

CERTIFICATE OF ADOPTION

I, the undersigned County Clerk of Brazos County, Texas (the “County”), hereby certify as follows:

1. The Commissioners Court (the “Court”) of the County convened in regular session in Bryan, Texas, on September 23, 2025 (the “Meeting”), at the designated meeting place, and the roll was called of the duly constituted members of the Court, to-wit:

Kyle Kacal	Interim County Judge
Bentley Nettles	Commissioner, Precinct 1
Chuck Konderla	Commissioner, Precinct 2
Fred Brown	Commissioner, Precinct 3
Wanda J. Watson	Commissioner, Precinct 4

All of such persons were present, except the following absentees: _____, thus constituting a quorum. Whereupon a written:

**RESOLUTION CONCERNING REVENUE BONDS,
SERIES 2025 (COMMONSPIRIT HEALTH) TO BE ISSUED BY THE
COLORADO HEALTH FACILITIES AUTHORITY**

(the “Resolution”) was duly moved and seconded and, after due discussion, said motion, carrying with it the adoption of the Resolution, prevailed and carried by the following votes:

AYES: _____ NOES: _____

2. A true, full, and correct copy of the Resolution is attached to and follows this Certificate; the Resolution has been duly recorded in the minutes of the Meeting; the above and foregoing paragraph is a true, full, and correct excerpt from the minutes of the Meeting pertaining to the adoption of the Resolution; the persons named in the above and foregoing paragraph are the duly elected, qualified, and acting members of the Court; each of such members was duly and sufficiently notified officially and personally, in advance, of the time, place, and purpose of the Meeting, and that the Resolution would be introduced and considered for adoption at the Meeting, and each of such members consented, in advance, to the holding of the Meeting for such purpose; and the Meeting was open to the public, and public notice of the time, place, and purpose of the Meeting was given, all as required by Chapter 551, Texas Government Code.

SIGNED AND SEALED this September 23, 2025.

Karen McQueen, County Clerk and
Ex-Officio Clerk of the
Commissioners Court

By _____

(COMMISSIONERS COURT SEAL)

**RESOLUTION CONCERNING REVENUE BONDS,
SERIES 2025 (COMMONSPIRIT HEALTH) TO BE ISSUED BY THE
COLORADO HEALTH FACILITIES AUTHORITY**

WHEREAS, the Commissioner's Court of Brazos County, Texas (the "**County**") has received a request to approve the issuance by the Colorado Health Facilities Authority ("**COHFA**") of its revenue bonds, in one or more series (the "**Bonds**"), in an amount not to exceed \$978,895,000 for the benefit of CommonSpirit Health ("**CommonSpirit**"), with up to \$12,150,000 of the proceeds thereof to be used to finance or refinance certain projects located within the County (the "**County Projects**") described below.

WHEREAS, the proceeds of the Bonds may be used to (a) finance, refinance, pay, or reimburse the costs of the projects described below for the County Affiliates (defined below) and additional projects in other jurisdictions (including other jurisdictions in Texas, and in Colorado, Arizona, Georgia, Iowa, Kansas, Minnesota, Nebraska, Ohio and Oregon (collectively, the "**Other Jurisdictions**")); (b) refinance all or a portion of (i) (A) a taxable loan that refinanced COHFA's Revenue Bonds (CommonSpirit Health) Series 2019B-1 and (B) COHFA's Revenue Bonds (CommonSpirit Health) Series 2019B-2, portions of which financed or refinanced County Projects for the benefit of County Affiliates and additional projects in the Other Jurisdictions and (ii) the Development Authority of Catoosa County Revenue Bonds (CHI Memorial Hospital – Georgia) Series 2025; (c) pay certain expenses incurred in connection with the issuance of the Bonds; and (d) fund a debt service reserve fund for, and/or capitalized interest on, all or any portion of the Bonds.

WHEREAS, the County Projects are owned or operated by CommonSpirit, St. Joseph Regional Health Center, St. Joseph Services Corporation, St. Joseph Physician Associates, St. Joseph Regional Health Partners, and/or their affiliates or subsidiaries (collectively, the "**County Affiliates**"). The County Projects consist of the financing or refinancing in the amounts no greater than those listed below of the costs of the acquisition, construction, renovation and installation of certain additions and improvements to and equipment in the amounts and at the healthcare facilities described below (including the related land, parking garages, office buildings, clinics, warehouses and other buildings) located on the campuses identified below:

CHI St. Joseph Health Regional Hospital (Bryan): Up to \$11,500,000 at the campus, which is bordered generally by the 2500/2600 block of E. 29th St to the north, 2700 block of Kent St to the south, 1400 block of Memorial Dr to the east, 2200/2300 block of E. Villa Maria to the west, and is identified by various addresses including, but not limited to 2801 Franciscan Dr, 2600 Osler Blvd, 2700 Koch St, and De Lee St, all in Bryan; and

CHI St Joseph Health (College Station): Up to \$650,000 at CHI St Joseph Health Express Care, 4421 Hwy 6 South, College Station; and up to \$8,500,000 at CHI St Joseph Health College Station Emergency Center, 4411 Hwy 6 South, College Station.

WHEREAS, the principal of and interest on the Bonds will not constitute a debt of COHFA or Brazos County, Texas, nor shall the Bonds be payable from a tax of any nature levied upon any property within Brazos County, Texas nor within any other political subdivision of the State of Texas. The Bonds will be payable only from the revenues and resources pledged for their payment;

WHEREAS, the Internal Revenue Code of 1986, as amended, (the "**Code**") authorizes the issuance of revenue bonds for a "qualified 501(c)(3) entity," including the County Affiliates;

WHEREAS, Section 147(f) of the Code requires that qualified 501(c)(3) bonds be approved by the applicable elected representatives of (1) the governmental unit issuing such bond (COHFA), and (2) the governmental unit having jurisdiction over the area in which the projects are located (the County);

WHEREAS, the System has separately requested that COHFA provide its approval, and has requested that the County provide its approval in accordance with the requirements of Section 147(f) of the Code;

WHEREAS, solely for the purposes of and pursuant to the requirements of Section 147(f) of the Code, the Commissioner's Court of the County, as the applicable elected representatives of the governmental unit having jurisdiction over the area in which the County Projects are located, following the public hearing held as required by Section 147(f) of the Code, will consider the approval of the issuance of the Bonds by COHFA;

WHEREAS, a public hearing has been held regarding the issuance of the Bonds after public notice thereof was posted on the County's primary website at <https://www.brazoscountytexas.gov/> on September 10, 2025, and at that hearing invited oral and written comments from the public;

WHEREAS, the County now finds that it would be in the best interest of the County to approve of the issuance of the Bonds by COHFA to provide for the financing or refinancing of the projects.

BE IT, THEREFORE, RESOLVED BY THE COMMISSIONERS COURT OF BRAZOS COUNTY, TEXAS, THAT:

SECTION 1. As the applicable elected representatives of the governmental unit having jurisdiction over the area in which the County Projects are located, and having held the public hearing, the Commissioner's Court approves the issuance of the Bonds by COHFA.

SECTION 2. The approval herein granted is solely for purposes of section 147(f) of the Code and shall not be construed as a representation, warranty, or other undertaking of any kind by the County in respect of the Bonds or the projects. The Bonds shall not constitute obligations of the State of Texas, this County, or any other political subdivision or agency thereof or a pledge of the faith and credit of any of them. Neither the State of Texas nor any political subdivision or agency thereof, including this County, shall be obligated to pay the Bonds or the interest thereon. Neither the faith and credit nor the taxing power of the State of Texas, the County, or any other political subdivision or agency thereof shall be pledged to the payment of principal of, redemption premium, if any, or interest on the Bonds.

SECTION 3. The System has agreed to pay directly or through the County any and all costs incurred by the County in connection with its approval.

SECTION 4. The County Judge, the County Commissioners, and the County Clerk and other officers of this County, or any of them, are hereby authorized to execute and deliver such endorsements, certificates, instruments, documents, or other papers and to do all other things necessary or advisable to give effect to the intent and purpose hereof.

SECTION 5. This Resolution shall take effect immediately upon its adoption by the Commissioner's Court.

[Signature Page Follows]

PASSED AND APPROVED this September 23, 2025.

ATTEST:

Kyle Kacal, Interim County Judge

Karen McQueen, County Clerk and
Ex-Officio Clerk of the
Commissioners Court

By _____

(COMMISSIONERS COURT SEAL)