

**SUPPLEMENTAL BOND RESOLUTION**

**A RESOLUTION OF THE ATLANTA DEVELOPMENT  
AUTHORITY RELATING TO, INTER ALIA, THE  
ATLANTA DEVELOPMENT AUTHORITY HEALTH  
CARE FACILITIES REVENUE BONDS (GEORGIA  
PROTON TREATMENT CENTER PROJECT) SERIES 2017,  
AND FOR OTHER RELATED PURPOSES**

Adopted: June 28, 2017

<b>Exhibit “A”</b>	Form of Loan Agreement
<b>Exhibit “B”</b>	Forms of Series 2017 Promissory Notes
<b>Exhibit “C”</b>	Form of Trust Indenture
<b>Exhibit “D”</b>	Forms of Fee Deed to Secure Debt, Assignment of Leases and Rents, and Security Agreement and Assignment of Fee Deed to Secure Debt, Assignment of Leases and Rents, and Security Agreement
<b>Exhibit “E”</b>	Form of Leasehold Deed to Secure Debt, Assignment of Leases and Rents, and Security Agreement and Assignment of Leasehold Deed to Secure Debt, Assignment of Leases and Rents, and Security Agreement
<b>Exhibit “F”</b>	Form of Assignment of Contract Documents
<b>Exhibit “G”</b>	Forms of Preliminary Official Statement and Official Statement
<b>Exhibit “H”</b>	Forms of Bond Purchase Agreements

## **SUPPLEMENTAL BOND RESOLUTION**

**WHEREAS**, on February 16, 2017, The Atlanta Development Authority (the “Issuer”), adopted a Bond Resolution (the “Original Resolution”) authorizing the issuance of one or more series of revenue bonds in an aggregate principal amount not to exceed \$400,000,000, to be designated The Atlanta Development Authority Health Care Facilities Revenue Bonds (Georgia Proton Treatment Center Project) Series 2017 (the “Series 2017 Bonds”) to (i) refinance and finance a portion of the cost of acquiring, constructing, and equipping a proton therapy treatment facility located in Atlanta, Fulton County, Georgia (the “Project”), (ii) fund the Debt Service Reserve Fund created under the Indenture, (iii) fund additional reserves, (iv) fund interest on the Series 2017 Bonds, and (v) pay all or a portion of the costs of issuing the Series 2017 Bonds, with the Project to be conveyed to the Issuer by the hereinafter defined Company and leased by the Issuer to the Company; and

**WHEREAS**, the Original Resolution authorized a Loan Agreement between the Issuer and Georgia Proton Treatment Center, LLC, a Delaware limited liability company duly authorized to conduct business in Georgia (the “Company”), the sole member of which is Provident ProtonCare Center – Georgia LLC, a Georgia limited liability company, the sole member of which is Provident Resource Group, Inc., a Georgia nonprofit corporation; and

**WHEREAS**, Georgia ProtonCare Center Inc., a Georgia nonprofit corporation (the “Corporation” and together with the Company, the “Obligors”) will be a signatory, and under certain conditions a party, to the Loan Agreement; and

**WHEREAS**, it is proposed that the Issuer should determine the principal amount of the Series 2017 Bonds, the maturities of each series of Series 2017, and the interest rate on each such maturity; and

**WHEREAS**, the Issuer proposes to ratify the distribution of a Preliminary Official Statement, dated May 15, 2017 (the “Preliminary Official Statement”), relating to the Series 2017 Bonds; and

**WHEREAS**, the Issuer proposes to authorize the execution, use and distribution of an Official Statement, dated June 20, 2017 (the “Official Statement”), relating to the Series 2017 Bonds; and

**WHEREAS**, the Issuer proposes to authorize the execution, delivery and performance of a Bond Purchase Agreement, dated June 20, 2017, between the Issuer and Citigroup Capital Markets Inc. and a Bond Purchase Agreement dated \_\_\_\_\_, 2017, between the Issuer and the purchasers of the Series 2017A-2 Bonds, Series 2017B Bonds and Series 2017C Bonds, as defined in the Loan Agreement (the “Bond Purchase Agreements”); and

**WHEREAS**, capitalized terms used but not defined herein shall have the meanings assigned to them in the Original Resolution and in the Loan Agreement;

**NOW, THEREFORE, BE IT RESOLVED**, by the Board of Directors of the Issuer, as follows:

Section 1. Authority for this Supplemental Bond Resolution. This Supplemental Bond Resolution is adopted pursuant to the provisions of the Act.

Section 2. Approval of Terms of Series 2017 Bonds. The Series 2017 Bonds shall be issued in the aggregate initial principal amount of \$368,446,801.30. The principal amount of each series of the Series 2017 Bonds maturing on January 1 in each year, and the interest rate for each maturity of each series are set forth on Schedule I attached hereto. The aggregate principal amount of the Series 2017 Bonds, the interest rates and maximum annual debt service to occur in any bond year are within the parameters established in the Original Resolution and are hereby approved.

Section 3. Authorization of Loan Agreement. The execution, delivery and performance of the Loan Agreement by and between the Issuer and the Obligor be and the same are hereby authorized. The Loan Agreement shall be in substantially the form attached hereto as Exhibit "A," subject to such minor changes, insertions or omissions as may be approved by the Chair, Vice Chair, President and Chief Executive Officer or Executive Vice President and Chief Operating Officer of the Issuer, and the execution of the Loan Agreement by the Chair, Vice Chair, President and Chief Executive Officer or Executive Vice President and Chief Operating Officer and attestation by the Secretary or any Assistant Secretary of the Issuer as hereby authorized shall be conclusive evidence of any such approval. The form of the Series 2017 Notes is attached hereto as Exhibit "B." The endorsement of the Series 2017 Notes to the order of the Trustee by the Chair, Vice Chair, President and Chief Executive Officer, or Executive Vice President and Chief Operating Officer of the Issuer is hereby authorized.

Section 4. Authorization of Indenture. In order to secure the payment of the principal of, the redemption premium (if any) and the interest on the Series 2017 Bonds herein authorized, and in order to secure the performance and observance of all the agreements and conditions in the Series 2017 Bonds, the execution, delivery and performance of the Indenture by and between the Issuer and the Trustee be and the same are hereby authorized. The Indenture shall be in substantially the form attached hereto as Exhibit "C," subject to such minor changes, insertions or omissions as may be approved by the Chair, Vice Chair, President and Chief Executive Officer, or Executive Vice President and Chief Operating Officer of the Issuer, and the execution of the Indenture by the Chair, Vice Chair, President and Chief Executive Officer or Executive Vice President and Chief Operating Officer and attestation by the Secretary or any Assistant Secretary of the Issuer as hereby authorized shall be conclusive evidence of any such approval.

Section 5. Authorization of Fee Security Deed and Assignment. The form of the Fee Deed to Secure Debt, Assignment of Leases and Rents, and Security Agreement by and from the Obligor in favor of the Issuer is hereby approved and the execution, delivery and performance of the Assignment of Fee Deed to Secure Debt, Assignment of Leases and Rents, and Security Agreement by and from the Issuer in favor of the Trustee be and the same are hereby authorized. The Fee Deed to Secure Debt, Assignment of Leases and Rents, and Security Agreement and the Assignment of Fee Deed to Secure Debt, Assignment of Leases and Rents, and Security Agreement shall be in substantially the forms attached hereto as Exhibit "D," subject to such minor changes, insertions or omissions as may be approved by the Chair, Vice Chair, President and Chief Executive Officer or Executive Vice President and Chief Operating

Officer of the Issuer, and the execution of the Assignment of Fee Deed to Secure Debt, Assignment of Leases and Rents, and Security Agreement by the Chair, Vice Chair, President and Chief Executive Officer, or Executive Vice President and Chief Operating Officer and attestation by the Secretary or any Assistant Secretary of the Issuer as hereby authorized shall be conclusive evidence of any such approval.

Section 6. Authorization of Leasehold Security Deed and Assignment. The form of the Leasehold Deed to Secure Debt, Assignment of Leases and Rents, and Security Agreement by and from the Company in favor of the Issuer is hereby approved and the execution, delivery and performance of the Assignment of Leasehold Deed to Secure Debt, Assignment of Leases and Rents, and Security Agreement by and from the Issuer in favor of the Trustee be and the same are hereby authorized. The Leasehold Deed to Secure Debt, Assignment of Leases and Rents, and Security Agreement and the Assignment of Leasehold Deed to Secure Debt, Assignment of Leases and Rents, and Security Agreement shall be in substantially the forms attached hereto as Exhibit "E," subject to such minor changes, insertions or omissions as may be approved by the Chair, Vice Chair, President and Chief Executive Officer or Executive Vice President and Chief Operating Officer of the Issuer, and the execution of the Assignment of Leasehold Deed to Secure Debt, Assignment of Leases and Rents, and Security Agreement by the Chair, Vice Chair, President and Chief Executive Officer, or Executive Vice President and Chief Operating Officer and attestation by the Secretary or any Assistant Secretary of the Issuer as hereby authorized shall be conclusive evidence of any such approval.

Section 7. Authorization of Assignment of Contract Documents. The form of the Assignment of Contract Documents from the Obligors in favor of the Trustee is hereby approved. The Assignment of Contract Documents shall be in substantially the form attached hereto as Exhibit "F," subject to such minor changes, insertions or omissions as may be approved by the Chair, Vice Chair, President and Chief Executive Officer, or Executive Vice President and Chief Operating Officer of the Issuer.

Section 8. Ratification of Preliminary Official Statement and Authorization of Official Statement. The use and distribution of the Preliminary Official Statement and the Official Statement in the forms presented at this meeting are hereby ratified and approved. The forms of the Preliminary Official Statement and the Official Statement are attached hereto as Exhibit "G." The execution and delivery of a "Rule 15c2-12 Certificate" of the Issuer "deeming final" the Preliminary Official Statement within the meaning of Rule 15c2-12 of the Securities and Exchange Commission is hereby authorized, ratified and approved.

Section 9. Authorization of Bond Purchase Agreements. The execution, delivery and performance of the Bond Purchase Agreements relating to the Series 2017A-1 Bonds and to the Series 2017A-2 Bonds, the Series 2017B Bonds, and the Series 2017C Bonds are hereby authorized and approved. The forms of the Bond Purchase Agreements are attached hereto as Exhibit "H." The Bond Purchase Agreements shall be in substantially the forms presented at this meeting, subject to such minor changes, insertions, or omissions as may be approved by the Chair, Vice Chair, President and Chief Executive Officer, or Executive Vice President and Chief Operating Officer of the Issuer of the Issuer, and the execution of the Bond Purchase Agreements by the Chair, Vice Chair, President and Chief Executive Officer, or Executive Vice President and

Chief Operating Officer of the Issuer as hereby authorized shall be conclusive evidence of such approval.

Section 10. No Personal Liability. No representation, statement, covenant, stipulation, obligation or agreement herein contained or contained in the documents authorized by this Supplemental Resolution (the “Documents”) shall be deemed to be a representation, statement, covenant, stipulation, obligation or agreement of any officer, director, agent or employee of the Issuer in his or her individual capacity, and no such, officer, director, agent, or employee shall be personally liable on the Series 2017 Bonds or be subject to personal liability or accountability by reason of the execution thereof.

Section 11. General Authority. The officers, director, agents and employees of the Issuer are hereby authorized, empowered and directed to do all such acts and things, including but not limited to making covenants on behalf of the Issuer, and to execute all such documents and certificates as may be necessary to carry out the transactions contemplated by this Supplemental Resolution and the Original Resolution.

Section 12. Ratification of Original Resolution. Except as expressly amended, modified, or supplemented by this Supplemental Resolution, all of the terms, conditions, and provisions of the Original Resolution shall remain in full force and effect and are hereby ratified and reaffirmed.

Section 13. Actions Approved and Ratified. All acts and doings of the officers, directors, agents and employees of the Issuer which are in conformity with the purposes and intents of this Supplemental Resolution and the Original Resolution are hereby approved and ratified.

Section 14. Severability of Invalid Provisions. If any one or more of the agreements or provisions contained in this Supplemental Resolution or the Documents shall be held contrary to any express provision 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 agreements and provisions and shall in no way affect the validity of any of the other agreements and provisions hereof or the Documents.

Section 15. Repealing Clause. All resolutions or parts thereof of the Issuer in conflict with the provisions herein contained are, to the extent of such conflict, hereby superseded and repealed.

Section 16. Effective Date. This Supplemental Resolution shall be effective immediately upon its adoption.

[Signatures Follow]

ADOPTED this 28th day of June, 2017.

**THE ATLANTA DEVELOPMENT  
AUTHORITY D/B/A INVEST ATLANTA**

(SEAL)

---

Vice Chair

Attest:

---

Assistant Secretary

## SCHEDULE I

### Details of Series 2017 Bonds

(a) Series 2017A-1 Bonds. The Series 2017A-1 Bonds in the aggregate principal amount of \$219,365,000.00 will be designated “The Atlanta Development Authority Senior Health Care Facilities Current Interest Revenue Bonds (Georgia Proton Treatment Center Project) Tax-Exempt Series 2017A-1” and will be dated the Closing Date. The Series 2017A-1 Bonds are Current Interest Bonds that will bear interest at the rates per annum set forth below, computed on the basis of a 360-day year consisting of twelve 30-day months, payable on January 1, 2018 and semiannually thereafter on January 1 and July 1 of each year and will mature on January 1, in the years and in the amounts as follows, unless earlier called for redemption.

<u>January 1 of the Year</u>	<u>Amount</u>	<u>Interest Rate</u>
2023	\$ 7,000,000	6.000%
2029	20,060,000	6.500%
2035	90,375,000	6.750%
2040	101,930,000	7.000%

Series 2017A-1 Bonds will bear interest on overdue principal and interest at the Default Rate.

(b) Series 2017A-2 Bonds. The Series 2017A-2 Bonds in an aggregate initial principal amount of \$16,083,154.65 will be designated “The Atlanta Development Authority Senior Health Care Facilities Convertible Capital Appreciation Draw-Down Revenue Bonds (Georgia Proton Treatment Center Project) Taxable Series 2017A-2” and will be dated the Closing Date. Interest on the Series 2017B-1 Bonds shall compound from the Closing Date on each Compounding Date as set forth in the schedule attached to the Series 2017A-2 Bonds and shall be treated as accruing in equal daily amounts between Compounding Dates, payable at maturity or earlier redemption. On January 1, 2023, the Series 2017 A-2 Bonds will convert to Current Interest Bonds with interest payable on July 1, 2023 and on each Interest Payment thereafter. Interest on the Series 2017 A-2 Bonds shall be computed on the basis of a 360-day year of twelve 30-day months. The Series 2017 A-2 Bonds shall mature on January 1 of the years and in the amounts set forth below, unless earlier called for redemption. Series 2017A-2 Bonds will bear interest on overdue principal and interest at the Default Rate.

As of the date of their issuance, the Series 2017A-2 Bonds shall be in the principal amount of \$4,298,864.25, equal to the Initial Advance. On July 1, 2018, an Additional Advance in the amount of \$11,784,290.40 shall be made in accordance with the provisions of this Indenture, the Agreement, and the Agreement to Advance. The principal amount of the Series 2017A-2 Bonds shall be the amount of the Initial Advance plus the Additional Advance.

<u>Initial Principal Amount</u>	<u>Additional Advance</u>	<u>Interest Rate</u>	<u>Principal Amount on Conversion Date</u>	<u>Maturity Year</u>
4,298,864.25	\$11,784,290.40	8.00%	\$23,345,000	2028

Interest will compound or accrue, as applicable, only on funds actually advanced.

(c) Series 2017B-1 Bonds. The Series 2017B-1 Bonds in the aggregate principal amount of 76,998,809.25 will be designated “The Atlanta Development Authority Subordinate Health Care Facilities

Convertible Capital Appreciation Revenue Bonds (Georgia Proton Treatment Center Project) Tax-Exempt Series 2017B-1” and will be dated the Closing Date. Interest on the Series 2017B-1 Bonds shall compound from the Closing Date on each Compounding Date as set forth in the schedule attached to the Series 2017B-1 Bonds and shall be treated as accruing in equal daily amounts between Compounding Dates, payable at maturity or earlier redemption. On January 1, 2023, the Series 2017B-1 Bonds will convert to Current Interest Bonds with interest payable on July 1, 2023 and on each Interest Payment thereafter. Interest on the Series 2017B-1 Bonds shall be computed on the basis of a 360-day year of twelve 30-day months. The Series 2017B-1 Bonds shall mature on January 1 of the years and in the amounts set forth below, unless earlier called for redemption.

<b><u>Initial Principal Amount</u></b>	<b><u>Interest Rate</u></b>	<b><u>Principal Amount on Conversion Date</u></b>	<b><u>Maturity Year</u></b>
\$76,998,809.25	8.00%	\$118,305,000	2040

Series 2017B-1 Bonds will bear interest on overdue principal and interest at the rate borne by the Series 2017B-1 Bonds.

(d) **Series 2017B-2 Bonds.** The Series 2017B-2 Bonds in the aggregate principal amount of 20,000,161.40 will be designated “The Atlanta Development Authority Subordinate Health Care Facilities Capital Appreciation Revenue Bonds (Georgia Proton Treatment Center Project) Tax-Exempt Series 2017B-2” and will be dated the Closing Date. Interest on the Series 2017B-2 Bonds shall compound from the Closing Date on each Compounding Date as set forth in the schedule attached to the Series 2017B-2 Bonds and shall be treated as accruing in equal daily amounts between Compounding Dates, payable at maturity or earlier redemption. Series 2017B-2 Additional Interest will be paid on the Series 2017B-2 Bonds for the years and in the amounts set forth in the definition of Series 2017B-2 Additional Interest. The Series 2017B-2 Bonds shall mature on January 1 of the years and in the amounts set forth below, unless earlier called for redemption.

<b><u>Initial Principal Amount</u></b>	<b><u>Interest Rate</u></b>	<b><u>Maturity Amount</u></b>	<b><u>Maturity Year</u></b>
\$20,000,161.40	8.00% <sup>(1)</sup>	\$159,580,000	2044

<sup>(1)</sup> Additional interest shall be paid on the Series 2017B-2 Bonds in the following amounts payable from the Surplus Account created under the Indenture on the dates shown:

<b><u>Date</u></b>	<b><u>Amount</u></b>
May 1, 2022	\$ 165,000
May 1, 2023	992,000
May 1, 2024	1,195,000
May 1, 2025	1,207,000
May 1, 2026	1,188,500
May 1, 2027	1,460,000
May 1, 2028	1,248,000
May 1, 2029	1,456,500
May 1, 2030	692,000

Series 2017B-2 Bonds will bear interest on overdue principal and interest at the rate borne by the Series 2017B-2 Bonds.



(e) Series 2017C Bonds The Series 2017C Bonds in the aggregate principal amount of 35,999,676.00 will be designated “The Atlanta Development Authority Junior Subordinate Health Care Facilities Capital Appreciation Revenue Bonds (Georgia Proton Treatment Center Project) Tax-Exempt Series 2017C” and will be dated the Closing Date. Interest on the Series 2017C Bonds shall compound from the Closing Date on each Compounding Date as set forth in the schedule attached to the form of Series 2017C Bonds and shall be treated as accruing in equal daily amounts between Compounding Dates, until payable at maturity or earlier redemption. Interest on the Series 2017C Bonds shall be computed on the basis of a 360-day year of twelve 30-day months. The Series 2017C Bonds shall mature on January 1 of the years and in the amounts set forth below, unless earlier called for redemption.

<b><u>Initial Principal Amount</u></b>	<b><u>Interest Rate</u></b>	<b><u>Maturity Amount</u></b>	<b><u>Maturity Year</u></b>
\$35,999,676.00	4.00%	\$120,360,000	2048

Series 2017C Bonds will bear interest on overdue principal and interest at the rate borne by the Series 2017C Bonds.

EXHIBIT "A"

Form of Loan Agreement

EXHIBIT "B"

Form of Series 2017 Notes

EXHIBIT "C"

Form of Indenture

EXHIBIT "D"

Forms of Fee Deed to Secure Debt, Assignment of Leases and Rents, and Security Agreement and Assignment of Fee Deed to Secure Debt, Assignment of Leases and Rents, and Security Agreement

EXHIBIT "E"

Forms of Leasehold Deed to Secure Debt, Assignment of Leases and Rents, and  
Security Agreement and Assignment of Leasehold Deed to Secure Debt,  
Assignment of Leases and Rents, and Security Agreement

EXHIBIT "F"

Form of Assignment of Contract Documents

EXHIBIT "G"

Form of Preliminary Official Statement and Official Statement



EXHIBIT “H

Forms of Bond Purchase Agreements

SECRETARY'S CERTIFICATE

The undersigned Assistant Secretary of The Atlanta Development Authority d/b/a Invest Atlanta (the "Issuer"), DOES HEREBY CERTIFY that the foregoing pages of typewritten matter pertaining to The Atlanta Development Authority Health Care Facilities Revenue Bonds (Georgia Proton Treatment Center, LLC Project) Series 2017, constitutes a true and correct copy of the Supplemental Bond Resolution adopted on June 28, 2017 by the members of the Board of Directors of the Issuer in a meeting duly called and assembled, after due and reasonable notice was given in accordance with applicable laws and with the procedures of the Issuer, by a vote of a majority of the directors present and voting, which meeting was open to the public and at which a quorum was present and acting throughout, and that the original of said Supplemental Bond Resolution appears of record in the Minute Book of the Issuer which is in the undersigned's custody and control.

WITNESS my hand and the official seal of The Atlanta Development Authority,  
this 28th day of June, 2017.

(SEAL)

---

Assistant Secretary, The Atlanta Development  
Authority d/b/a Invest Atlanta