

OCT 12 1993 AA/JLC

RESOLUTION NO. 93-B-11

A RESOLUTION of the Board of County Commissioners of Orange County, Florida approving the issuance by The City of Altamonte Springs, Florida Health Facilities Authority of its Hospital Revenue Bonds in one or more series and in an aggregate principal amount not to exceed \$91,000,000 and the loan of the proceeds thereof to Adventist Health System/Sunbelt, Inc., a Florida not-for-profit corporation.

WHEREAS, the Orange County Health Facilities Authority (the "Authority") has been created by the Board of County Commissioners of Orange County, Florida (the "Board of County Commissioners") pursuant to the Health Facilities Authorities Law, Part III of Chapter 154 of the Florida Statutes, as amended (the "Authority Act"), and is authorized to issue revenue bonds for the benefit of "health facilities," as defined in the Authority Act; and

WHEREAS, the Authority is authorized under the Florida Interlocal Cooperation Act of 1969, Section 163.01, Part I, Chapter 163, Florida Statutes, as amended (the "Interlocal Cooperation Act"), to enter into agreements with other "public agencies," as defined in the Interlocal Cooperation Act, to exercise jointly with such other public agencies any power, privilege or authority which the Authority and such other public agencies share in common and which each might exercise separately; and

WHEREAS, Adventist Health System/Sunbelt, Inc., a Florida not-for-profit corporation (the "Corporation") and a health facility within the meaning of the Authority Act, has requested The City of Altamonte Springs, Florida Health Facilities Authority (the "Issuer") to issue its Hospital Revenue Bonds (the "Bonds") in one or more series and in an aggregate principal amount not to exceed \$91,000,000; and

WHEREAS, the proceeds from the sale of the Bonds will be loaned to the Corporation and used, together with certain other available funds, to (i) advance refund The City of Altamonte Springs, Florida Health Facilities Authority Convertible Variable Rate Demand Revenue Bonds, Series 1984 (Adventist Health System/Sunbelt, Inc.) (the "Series 1984 Bonds"); (ii) finance, refinance, or reimburse the Corporation for its prior payment of, the cost of the acquisition and construction of certain improvements to, and the cost of the acquisition of certain equipment for, the health care facilities listed below (the "Health Facilities"); (iii) refinance certain indebtedness incurred by the Corporation to finance the cost of the acquisition of Florida Hospital/Kissimmee (formerly known as Kissimmee Memorial Hospital) ("Florida Hospital/Kissimmee"); (iv) fund a debt service reserve fund for the benefit of the holders of the Bonds; and (v) pay certain expenses incurred in connection with the issuance of the Bonds and the advance refunding of the Series 1984 Bonds, including the premium for a bond insurance policy if credit support for the Bonds is determined to be advantageous by the Issuer and the Corporation; and

WHEREAS, the names and locations of the Health Facilities and the maximum aggregate principal amount of Bonds to be allocated to each of the Health Facilities are as follows:

- (1) Florida Hospital/Kissimmee, a 120-bed acute care hospital located at 200 Hilda Street, Kissimmee, Florida—\$27,000,000;
- (2) Florida Hospital/Altamonte (“Florida Hospital/Altamonte”), a 290-bed acute care hospital located at 601 East Altamonte Drive, Altamonte Springs, Seminole County, Florida—\$23,000,000;
- (3) Florida Hospital/Orlando, an 805-bed acute care hospital located at 601 East Rollins Street, Orlando, Orange County, Florida—\$20,000,000;
- (4) Florida Hospital/East Orlando, a 197-bed acute care hospital located at 7727 Lake Underhill Drive, Orlando, Orange County, Florida—\$10,000,000;
- (5) Florida Hospital/Apopka, a 50-bed acute care hospital located at 201 North Park Avenue, Apopka, Orange County, Florida—\$1,000,000;
- (6) East Pasco Medical Center, a 96-bed acute care hospital located at 7050 Gall Boulevard, Zephyrhills, Pasco County, Florida—\$5,000,000; and
- (7) Walker Memorial Medical Center, a 101-bed acute care hospital located at 2501 U.S. Highway 27 North, Avon Park, Highlands County, Florida—\$5,000,000; and

WHEREAS, the proceeds of the Series 1984 Bonds were loaned by the Issuer to the Corporation and used, together with certain other available funds, to (i) finance the acquisition and construction of certain improvements to Florida Hospital/Altamonte (the “Series 1984 Project”), (ii) pay interest on the Series 1984 Bonds during the acquisition and construction of the Series 1984 Project and (iii) pay certain expenses incurred in connection with the issuance of the Series 1984 Bonds; and

WHEREAS, the Health Facilities are owned by the Corporation and managed by Adventist Health System/Sunbelt Health Care Corporation, a Florida not-for-profit corporation; and

WHEREAS, the portion of the Bonds to be issued for the benefit of the Health Facilities located outside of the geographical limits of Altamonte Springs, Florida will be issued by the Issuer pursuant to an Interlocal Agreement (the “Interlocal Agreement”) between the Issuer and the Authority and certain other public agencies; and

WHEREAS, Section 147(f) of the Internal Revenue Code of 1986, as amended (the “Code”), requires the approval of the issuance of the Bonds by the Board of County

Commissioners, as the "applicable elected representative" under Section 147(f) of the Code, after a public hearing following reasonable public notice; and

WHEREAS, attached hereto as *Exhibits A* and *B*, respectively, are copies of the publisher's affidavit evidencing publication of the Notice of Public Hearing and the Minutes of a Public Hearing held by the Authority on September 23, 1993;

NOW, THEREFORE, Be It Resolved by the Board of County Commissioners of Orange County, Florida, as follows:

*Section 1.* The issuance of the Bonds by the Issuer in an aggregate principal amount not to exceed \$91,000,000 for the purposes set forth above is hereby approved.

*Section 2.* The Bonds shall not constitute a debt, liability or obligation of Orange County, Florida or of the State of Florida or of any political subdivision thereof or a pledge of the faith and credit or any taxing power of Orange County, Florida or of the State of Florida or of any political subdivision thereof, but shall be limited obligations of the Issuer payable solely from and secured by a pledge of payments made by the Corporation. The Authority shall have no obligation with respect to the Bonds other than its obligations under the Interlocal Agreement.

*Section 3.* The approval given herein shall be solely for the purpose of satisfying the requirements of Section 147(f) of the Code and shall not be construed as an approval of any zoning application or any regulatory permit required in connection with the issuance of the Bonds, and this Board shall not be construed by virtue of its adoption of this Resolution to have waived, or be estopped from asserting, any rights or responsibilities it may have in that regard.

*Section 4.* This Resolution shall take effect immediately upon its adoption.

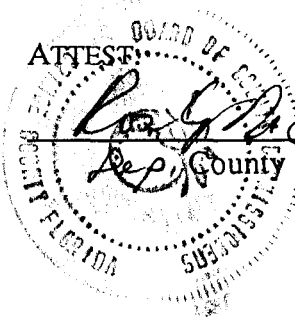
ADOPTED this 12<sup>th</sup> day of October, 1993.

ORANGE COUNTY, FLORIDA

By Jean C. Bennett  
for the County Chairman

[SEAL]

ATTEST:  
[Signature]  
County Clerk



STATE OF FLORIDA        )  
                                  ) SS  
COUNTY OF ORANGE     )

The undersigned does hereby certify that the attached is a true and correct copy of the Resolution duly adopted by the Board of County Commissioners of Orange County, Florida (the "Board") at its meeting held on October \_\_, 1993.

The undersigned further certifies that the ayes and nays taken on passage of the Resolution have been entered in the minutes of the Board and that provision has been made for the preservation of the Resolution.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal of the Board this \_\_ day of October, 1993.

\_\_\_\_\_  
County Clerk

[SEAL]

State of Florida } s.s. COUNTY OF ORANGE

Before the undersigned authority personally appeared JUANITA ROSADO who on oath says that he/she is the Legal Advertising Representative of The Orlando Sentinel, a daily newspaper published at ORLANDO in ORANGE County, Florida; that the attached copy of advertisement, being a NOTICE OF PUBLIC HEARING in the ORANGE Court, was published in said newspaper in the issue of 09/09/93

Affiant further says that the said Orlando Sentinel is a newspaper published at ORLANDO in said ORANGE County, Florida, and that the said newspaper has heretofore been continuously published in said ORANGE County, Florida, each Work Day and has been entered as second-class mail matter at the post office in ORLANDO in said ORANGE County, Florida, for a period of one year next preceding the first publication of the attached copy of advertisement; and affiant further says that he/she has neither paid nor promised any person, firm or corporation any discount, rebate, commission or refund for the purpose of securing this advertisement for publication in the said newspaper.

The foregoing instrument was acknowledged before me this 10 day of SEPTEMBER, 19 93, by JUANITA ROSADO who is personally known to me and who did take an oath.

(SEAL)



BEVERLY C. SIMMONS My Comm. Exp. 3/10/97 Bonded By Service Ins No. CC263639

NOTICE OF PUBLIC HEARING AND MEETING

NOTICE IS HEREBY GIVEN that a public hearing will be held on Thursday, September 23, 1993, at 4:00 p.m. in the Third Floor Meeting room at the Orange County Administration Center, 201 South Rosalind, Orlando, Florida, by the Orange County Health Facilities Authority (the "Authority") regarding a plan by The City of Altamonte Springs, Florida Health Facilities Authority (the "Issuer") to issue its Hospital Revenue Bonds in one or more series (collectively, the "Bonds") and in an aggregate principal amount not to exceed \$91,000,000. The proceeds of the Bonds will be loaned to Adventist Health System/Sunbelt, Inc., a Florida not-for-profit corporation (the "Corporation"), and used, together with certain other available funds, to (i) advance refund The City of Altamonte Springs, Florida Health Facilities Authority Convertible Variable Rate Demand Revenue Bonds, Series 1984 (Adventist Health System/Sunbelt, Inc) (the "Series 1984 Bonds"); (ii) finance, refinance, or reimburse the Corporation for its prior payment of, the cost of the acquisition and construction of certain improvements to, and the cost of the acquisition of certain equipment for, the health care facilities listed below (the "Facilities"); (iii) refinance certain indebtedness incurred by the Corporation to finance the cost of the acquisition of Florida Hospital/Kissimmee (formerly known as Kissimmee Memorial Hospital) ("Florida Hospital/Kissimmee"), a 120-bed acute care hospital located at 700 Hills Street, Kissimmee, Florida; (iv) fund a debt service reserve fund for the benefit of the holders of the Bonds; and (v) pay certain expenses incurred in connection with the issuance of the Bonds and the advance refunding of the Series 1984 Bonds, including the premium for a bond insurance policy if credit support for the Bonds is determined to be advantageous by the Issuer and the Corporation.

The names and locations of the Facilities and the maximum principal amount of Bonds to be issued for the benefit of each of the Facilities are as follows:

- (1) Florida Hospital/Kissimmee-\$27,000,000. (2) Florida Hospital/Altamonte ("Florida Hospital/Altamonte"), a 290-bed acute care hospital located at 601 East Altamonte Drive, Altamonte Springs, Seminole County, Florida-\$23,000,000. (3) Florida Hospital/Orlando, an 805-bed acute care hospital located at 601 East Rollins Street, Orlando, Orange County, Florida-\$20,000,000. (4) Florida Hospital/East Orlando, a 197-bed acute care hospital, located at 7727 Lake Underhill Drive, Orlando, Orange County, Florida-\$10,000,000. (5) Florida Hospital/Apopka, a 50-bed acute care hospital located at 201 North Park Avenue, Apopka, Orange County, Florida-\$1,000,000. (6) East Pasco Medical Center, a 96-bed acute care hospital located at 7050 Gall Boulevard, Zachryville, Pasco County, Florida-\$5,000,000; and (7) Walker Memorial Medical Center, a 101-bed acute care hospital located at 2501 U.S. Highway 27 North, Avon Park, Highlands County, Florida, \$5,000,000.

The Facilities are owned by the Corporation and managed by Adventist Health System/Sunbelt Health Care Corporation, a Florida not-for-profit corporation.

The proceeds of the Series 1984 Bonds were loaned by the Issuer to the Corporation and used, together with certain other available funds, to (i) finance the acquisition and construction of certain improvements to Florida Hospital/Altamonte (the "Series 1984 Project"); (ii) pay interest on the Series 1984 Bonds during the acquisition and construction of the Series 1984 Project; and (iii) pay certain expenses incurred in connection with the issuance of the Series 1984 Bonds.

The portion of the Bonds to be issued for the benefit of the Health Facilities located outside of Altamonte Springs, Florida will be issued by the Issuer pursuant to an Interlocal Agreement between the Issuer and the Authority and certain other "public agencies", as defined in the Florida Interlocal Cooperation Act of 1986, Section 163.01, Part I, Chapter 163, Florida Statutes, as amended.

The public hearing is required by Section 147(f) of the Internal Revenue Code of 1986, as amended. Interested individuals are invited to express their views, both orally and in writing on the proposed issuance of the Bonds. Comments at the public hearing are invited. Written comments may be submitted to the Authority in care of its counsel, Grey, Harris & Robinson, P.A., Suite 1200, 201 East Pine Street, P.O. Box 3268, Orlando, Florida 32802 Attention: Mr. Richard M. Robinson, until 5:00 p.m. on the date prior to the hearing. Additional information can be obtained from the Authority at the address listed immediately above.

NOTICE IS HEREBY ALSO GIVEN that the Authority will meet in public session immediately following the conclusion of the public hearing for the purpose of (i) considering and adopting a resolution authorizing the execution and delivery of an Interlocal Agreement with the Issuer authorizing the Issuer to issue a portion of the Bonds on behalf of the Authority and providing for other related matters and (ii) considering such other business as may properly come before the Authority at said meeting.

Pursuant to Section 296.0105 of the Florida Statutes, as amended, the Authority hereby advises that if any person decides to appeal any decision made by the Authority with respect to any matter considered at such hearing or meeting, such person will need a record of the proceedings and, for such purpose, may need to ensure that a verbatim record of the proceedings is made, which record includes the testimony and the evidence upon which the appeal is to be based.

DATED: September 3, 1993. ORANGE COUNTY HEALTH FACILITIES AUTHORITY By: /s/ Linda M. Blaughey Chairman



The \_\_\_\_\_ Chairman then announced that all interested persons wishing to contend for or protest against the issuance by the Issuer of the Bonds would be heard and that all oral or written statements would be considered.

All interested persons wishing to speak were then given the full opportunity to be heard; the persons so speaking were as follows:

Name	Address
None.	

A summary of the views so expressed, if any, is attached hereto.

All interested persons wishing to file written statements were given the full opportunity to do so; the persons filing written statements were as follows:

Name	Address
None.	

Copies of all such written statements, if any, are attached hereto.

Prior to the public hearing, the Authority solicited written statements from interested persons pursuant to an invitation set forth in the public notice referred to above; the persons filing written statements with the Authority pursuant to such invitation were as follows:

Name	Address
None.	

Copies of all such written statements, if any, are attached hereto.

Thereupon, after all persons desiring to speak or submit written statements had been permitted to do so, the \_\_\_\_\_ Chairman stated that the public hearing on the proposed issuance of the Bonds by the Issuer was concluded.

DATED this 23rd day of September, 1993.

Lida M. Shaughnessy  
Chairman

[SEAL]

ATTEST:

[Signature]  
Member