

CONSENT OF THE AUTHORITY

WHEREAS, the Macon-Bibb County Hospital Authority (the "Authority") has entered into that certain Trilateral Property Exchange Agreement (hereinafter, the "Trilateral Agreement") dated of the effective date therein defined (hereinafter, the "Effective Date") with the Macon-Bibb County Industrial Authority (hereinafter, the "Industrial Authority") and the Macon-Bibb County Urban Development Authority (hereinafter, the "UDA"); and

WHEREAS, as of December 1, 2017, the Authority entered into those certain Trust Indentures (hereinafter, the "Trust Indentures") with U.S. Bank National Association (hereinafter, the "Trustee") pursuant to which those certain Macon-Bibb County Hospital Authority Revenue Anticipation Certificates (The Medical Center of Central Georgia, Inc. Project), Series 2017A and Series 2017B (hereinafter, collectively, the "Series 2017 Certificates") were issued; and

WHEREAS, the GRANTING CLAUSE FOURTHS contained in the Trust Indentures grant, as part of the Trust Estate defined in the Trust Indentures (hereinafter, the "Trustee Estate"), security for payment of the Certificates the following:

Any and all other property rights and interests of every kind and nature from time to time hereafter by delivery or by writing of any kind grant, bargained, sold, alienated, demised, released, conveyed, assigned, transferred, mortgaged, pledged, hypothecated or otherwise subjected hereto, as and for additional security herewith, by the Company or any other person on its behalf or with its written consent or by the Issuer of any other person on its behalf or with its written consent, and the Trustee is hereby authorized to receive any and all such property at any and all times and to hold and apply the same subject to the terms hereof; and

WHEREAS, the terms of the Trilateral Agreement require the transfer and conveyance of properties located at 691 Cherry Street, 353 First Street and 368 First Street located in Macon-Bibb County, Georgia owned by the Authority (hereinafter, the "Transferred Properties") to the UDA and the receipt by the Authority of properties located at 647 Pine Street and 818 Pine Street in Macon-Bibb County, Georgia owned by the Industrial Authority (hereinafter, the "Industrial Authority Properties"); and

WHEREAS, the terms of the Trilateral Agreement further contain the requirement that \$1,300,000 be paid to the Authority (hereinafter, the "Net Payment"), as the net amount due to the Authority as a result of the exchanges required to be made.

NOW THEREFORE, the Authority hereby consents, as a party to the Trust Indentures, to:

1. The implementation of the terms of the Trilateral Agreement consistent with the provisions of the Trust Indentures; and
2. Payment of the Net Payment amount of \$1,300,000 provided for in the Trilateral Agreement to the Trustee for further deposit into the General Account of the Bond Fund described in Article VI of the Trust Indentures; and
3. The further compliance with the terms of the Trust Indentures consistent with the terms of the Trilateral Agreement, it being the intent herein to clothe the officers of the Authority with broad and plenary powers in the premises.

This ____ day of November 2023.

Macon-Bibb County Hospital Authority

By _____
Chairman

(SEAL)

Attest: _____
Secretary