconess will become the sole member of Jennie Stuart ("Proposed Transaction"); and

WHEREAS, the County requested an opinion of counsel from Wyatt, Tarrant & Combs, LLP, the bond counsel for the Loan Agreement, regarding the impact of the Proposed Transaction on the County's rights and position under the Loan Agreement; and

WHEREAS, the opinion of counsel attached hereto confirms that the Proposed Transaction and the County's consent thereto will not adversely affect the validity of the Master Indenture Notes, the Bonds, or their compliance with the Act as defined in the Loan Agreement, and will not otherwise impact the County's position under the Loan Agreement; and

WHEREAS, the Christian County Fiscal Court finds it is in the best interest of the County to consent to the Proposed Transaction;

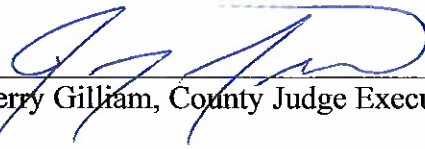
NOW, THEREFORE, BE IT RESOLVED BY THE CHRISTIAN COUNTY FISCAL COURT:

1. Pursuant to Section 5.05 of the Loan Agreement dated November 29, 2022, and upon reliance of the opinion of counsel attached hereto, the Christian County Fiscal Court hereby consents to the change of control of Jennie Stuart in connection with the affiliation agreement between Deaconess and Jennie Stuart as required and requested under the terms of the Loan Agreement.

2. Jerry Gilliam, County Judge Executive of Christian County, Kentucky, is hereby authorized and directed to execute and deliver all documents or agreements necessary to effectuate this consent to change of control to the Loan Agreement dated November 29, 2022.

ADOPTED this 14th day of October, 2025.

CHRISTIAN COUNTY FISCAL COURT

By: 
Jerry Gilliam, County Judge Executive

ATTEST:


Melinda Humphries, County Clerk