

APPROVED
BY ORANGE COUNTY BOARD
OF COUNTY COMMISSIONERS

AUG 08 2000 *bb/ka*

RESOLUTION NO. 2000-B-12

A RESOLUTION of the Board of County Commissioners of Orange County, Florida approving the issuance by the Highlands County Health Facilities Authority of its Revenue Bonds (Adventist Health System/Sunbelt, Inc. Accounts Receivable Program) in an aggregate principal amount not to exceed \$600,000,000 in one or more series over the longest period permitted by law for the benefit of Adventist Health System/Sunbelt, Inc., a Florida not-for-profit corporation, and certain affiliated not-for-profit corporations.

WHEREAS, the Highlands County Health Facilities Authority (the "Authority") has been created by the Board of County Commissioners of Highlands County, Florida pursuant to the Health Facilities Authorities Law, Part III of Chapter 154 of the Florida Statutes, as amended (the "Act"), and is authorized under the Act to issue revenue bonds to provide funds to pay the "cost" of any "project" used by a "health facility," as such terms are defined in the Act; and

WHEREAS, Adventist Health System/Sunbelt, Inc. a Florida not-for-profit corporation ("Sunbelt"), has requested the Authority to issue its Revenue Bonds (Adventist Health System/Sunbelt, Inc. Accounts Receivable Program) (the "Bonds") in an aggregate principal amount not to exceed \$600,000,000 in one or more series over the longest period permitted by law; and

WHEREAS, the proceeds of the Bonds will be used to finance, or to reimburse each of the corporations shown below as owner, operator or manager for its prior payment of, the costs of acquiring, constructing, renovating and equipping certain health care facilities at the following locations:

A. Facilities owned, operated or managed by Sunbelt:

1. Florida Hospital/Orlando, an 902-bed acute care hospital located at 601 East Rollins Street, Orlando, Florida;
2. Florida Hospital/East Orlando, a 123-bed acute care hospital located at 7727 Lake Underhill Drive, Orlando, Florida;
3. Administrative offices located at 2423 Bedford Road, Orlando, Florida;
4. Administrative offices located at 2400 Bedford Road, Orlando, Florida;
5. Clinic located at 509 South Semoran Boulevard, Orlando, Florida;
6. Clinic located at 12139 South Apopka Vineland Road, Orlando, Florida;
7. Clinic located at 12500 South Apopka Vineland Road, Orlando, Florida;

8. Clinic located at 1462 West Oakridge Road, Orlando, Florida;
9. Clinic located at 6001 Vineland Road, Orlando, Florida;
10. Clinic located at 4801 Silver Star Road, Orlando Florida;
11. Administrative clinic office located at Suite 375, 901 North Lake Destiny Road, Maitland, Florida;
12. Florida Hospital/Apopka, a 50-bed acute care hospital located at 201 North Park Avenue, Apopka, Florida;
13. Warehouse located at 2135 Sprint Boulevard, Apopka, Florida;
14. Clinic located at 2540 Lee Road, Winter Park, Florida;
15. Florida Hospital/Altamonte, a 278-bed acute care hospital located at 601 East Altamonte Drive, Altamonte Springs, Florida;
16. Clinic located at 440 West Highway 436, Altamonte Springs, Florida;
17. Florida Hospital/Kissimmee, a 120-bed acute care hospital located at 200 Hilda Street, Kissimmee, Florida;
18. Clinic located at 7848 West Irlo Bronson Highway, Kissimmee, Florida;
19. Clinic located at 4320 West Vine Street, Kissimmee, Florida;
20. Celebration Health, a 60-bed acute care hospital located at 400 Celebration Place, Celebration, Florida;
21. Administration Building located at 616 East Rollins Street, Orlando, Florida;
22. Clinic located at 525 East King Street, Orlando, Florida;
23. Clinic located at 5185 Adanson Street, Winter Park, Florida;
24. Warehouse located at 2423 McRae Street, Orlando, Florida;
25. Administration Building located at 2300 Bedford Road, Orlando, Florida;
26. Administration Building located at 2809 North Orange Avenue, Orlando, Florida;
27. Clinic located at 328 Spuce Street, Orlando Florida;

28. Clinic located at 2566 Lee Road, Winter Park, Florida;
29. Florida Hospital/Lake Placid, a 50-bed acute care hospital located at 1210 U.S. Highway 27 North, Lake Placid, Florida;
30. Florida Hospital Heartland Medical Center, a 101-bed acute care hospital located at 4200 Sun'N Lake Boulevard, Sebring, Florida;
31. Heartland Plaza, an outpatient facility located at 6801 U.S. Highway 27 North, Sebring, Florida;
32. East Pasco Medical Center, a 139-bed acute care hospital located at 7050 Gall Boulevard, Zephyrhills, Florida (expected to be owned, operated or managed shortly by East Pasco Medical Center, Inc., a Florida not-for-profit corporation);
33. Takoma Adventist Hospital, a 116-bed acute care hospital located at 401 Takoma Avenue, Greeneville, Tennessee;
34. Clinic located at 1744 Andrew Johnson Highway, Greeneville, Tennessee;
35. Tennessee Christian Medical Center, a 330-bed acute care hospital located at 500 Hospital Drive, Madison, Tennessee;
36. Tennessee Christian Medical Center — Portland, a 50-bed acute care hospital located at 105 Redbud Drive, Portland, Tennessee;
37. Clinic located at 600 Medical Park Drive, Suite 204, Madison Tennessee;
38. Clinic located at 105 Redbud Drive, Suite A, Portland, Tennessee;
39. Huguley Memorial Medical Center, a 213-bed acute care hospital located at 11801 South Freeway, Fort Worth, Texas;
40. Central Texas Medical Center, a 113-bed acute care hospital facility located at 1301 Wonder World Drive, San Marcos, Texas;
41. Clinic located at 1345 Thorpe Lane, San Marcos, Texas;
42. Administration Building located at 2002B Medical Parkway, San Marcos, Texas;
43. Clinic located at 1305 Wonder World Drive, San Marcos, Texas;
44. Clinic located at 1315 Interstate Highway North, San Marcos, Texas;

45. LaGrange Memorial Hospital, a 274-bed acute care hospital located at 5101 and 5201 South Willow Springs Road, LaGrange, Illinois;
46. Cancer Treatment Center located at 1325 Memorial Drive, LaGrange, Illinois;
47. Medical office building located at 1323 Memorial Drive, LaGrange, Illinois;
48. a parcel of land located at the intersection of South Willow Springs Road and 52nd Place, LaGrange, Illinois;
49. Clinic located at 412 63rd Street, Downers Grove, Illinois;
50. Clinic located at 2434 South Wolf Road, Westchester, Illinois;
51. Clinic located at 10560 Road, Westchester, Illinois;
52. Clinic located at 333 Chestnut, Hinsdale, Illinois; and
53. Clinic located at 6555 Willow Springs Road, Countryside, Illinois.

B. Facilities owned, operated or managed by Florida Physicians Medical Group, Inc., a Florida not-for-profit corporation:

1. Clinic located at 2520 North Orange Avenue, Orlando Florida;
2. Clinic located at 203 North Park Avenue, Suite 101, Apopka, Florida;
3. Clinic located at 7601 Della Drive, Suite 19, Orlando, Florida;
4. Clinic located at 741 Front Street, Suite 210, Celebration, Florida;
5. Clinic located at 5979 Vineland Road, Suite 310, Orlando, Florida;
6. Clinic located at 105 East Main Street, Avon Park, Florida;
7. Clinic located at 615 East Princeton Street, Suite 416, Orlando, Florida;
8. Clinic located at 2718-B North Orange Avenue, Orlando, Florida;
9. Clinic located at 5165 Adanson Street, Orlando, Florida;
10. Clinic located at 4421 Sun N'Lake Boulevard, Suite B, Sebring, Florida;
11. Clinic located at 601 North Grove Street, Eustis, Florida;

12. Clinic located at 1101 South Eustis Street, Eustis, Florida;
13. Clinic located at 3130 Waterman Way, Tavares, Florida;
14. Clinic located at 621 Wilkinson Street, Orlando, Florida;
15. Clinic located at 1603 South Hiawasee Road, Suite 105, Orlando, Florida;
16. Clinic located at 661 East Altamonte Drive, Suite 115, Altamonte Springs, Florida;
17. Clinic located at 2604 North Orange Avenue, Orlando, Florida;
18. Clinic located at 1726 Lucerne Terrace, Orlando, Florida;
19. Clinic located at 1603 South Hiawasee Road, Suite 115, Orlando, Florida;
20. Clinic located at 631 Palm Springs Road, Suite 101, Altamonte Springs, Florida;
21. Clinic located at 661 East Altamonte Drive, Suite 217, Altamonte Springs, Florida;
22. Clinic located at 2800 South Osceola Avenue, Orlando, Florida;
23. Clinic located at 429 South Semoran Boulevard, Orlando, Florida;
24. Clinic located at 4343 Sun N'Lake Boulevard, Suite B-2, Sebring, Florida;
25. Clinic located at 1346 U.S. Highway 27 North, Lake Placid, Florida;
26. Clinic located at 4421 Sun N'Lake Boulevard, Suite A, Sebring, Florida;
27. Clinic located at 4511 Sun N'Lake Boulevard, Suite 108, Sebring, Florida;
28. Clinic located at 12265 Lake Underhill Road, Suite 115, Orlando, Florida;
29. Clinic located at 1890 Semoran Boulevard, Suite 239, Winter Park, Florida; and
30. Clinic located at 1360 Waterman Way, Tavares Florida.

C. Facilities owned by Florida Hospital Waterman, Inc., a Florida not-for-profit corporation:

1. Florida Hospital/Waterman, a 182-bed acute care facility located at 201 North Curtis Street, Eustis, Florida; and

2. A health care facility to be located at 1555 East U.S. Highway 441, Tavares, Florida.

D. Facility owned by Southwest Volusia Healthcare Corporation, a Florida not-for-profit corporation: Volusia Medical Center, a 97-bed acute care hospital and outpatient medical center located at 1055 Saxon Boulevard, Orange City, Florida.

E. Office building operated by Southwest Volusia Health Services, Inc., a Florida not-for-profit corporation: medical office building located at 1061 Saxon Boulevard, Orange City, Florida;

F. Facilities owned, operated or managed by Winter Park Healthcare Group, Ltd., a Florida limited partnership, which are expected to be owned, operated or managed shortly by Sunbelt:

1. Winter Park Memorial Hospital, a 334- bed acute care hospital located at 200 North Lakemont Avenue, Winter Park, Florida:

2. A vacant lot on South Chickasaw Trail, known as lot 2, Chickasaw Trail Shopping Center, according to the plat thereof recorded in Plat Book 34, pages 12 and 13, Public Records of Orange County, Florida;

3. Clinic located at 11534 University Boulevard, Orlando, Florida;

4. Clinic located at 2100 Glenwood Drive, Winter Park, Florida;

5. Parking lot located at 2116 Glenwood Drive, Winter Park, Florida;

6. Residential houses at 158 Loch Lomond Drive. Winter Park, Florida,

7. Parking lots located at 200, 226, 228 and 236 Loch Lomond Drive, Winter Park, Florida;

8. Clinic located at 248 Loch Lomond Drive, Winter Park, Florida;

9. Clinics located at 1925 Mizell Avenue, Winter Park, Florida;

10. Office at 2005 Mizell Avenue, Winter Park, Florida;

11. Office at 255 Moray Lane, Winter Park, Florida;

12. Parking lot located at 245 Moray Lane, Winter Park, Florida; and

13. Outpatient Center located at 133 South Benmore Drive, Winter Park, Florida.

G. Facility owned by Jellico Community Hospital, Inc., a Tennessee not-for-profit corporation: Jellico Community Hospital, a 54-bed acute care hospital located at 188 Hospital Lane, Jellico, Tennessee.

H. Facilities owned by Metroplex Adventist Hospital, Inc., a Texas not-for-profit corporation:

1. Metroplex Hospital, a 177-bed acute care hospital located at 2201 South Clear Creek Road, Killeen, Texas; and

2. Rollins-Brook Community Hospital, a 36-bed acute care hospital located at 608 North Key Avenue, Lampasas, Texas.

I. Facilities owned, operated or managed by Adventist Health System/Georgia, Inc., a Georgia not-for-profit corporation:

1. Gordon Hospital, a 65-bed acute care hospital located at 1035 Red Bud Road, N.E., Calhoun, Georgia;

2. Clinic located at 429 Tennessee Street, Fairmount, Georgia;

3. Clinic located at 105 Hospital Court, Calhoun, Georgia;

4. Clinic located at 325 South Wall Street, Calhoun, Georgia;

5. Clinic located at 104 Hospital Court, Calhoun, Georgia;

6. Clinic located at 108 Hospital Court, Calhoun, Georgia;

7. Clinic located at 197 Curtis Parkway, Calhoun, Georgia;

8. Clinic located at 136 West Belmont Drive SW, Calhoun, Georgia;

9. Clinic located at 108 Hospital Court, Calhoun, Georgia; and

10. Clinic located at 300 South Piedmont Street, Calhoun, Georgia;

J. Facility owned by Memorial Hospital, Incorporated, a Kentucky not-for-profit corporation: Memorial Hospital, a 63-bed acute care hospital located at 401 Memorial Drive, Manchester, Kentucky.

K. Facility owned by Fletcher Hospital, Incorporated, a North Carolina not-for-profit corporation: Park Ridge Hospital, a 103-bed acute care hospital located at 100 Naples Road, Fletcher, North Carolina.

L. Facilities owned, operated or managed by Hinsdale Hospital, an Illinois not-for-profit corporation:

1. Hinsdale Hospital, a 480-bed acute care hospital located at 119, 120 and 135 North Oak Street, Hinsdale, Illinois;
2. Administrative offices located at 121 North Elm Street, Hinsdale, Illinois;
3. Administrative offices located at 135 East Walnut Street, Hinsdale, Illinois;
4. Employee living quarters located at 132 and 140 North County Line Road, Hinsdale, Illinois;
5. Administrative offices located at 421 East Ogden Avenue, Hinsdale, Illinois;
6. Commercial office building located at 10215 West Roosevelt Road, Westchester, Illinois;
7. Clinic located at 4500 South Maple Avenue, Brookfield, Illinois;
8. Clinic located at 421 Park Avenue, Clarendon Hills, Illinois;
9. Clinic located at 6311 South Cass Avenue, Westmont, Illinois;
10. Medical office building located at 400 and 420 Medical Center Drive, Bolingbrook, Illinois;
11. Warehouse located at 335-361 Remington Boulevard, Bolingbrook, Illinois;
12. 21 vacant lots consisting of approximately 30 acres of real estate located north Interstate 55 and east of Schmidt Road, in Phase I and Phase II of the Woodcreek Subdivision, Bolingbrook, Illinois;
13. two vacant lots located on the south side of Prairie Avenue, east of Route 59 and immediately west of the intersection of Prairie and Holmes in Warrenville, Illinois;
14. Clinic located at 619 Plainfield Road, Willowbrook, Illinois;
15. Clinic located at 1 Salt Creek Lane, Hinsdale, Illinois;
16. Clinic located at 908 North Elm Street, Hinsdale, Illinois; and

17. Clinic located at 222 East Ogden Avenue, Hinsdale, Illinois.

M. Facilities owned, operated or managed by GlenOaks Medical Center, Inc., an Illinois not-for-profit corporation:

1. GlenOaks Medical Center, a 234-bed acute care hospital located at 708 Winthrop Avenue, Glendale Heights, Illinois;

2. eight vacant parcels of land totaling approximately 2.72 acres, which parcels are located adjacent to 1505 Jill Court, in Glendale Heights, Illinois;

3. Administration building at 303 East Army Trail Road, Bloomingdale, Illinois;

4. Clinic located at 1W450 Main Street, Glen Ellyn, Illinois; and

5. Clinic located at 229 North Gladstone #B, Glendale Heights, Illinois.

N. Facility owned, operated or managed by Chippewa Valley Hospital & Oakview Care Center, Inc., a Wisconsin not-for-profit corporation: Chippewa Valley Hospital, a 30-bed acute care hospital located at 1220 3rd Avenue West, Durand, Wisconsin; 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 of Orange County, Florida (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 Orange County Health Facilities Authority on May 9, 2000;

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 Authority in an aggregate principal amount not to exceed \$600,000,000 in one or more series over the longest period permitted by law for the purposes set forth above is hereby approved.

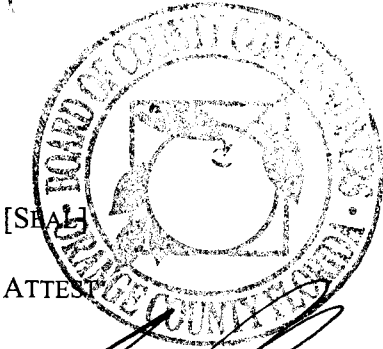
Section 2. The Bonds shall not constitute a debt, liability or obligation of Orange County, Florida or of the State of Florida or of any political subdivision thereof or a pledge of the faith and credit or any taxing power of Orange County, Florida or of the State of Florida or of any political subdivision thereof, but shall be limited obligations of the Authority payable solely from the collateral to be pledged therefor.

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 facilities described in paragraphs A through N above or creating any vested rights with respect to any land use regulations, and the Board of County Commissioners 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 8th day of August, 2000.



ORANGE COUNTY, FLORIDA

By [Signature]
Chairman

ATTEST
[Signature]
County Clerk