

RESOLUTION

A RESOLUTION (i) authorizing the issuance of City of Miami Beach Health Facilities Authority Hospital Revenue Refunding Bonds, Series 2025A (Mount Sinai Medical Center of Florida) (the "Bonds") of the City of Miami Beach Health Facilities Authority (the "Authority") in an aggregate principal amount not to exceed \$130,000,000, for the purpose of providing funds to be used, together with other available moneys, if any, to: (a) refund all or a portion of the currently outstanding City of Miami Beach Health Facilities Authority Hospital Revenue and Refunding Bonds, Series 2014 (Mount Sinai Medical Center of Florida), and (b) pay expenses in connection with the issuance of the Bonds and the refunding of the Refunded Bonds, to be issued under the provisions of a Trust Indenture and a Loan Agreement, and to be further secured by a Second Amended and Restated Master Trust Indenture, a Supplemental Master Trust Indenture for Obligation No. 18, an Obligation No. 18, a Fee and Leasehold Mortgage, Assignment and Security Agreement and an Amended and Restated Guaranty and Security Agreement; (ii) providing that the Bonds shall not constitute a debt, liability or obligation of the City of Miami Beach, Florida or of the State of Florida or of any political subdivision thereof but shall be payable solely from the sources provided therefor under the Trust Indenture; (iii) delegating to the Chairman, or in his absence, the Vice Chairman, the fixing of the terms of the Bonds and other details within the parameters set forth herein; (iv) authorizing the execution and delivery by the Authority of the Trust Indenture and the Loan Agreement; (v) providing for the redemption of the Refunded Bonds and authorizing, as necessary, the execution and delivery by the Authority of an Escrow Deposit Agreement and the purchase of Escrow Securities; (vi) authorizing the negotiated sale of the Bonds; (vii) authorizing the execution and delivery by the Authority of a Purchase Contract; (viii) appointing a Bond Trustee and Bond Registrar under the Trust Indenture; (ix) approving the use of a Preliminary Official Statement and an Official Statement; (x) authorizing procurement of credit enhancement for the Bonds by the Medical Center; (xi) authorizing the execution and delivery of additional documents required; (xii) recommending approval of the Bonds by the Mayor and City Commission of the City of Miami Beach, Florida; and (xiii) providing for other related matters.

WHEREAS, the City of Miami Beach Health Facilities Authority (the "Authority") has been created pursuant to the Health Facilities Authorities Law, being Chapter 74-323, Laws of

Florida, and Part III of Chapter 154 of the Florida Statutes, as amended (the “Health Act”), and has been determined to be needed by the Mayor and City Commission (collectively, the “Commission”) of the City of Miami Beach, Florida (the “City”) under Section 4 of the Health Act; and

WHEREAS, the Authority is also a “local agency” as defined in Section 3 of the Florida Industrial Development Financing Act, being Chapter 69-104, Laws of Florida, and Part II of Chapter 159 of the Florida Statutes, as amended (the “Industrial Act” and, together with the Health Act, the “Act”); and

WHEREAS, the Authority is authorized pursuant to the Act to issue its refunding bonds and to loan the proceeds thereof to “health facilities” (as defined in the Health Act) located in the City to refund revenue bonds issued by the Authority for the benefit of health facilities; and

WHEREAS, as a result of the current low interest rate environment, Mount Sinai Medical Center of Florida, Inc., a Florida not-for-profit corporation (the “Medical Center”) is requesting the Authority to assist the Medical Center in providing funds to be used, together with other available moneys, if any, to (i) refund all or a portion of the currently outstanding City of Miami Beach Health Facilities Authority Hospital Revenue and Refunding Bonds, Series 2014 (Mount Sinai Medical Center of Florida) (the “Series 2014 Bonds”, and all or the portion thereof to be refunded hereinafter referred to as the “Refunded Bonds”), previously issued for the benefit of the Medical Center, and (ii) pay expenses in connection with the issuance of the Bonds (hereinafter defined) and the refunding of the Refunded Bonds, through the issuance by the Authority of not to exceed \$130,000,000 principal amount of City of Miami Beach Health Facilities Authority Hospital Revenue Refunding Bonds, Series 2025A (Mount Sinai Medical Center of Florida) (the “Bonds”); and

WHEREAS, the Bonds will be issued under the provisions of a Trust Indenture (the “Trust Indenture”) to be entered into between the Authority and U.S. Bank Trust Company, National Association, a national banking association, as trustee (the “Bond Trustee”), and the proceeds thereof will be loaned to the Medical Center and their repayment secured by a Loan Agreement (the “Loan Agreement”) to be entered into between the Authority and the Medical Center; and

WHEREAS, the Medical Center has previously entered into a Second Amended and Restated Master Trust Indenture (the “Master Indenture”) with U.S. Bank Trust Company, National Association, a national banking association, successor master trustee (the “Master Trustee”), under which the Medical Center and certain other affiliated entities which may be included therein in the future are jointly and severally liable for the payment of obligations outstanding thereunder; and

WHEREAS, in connection with the issuance of the Bonds by the Authority and the loan of the proceeds thereof to the Medical Center, the Medical Center will enter into a Supplemental Master Trust Indenture for Obligation No. 18 with the Master Trustee, supplementing the Master Indenture, pursuant to which Obligation No. 18 (“Obligation No. 18”) will be issued securing the obligation of the Medical Center to make payments under the Loan Agreement in respect of the Bonds; and

WHEREAS, Mount Sinai Medical Center Foundation, Inc., a Florida not-for-profit corporation (the “Foundation”), will guarantee to the Master Trustee the payment of all payments due under Obligation No. 18, all as more specifically set forth in an Amended and Restated Guaranty and Security Agreement entered into between the Foundation and the Master Trustee; and

WHEREAS, as security for Obligation No. 18 and any other obligations outstanding under the Master Indenture from time to time, but subject to release in accordance with its terms, the Medical Center has previously delivered to the Master Trustee, a Fee and Leasehold Mortgage, Assignment and Security Agreement, as previously amended, which will be modified in connection with the issuance of Obligation No. 18; and

WHEREAS, on this date, a public hearing was held in accordance with Section 147(f) of the Internal Revenue Code of 1986, as amended, for which there was reasonable public notice posted on the City's website, for the purpose of giving all interested persons an opportunity to express their views on the proposed issuance of the Bonds and the related plan of financing; and

WHEREAS, the Medical Center has advised the Authority that the Bonds will have the Minimum Acceptable Rating (as that term is defined in the Authority's Administrative Procedures); and

WHEREAS, the Authority desires to authorize the issuance of the Bonds for the above described purposes and the related plan of financing and to recommend for approval to the Commission the issuance of the Bonds and the related plan of financing; and

WHEREAS, the Authority further desires to authorize the sale of the Bonds through a negotiated sale to Raymond James & Associates, Inc., as underwriter (the "Underwriter"), since the Medical Center had requested such negotiated sale to the Underwriter and for the reasons hereinafter set forth.

NOW THEREFORE, Be It Resolved by the City of Miami Beach Health Facilities Authority as follows:

Section 1. Findings. The Authority hereby finds and determines that:

(1) The Medical Center is a “health facility” within the meaning of Section 154.205(8) of the Health Act and a “health care facility” within the meaning of section 159.27(16) of the Industrial Act.

(2) Pursuant to Sections 154.209(10) and 154.235 of the Health Act and Sections 159.28(7) and 159.41 of the Industrial Act, the Authority is authorized and empowered to issue the Bonds for the purposes described herein.

(3) The issuance of the Bonds by the Authority for the purposes described herein will serve a valid public purpose by advancing the commerce, welfare and prosperity of the City and its people.

(4) The Authority and the City are each a “local agency” as defined in Section 159.27(4) of the Industrial Act.

(5) Review and comment from the Health Council of South Florida, Inc. (the “Health Council”) as to the issuance of the Bonds was requested and having received no response from the Health Council within 30 days of such request, in accordance with the City ordinance that created the Authority, the Authority is authorized to act as if such request was favorably considered by the Health Council.

(6) Pursuant to Section 218.385 of the Florida Statutes, as amended, the sale of the Bonds to the Underwriter on the basis of a negotiated sale rather than a public sale by competitive bid is in the best interest of the Authority and the Medical Center, and the Authority hereby further finds and determines that the following reasons necessitate such sale of the Bonds to the Underwriter through a negotiated sale:

(a) Bonds issued by public bodies for the benefit of not-for-profit hospitals such as the Medical Center (“health care bonds”) generally involve specialized situations and transactions which need detailed analysis and structuring throughout the course of the issue by sophisticated financial advisors, investment bankers and banks, such as the Underwriter, experienced in the structuring of issues of health care bonds, much of which would not generally be available on a timely basis in the case of health care bonds issued pursuant to a public competitive sale.

(b) Health care bond issues generally involve a rather detailed and often complicated explanation to potential investors of the structure of the issue, the nature of the underlying obligor and the impact upon each of the foregoing of federal and state health care regulations, including Medicare and Medicaid practices and procedures, and the assistance of a health care investment banker in preparing necessary offering documents and related information is extremely desirable in ensuring full and accurate disclosure of all relevant information.

(c) For the reasons described in (a) and (b) above and other related reasons, most of the health care bonds heretofore issued throughout the United States have involved participation throughout the structuring and offering process of health care investment bankers who have purchased or arranged for the purchase of the health care bonds through a negotiated sale rather than through a public sale by competitive bid; accordingly, the market may well be more receptive to an issue of health care bonds sold on a negotiated basis than to one sold by competitive public sale.

(d) Finally, the market for health care bonds such as the Bonds is volatile, making the presence of the Underwriter, who has participated and will participate in the

structuring of the Bond issue, desirable in attempting to obtain the most attractive financing for the Authority and the Medical Center.

Section 2. Authorization of the Bonds. There is hereby authorized the issuance, under and pursuant to the Trust Indenture, of the Bonds, to be designated as “City of Miami Beach Health Facilities Authority Hospital Revenue Refunding Bonds, Series 2025A (Mount Sinai Medical Center of Florida)”, in an aggregate principal amount not exceeding \$130,000,000, and the loan of the proceeds thereof to the Medical Center to (i) refund the Refunded Bonds, and (ii) pay expenses in connection with the issuance of the Bonds and the refunding of the Refunded Bonds.

The principal of, premium, if any, and interest on the Bonds shall not be deemed to constitute a debt, liability or obligation of the City or of the State of Florida or of any political subdivision thereof, but shall be payable solely from the sources pledged therefor under the Trust Indenture and neither the faith and credit nor any taxing power of the City or of the State of Florida or of any political subdivision thereof is pledged to the payment of the principal of, premium, if any, or interest on the Bonds.

Section 3. Terms of the Bonds. The Bonds shall be payable as to principal and interest in lawful money of the United States of America in accordance with the provisions of the Trust Indenture, and shall be issued only as fully registered bonds without coupons in denominations of \$5,000 and integral multiples thereof. The Bonds shall be initially in book-entry-only form through The Depository Trust Company (“DTC”) and shall be registered in the name of Cede & Co. The Chairman of the Authority or, in his absence, the Vice Chairman of the Authority is hereby authorized on behalf of the Authority to approve, subject to the limitations contained

herein, the final terms of the Bonds, which approval will be evidenced by the execution of the Trust Indenture on behalf of the Authority as provided herein.

The aggregate principal amount of the Bonds shall not exceed \$130,000,000; the interest rate(s) on the Bonds shall result in net present value debt service savings on the Refunded Bonds of not less than 5.00% and shall not exceed the maximum rate permitted by law; the term of the Bonds shall not exceed 35 years; and the Bonds may be issued as serial and/or term bonds and may be subject to optional and mandatory redemptions and purchase as shall be provided in the Trust Indenture. The Bonds shall be initially dated such date as shall be approved by the Chairman, or in his absence, the Vice Chairman, and shall be executed on behalf of the Authority with the official manual or facsimile signature of its Chairman or, in his absence, its Vice Chairman and attested with the official manual or facsimile signature of a Designated Member (hereinafter defined).

Section 4. Designation of Attesting Members. The members of the Authority, other than the Chairman or Vice Chairman to the extent the Chairman or Vice Chairman execute the documents described herein, (individually a "Designated Member"), are each hereby designated and authorized on behalf of the Authority to attest to the seal of the Authority and to the signature of the Chairman or Vice Chairman of the Authority as they appear on the Bonds, the Trust Indenture, the Loan Agreement, the Escrow Deposit Agreement (hereinafter defined), if any, and any other documents which may be necessary or helpful in connection with the issuance and delivery of the Bonds, the application of the proceeds thereof and the refunding of the Refunded Bonds.

Section 5. Authorization of Execution and Delivery of Trust Indenture. The Authority does hereby authorize and approve the execution by the Chairman or Vice Chairman and a

Designated Member of the Authority and the delivery of the Trust Indenture. The Trust Indenture shall be in substantially the form thereof attached hereto and marked Exhibit A and hereby approved, with such changes therein as shall be approved by the Chairman or Vice Chairman executing the same, with such execution to constitute conclusive evidence of such officer's approval and the Authority's approval of any changes therein from the form of Trust Indenture attached hereto.

Section 6. Authorization of Execution and Delivery of Loan Agreement. The Authority does hereby authorize and approve the execution by the Chairman or Vice Chairman and a Designated Member of the Authority and the delivery of the Loan Agreement. The Loan Agreement shall be in substantially the form thereof attached hereto and marked Exhibit B and hereby approved, with such changes therein as shall be approved by the Chairman or Vice Chairman executing the same, with such execution to constitute conclusive evidence of such officer's approval and the Authority's approval of any changes therein from the form of Loan Agreement attached hereto.

Section 7. Refunding and Redemption of Refunded Bonds. The Medical Center shall determine the Series 2014 Bonds which shall constitute the Refunded Bonds and the date(s) of redemption of the Refunded Bonds, all as shall be provided in the Trust Indenture and, if applicable, the Escrow Deposit Agreement. In the event that all or any of the Refunded Bonds are not redeemed on the date of initial delivery of the Bonds, the Authority does hereby authorize and approve the execution by the Chairman or Vice Chairman and a Designated Member of the Authority and the delivery of an Escrow Deposit Agreement with respect to such Refunded Bonds (the "Escrow Deposit Agreement") to be entered into among the Authority, the Medical Center and the trustee for the Refunded Bonds (the "Refunded Bonds Trustee"), in the form

customarily used by the Authority. In such event, there is also hereby authorized the purchase of Escrow Securities (as shall be defined in the Escrow Deposit Agreement) as shall be provided in the Escrow Deposit Agreement and the Chairman or Vice Chairman and the Refunded Bonds Trustee are hereby authorized to execute and/or file any necessary direction letters and subscription forms for the purchase of such Escrow Securities.

Section 8. Application of Bond Proceeds. The proceeds of the Bonds shall be applied, together with certain other available moneys, if any, as provided in the Trust Indenture, the Loan Agreement and, if applicable, the Escrow Deposit Agreement.

Section 9. Authorization of Negotiated Sale. Pursuant to the findings in Section 1 hereof, the Authority does hereby authorize and approve the sale of the Bonds to the Underwriter through a negotiated sale rather than a public sale by competitive bid.

Section 10. Authorization of Execution and Delivery of Purchase Contract. The sale of the Bonds in an aggregate principal amount not to exceed \$130,000,000 to the Underwriter, at an aggregate purchase price reflecting an underwriter's discount not to exceed 0.52% of the aggregate principal amount of the Bonds, in accordance with a Purchase Contract (the "Purchase Contract") to be entered into among the Authority, the Medical Center and the Underwriter, is hereby in all respects authorized and approved and there shall be executed on behalf of the Authority in furtherance thereof the Purchase Contract. The Authority does hereby authorize and approve the execution and delivery of the Purchase Contract on behalf of the Authority by its Chairman or Vice Chairman and such Purchase Contract shall be in substantially the form thereof attached hereto and marked Exhibit C, and hereby approved, with such changes as shall be necessary and appropriate to reflect the final terms of the sale of the Bonds by the Authority and such further changes therein as shall be approved by the Chairman or Vice Chairman

executing the same, with such execution to constitute conclusive evidence of the award of the Bonds to the Underwriter and of such officer's approval and the Authority's approval of any changes therein from the form of Purchase Contract attached hereto; provided that the Purchase Contract shall comply with the provisions of this resolution and that the final terms of the Bonds contained in the Purchase Contract shall be within the parameters established in this resolution. Prior to the execution of the Purchase Contract by the Authority, the Authority must be presented with a disclosure statement prepared by the Underwriter in compliance with Section 218.385, Florida Statutes, which disclosure statement shall be filed in the records of the Authority.

Section 11. Appointment of Bond Trustee and Bond Registrar. U.S. Bank Trust Company, National Association, a national banking association, is hereby appointed the Bond Trustee and bond registrar (the "Bond Registrar") under the Trust Indenture.

Section 12. Approval of Preliminary Official Statement. The Authority hereby approves the use and distribution of the Preliminary Official Statement relating to the Bonds (the "Preliminary Official Statement") by the Underwriter in connection with the offer and sale of the Bonds, in substantially the form attached hereto and marked Exhibit D, with such changes as shall be necessary and appropriate to reflect the expected terms of the Bonds and to ensure accurate disclosure of all relevant information; provided, however, that except as specifically set forth in the Preliminary Official Statement, the Authority makes no representations with respect to the information contained in the Preliminary Official Statement.

Section 13. Approval of Official Statement. The Authority hereby approves the use and distribution of the Official Statement relating to the Bonds (the "Official Statement") by the Underwriter in connection with the offer and sale of the Bonds in substantially the form of the Preliminary Official Statement attached hereto and marked Exhibit D, with such changes as shall

be necessary and appropriate to reflect the final terms of the Bonds and to ensure accurate disclosure of all relevant information; provided, however, that except as specifically set forth in the Official Statement, the Authority makes no representations with respect to the information contained in the Official Statement.

Section 14. Delivery of the Bonds. Upon the execution of the Bonds in accordance with the provisions of the Trust Indenture, the Chairman or the Vice Chairman shall deposit the same with the Bond Registrar for authentication and delivery upon the order of the Underwriter. The Bond Registrar is hereby requested to authenticate and deliver the Bonds in accordance with the Trust Indenture.

Section 15. Authorization of Credit Enhancement. The Authority hereby authorizes the procurement of credit enhancement to secure all or a portion of the Bonds by the Medical Center and hereby authorizes the Chairman, Vice Chairman and other members or agents of the Authority to take all actions and steps necessary to assist the Medical Center in procuring such credit enhancement, including provisions in the various documents approved in this resolution to provide for such credit enhancement and execution of any agreements with credit enhancement providers, if the provision of credit enhancement for all or a portion of the Bonds is deemed necessary or desirable by the Medical Center.

Section 16. Authorization of Execution and Delivery of Certain Additional Documents. The Authority does hereby authorize the subsequent execution and delivery of such additional documents as may be required in connection with the issuance and sale of the Bonds, the application of the proceeds thereof and the refunding of the Refunded Bonds, in such form or forms and with such party or parties as shall be approved by the Chairman or Vice Chairman, including, without limitation, the Endorsement and Assignment of Obligation No. 18 to the Bond

Trustee and a Tax Certificate and Agreement to be entered into among the Authority, the Medical Center and the Bond Trustee.

Section 17. Authorization and Ratification of Acts. The members, officers, agents and employees of the Authority are hereby authorized and directed to do all such acts and things and to execute all such documents, including, without limitation, the execution and delivery of any closing documents, as may be necessary to carry out and comply with the provisions of this resolution, the documents attached hereto as Exhibits A through D, and any documents executed and delivered pursuant to Section 16 hereof, and all of the acts and doings of such members, officers, agents and employees of the Authority which are in conformity with the intent and purposes of this resolution, whether heretofore or hereafter taken or done, shall be and are hereby ratified, confirmed and approved.

Section 18. Recommendation to the City of Miami Beach, Florida. A public hearing having been conducted on this date pursuant to the provisions of Section 147(f) of the Internal Revenue Code of 1986, as amended, for the purpose of giving all interested persons an opportunity to express their views on the proposed issuance of the Bonds and the related plan of financing, for which hearing reasonable public notice was given, the Authority hereby recommends that the Commission approve the issuance of the Bonds and the related plan of financing.

Section 19. Severability. If any section, paragraph, clause or provision of this resolution shall be held to be invalid or ineffective for any reason, the remainder of this resolution shall continue in full force and effect, it being expressly hereby found and declared that the remainder of this resolution would have been adopted despite the invalidity or ineffectiveness of such section, paragraph, clause or provision.

Section 20. Effective Date. This resolution shall take effect immediately upon its adoption, and any provisions of any previous resolutions in conflict with the provisions herein are hereby superseded.

Adopted this 17th day of April, 2025.

(SEAL)


Chairman

CERTIFICATE AS TO RESOLUTION

I, the undersigned, do hereby certify that I am duly qualified and acting Chairman of the City of Miami Beach Health Facilities Authority (the "Authority").

I further certify that a meeting of the Authority was held on April 17, 2025, at which a quorum of the members of the Authority was present, and according to the official records of the Authority the above and foregoing constitutes a true and correct copy of a resolution adopted at said meeting of the Authority.

I further certify that at such meeting said resolution, pursuant to motion made by Bradley Golden and seconded by Dr. Martin Zaiac, was adopted by the following vote:

Aye: Bradley Golden
Dr. Tomas Salerno
Arthur Unger
Dr. Martin Zaiac

Nay: None

I further certify that provision has been made for the preservation and indexing of said resolution, which is open for inspection by the public at all reasonable times at the office of the Chief Financial Officer of the City of Miami Beach, Florida, in the City of Miami Beach, Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of
the Authority this 17th day of April, 2025.

(SEAL)




Chairman

EXHIBITS A THROUGH D ON FILE WITH THE AUTHORITY