

**ORDINANCE NO. 26-O-\_\_**

**AUTHORIZING ASSET PURCHASE AGREEMENT**

NOW THEREFORE, BE IT ORDAINED by the City Council (herein called the "Council") of the City of Anniston, Alabama (herein called the "City"), as follows:

Section 1. The Council has ascertained and hereby finds and determines as follows: that an asset purchase transaction between BBH - ANN, Inc., an Alabama non-profit corporation (herein called "BBH") and affiliate of Orlando Health, Inc., an Florida nonprofit corporation (herein called "OH") and The Health Care Authority of the City of Anniston (herein called the "Authority") whereby the Authority transfers substantially all of its assets (including its interests in health care facilities) to BBH is in the best interest of the City and its residents.

Section 2. Permission is hereby granted by the City, as the authorizing subdivision for the Authority under the Health Care Authorities Act of 1982 , as amended (Code of Alabama (1975) Section 22-21-310 et seq.), for the Authority to enter into that certain asset purchase agreement, in substantially the form of presented in the meeting of the Council on April 7, 2026 (the "Asset Purchase Agreement"), among the Authority, BBH and OH whereby the Authority shall transfer substantially all of its assets to BBH in return for (a) certain contractual obligations to be performed by BBH as guaranteed by OH; (b) the assumption of certain liabilities by BBH as guaranteed by OH and (c) the City becoming a third party beneficiary for certain obligations of BBH as guaranteed by OH (the "Transaction").

Section 3. Permission is hereby granted by the City, as the authorizing subdivision for the Authority under the Health Care Authorities Act of 1982, as amended (Code of Alabama (1975) Section 22-21-310 et seq.), for the Authority and its agents to consummate and close the Transaction and to do all things necessary in connection with such consummation and closing.

Section 4. In conjunction with the closing of the Transaction and conditioned on such closing, with the consent of the Authority, the City is hereby terminating, and cancelling the Authority's obligations thereunder, that certain Agreement between the Authority and the City, dated as of September 6, 2016, as amended, because the Authority will no longer be operating any health care facilities.

Section 5. The City is hereby confirming that upon the consummation of the Transaction, BBH is acquiring title to all of the Authority's real property, including, without limitation, any real property previously transferred to the Authority by the City, without any right of reversion or restriction, except those specifically referenced in the Asset Purchase Agreement.

Section 6. This Ordinance shall become effective immediately upon its adoption and publication one (1) time in The Anniston Star, a newspaper of general circulation published in the City of Anniston, Alabama. The City Clerk is hereby ordered and directed to cause a copy of this Ordinance to be published one time in said newspaper.

**PASSED** and **ADOPTED** this \_\_\_\_ day of \_\_\_\_\_, 2026.

COUNCIL OF THE CITY OF  
ANNISTON, ALABAMA

\_\_\_\_\_  
Ciara Smith-Roston, Mayor

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Lewis Downing, Council Member

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Erica Tolson, Council Member

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Joe Harrington, Council Member

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Julie Moss, Council Member

ATTESTED:

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Skyler Bass, City Clerk

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