

JUN 18 2002 *gg/lbs*

A RESOLUTION of the Board of County Commissioners of Orange County, Florida approving the issuance by the Orange County Health Facilities Authority of its Revenue Bonds (Adventist Health System/Sunbelt) in an aggregate principal amount not to exceed \$1,000,000,000 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 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 "Act"), and is authorized under the Act, and particularly Section 154.247 thereof, to issue revenue bonds for the purpose of financing and refinancing health care facilities for not-for-profit corporation located within or without the State of Florida under the conditions prescribed 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) (the "Bonds") in an aggregate principal amount not to exceed \$1,000,000,000 in one or more series over the longest period permitted by law; and

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

I. FLORIDA FACILITIES

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

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

26. Clinic located at 328 Spuce Street, Orlando Florida;
27. Clinic located at 2566 Lee Road, Winter Park, Florida;
28. Florida Hospital/Lake Placid, a 50-bed acute care hospital located at 1210 U.S. Highway 27 North, Lake Placid, Florida;
29. Florida Hospital Heartland Medical Center, a 101-bed acute care hospital located at 4200 Sun'N Lake Boulevard, Sebring, Florida;
30. Heartland Plaza, an outpatient facility located at 6801 U.S. Highway 27 North, Sebring, Florida;
31. Florida Hospital/Wauchula, a 25-bed critical access hospital located at 533 West Carlton Street, Wauchula, Florida;
32. East Pasco Medical Center, a 139-bed acute care hospital located at 7050 Gall Boulevard, Zephyrhills, Florida;
33. East Pasco Outpatient Surgery Center located at 37834 Medical Arts Court, Zephyrhills, Florida;
34. EPMC Child Care Center located at 7340 Dairy Road, Zephyrhills, Florida;
35. Community Care Family Practice, a physician clinic located at 38240 Daughtery Road, Zephyrhills, Florida;
36. Land and building located at 38233 Daughtery Road, Zephyrhills, Florida;
37. Land and building located at 38005 Arbor Ridge Drive, Zephyrhills, Florida;
38. Land and building located at 38011 Arbor Ridge Drive, Zephyrhills, Florida.
39. Land and building located at 38039 Arbor Ridge Drive, Zephyrhills, Florida;
40. Land and building located at 38058 Arbor Ridge Drive, Zephyrhills, Florida;
41. Vacant land bounded by Dairy Road, Daughtery Road, Wire Road and Pretty Pond Road, Zephyrhills, Florida;

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

43. 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;

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

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

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

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

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

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

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

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

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

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

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

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 Memorial Health Systems, Inc., a Florida not-for-profit corporation:

1. Office building located at 770 West Granada Boulevard, Ormond Beach, Florida;

2. Office building and acute care hospital located at 873-875 Sterthaus Drive, Ormond Beach, Florida;

3. Office building located at 901-907 Sterthaus Drive, Ormond Beach, Florida;

4. Unit 404, 404 South Atlantic Avenue, Ormond Beach, Florida;

5. Clinic located at 1017 West Highway 40, Pierson, Florida;

6. Clinic located at First Floor Office Space of Baranest Building, 570 Memorial Circle, Ormond Beach, Florida;

7. Warehouse located at 123 North Orchard Street Building 2 A/B, Ormond Beach, Florida;

8. A parking area located at 250 South Atlantic Avenue, Ormond Beach, Florida;

9. 4 storage units (#9019, #9137, #9013, #9014) located at 509 South Nova Road, Ormond Beach, Florida;
10. Parking lot behind 264 South Atlantic Avenue, Ormond Beach, Florida;
11. Auxiliary facility located at 665 North Nova Road, Ormond Beach, Florida;
12. Clinic located at 1130 Beville Road, Daytona Beach, Florida;
13. Auxiliary facility located at 320 South Young Street, Ormond Beach, Florida;
14. Acute care hospital located at 264 South Atlantic Avenue, Ormond Beach, Florida;
15. Clinic located at 1017 West Highway 40, Pierson, Florida;
16. Vacant lot located at 1744 5th Avenue, DeLand, Florida;
17. House located at 204 Valencia Drive, Ormond Beach, Florida;
18. Clinic located at 1199 West Granada Boulevard, Ormond Beach, Florida;
19. Warehouse located at 1304 International Speedway Boulevard, DeLand, Florida;
20. Clinic located at Unit 26, 219 East Granada Plaza Shopping Center, Ormond Beach, Florida;
21. Clinic located at 500 Memorial Circle, Suites A&B, Ormond Beach, Florida;
22. Clinic located at Second Floor Space of Baranest Building, 570 Memorial Circle, Ormond, Beach, Florida;
23. Clinic located at Third Floor Space of Baranest Building, 570 Memorial Circle, Ormond Beach, Florida;
24. Clinic located at 785 West Granada Boulevard, Ormond Beach, Florida
25. Clinic located at 114 West Volusia, Pierson, Florida; and
26. Unit 404, 404 South Atlantic Avenue, Ormond Beach, Florida.

G. Facilities owned, operated or managed by Memorial Hospital—Flagler, Inc., a Florida not-for-profit corporation:

1. Acute care hospital located at 901 Moody Boulevard, Bunnell, Florida;
 2. Vacant land adjacent to acute care hospital located at 901 Moody Boulevard, Bunnell, Florida;
 3. Clinic located at 309/315 Palm Coast Parkway, Palm Coast, Florida;
 4. Clinic located at 811 North Oceanshore Boulevard, Flagler Beach, Florida;
- and
5. Acute care hospital currently under construction at Intersection of I-95 and Route 100, Bunnell, Florida.

H. Facilities owned, operated or managed by Memorial Hospital—West Volusia, Inc., a Florida not-for-profit corporation:

1. Acute care hospital located at 701 West Plymouth Avenue, DeLand, Florida;
2. Clinics located at 1070 North Stone Street, DeLand, Florida; and
3. Clinic located at 1015 North Stone Street, Suite A, DeLand, Florida.

I. Facilities owned, operated or managed by Healthcare Partners of Memorial, Inc., a Florida not-for-profit corporation:

1. Clinic located at 1182 Ocean Shore Boulevard, Ormond Beach, Florida;
2. Clinic located at 4820 North U.S. Highway 17, DeLeon Springs, Florida;
3. Clinic located at 200 Graves Avenue, Building #2, Orange City, Florida;
4. Clinic located at Unit A of the Clyde Morris Professional Center, 290 Clyde Morris Boulevard, Ormond Beach, Florida;
5. Clinic located at First Floor Office Space of Baranest Building, 570 Memorial Circle, Ormond Beach, Florida;
6. Clinic located at 700 Moody Boulevard, Bunnell, Florida;
7. Clinic located at 700-702 Sterthaus Avenue, Ormond Beach, Florida;
8. Clinic located at 5088 B Highway 17 North, DeLeon Springs, Florida; and

9. Clinic located at 2419 North Atlantic Avenue, Daytona Beach, Florida.

II. GEORGIA FACILITIES

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.

III. ILLINOIS FACILITIES

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

1. LaGrange Memorial Hospital, a 274-bed acute care hospital located at 5101 and 5201 South Willow Springs Road, LaGrange, Illinois;
2. Cancer Treatment Center located at 1325 Memorial Drive, LaGrange, Illinois;
3. Medical office building located at 1323 Memorial Drive, LaGrange, Illinois;
4. a parcel of land located at the intersection of South Willow Springs Road and 52nd Place, LaGrange, Illinois;
5. Clinic located at 412 63rd Street, Downers Grove, Illinois;

6. Clinic located at 2434 South Wolf Road, Westchester, Illinois;
7. Clinic located at 10560 Cermak Road, Westchester, Illinois;
8. Clinic located at 333 Chestnut, Hinsdale, Illinois; and
9. Clinic located at 6555 Willow Springs Road, Countryside, Illinois.

B. 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.

C. 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.

IV. KENTUCKY FACILITIES

Facility owned by Memorial Hospital, Incorporated, a Kentucky not-for-profit corporation: Memorial Hospital, a 47-bed acute care hospital and 16-bed skilled nursing facility located at 401 Memorial Drive, Manchester, Kentucky.

V. NORTH CAROLINA FACILITIES

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.

VI. TENNESSEE FACILITIES

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

1. Takoma Adventist Hospital, a 115-bed acute care hospital located at 401 Takoma Avenue, Greeneville, Tennessee;
 2. Clinic located at 1744 Andrew Johnson Highway, Greeneville, Tennessee;
 3. Medical office building located at 1021 Coolidge Street, Greeneville, Tennessee;
 4. Tennessee Christian Medical Center, a 380-bed acute care hospital located at 500 Hospital Drive, Madison, Tennessee;
 5. Tennessee Christian Medical Center — Portland, a 50-bed acute care hospital located at 105 Redbud Drive, Portland, Tennessee;
 6. Clinic located at 600 Medical Park Drive, Suite 204, Madison Tennessee;
- and
7. Clinic located at 105 Redbud Drive, Suite A, Portland, Tennessee.

B. 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.

VII. TEXAS FACILITIES

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

1. Huguley Memorial Medical Center, a 213-bed acute care hospital located at 11801 South Freeway, Fort Worth, Texas;
2. Central Texas Medical Center, a 113-bed acute care hospital facility located at 1301 Wonder World Drive, San Marcos, Texas;
3. Clinic located at 1345 Thorpe Lane, San Marcos, Texas;
4. Administration Building located at 2002B Medical Parkway, San Marcos, Texas;
5. Clinic located at 1305 Wonder World Drive, San Marcos, Texas;
6. Clinic located at 1315 Interstate Highway North, San Marcos, Texas;
7. Clinic located at 2005 B/C Medical Parkway, San Marcos, Texas;
8. Office building located at 2001 B Medical Parkway, San Marcos, Texas;

9. Medical office building located at 2007 A Medical Parkway, San Marcos, Texas;
10. Clinic located at 2007 B Medical Parkway, San Marcos, Texas; and
11. Medical office building located at 2002 C Medical Parkway, San Marcos, Texas.

B. 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 25-bed acute care hospital located at 608 North Key Avenue, Lampasas, Texas.

VIII. WISCONSIN FACILITIES

Facility owned 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.

IX. COLORADO FACILITIES

A. Facilities owned, operated or managed or to be owned, operated or managed by PorterCare Adventist Health System, a Colorado not-for-profit corporation, or its wholly controlled affiliates and/or by Adventist Health System Sunbelt Healthcare Corporation, a Florida not-for-profit corporation, or its wholly controlled affiliates, as follows:

1. Porter Adventist Hospital, a 369-bed acute care hospital, located at 2525 Downing Street, Denver Colorado;
2. Parking Garage located at 900 East Harvard Avenue, Denver Colorado;
3. Administrative and Support Services Office Building, located at 980 East Harvard Avenue, Denver, Colorado;
4. Administrative and Support Services Office Building, located at 960 East Harvard Avenue, Denver, Colorado;
5. Parking Lot, located at 2450 South Corona Street, Denver, Colorado;
6. Administrative and Support Services Offices, located at 2476-2480 and 2490-2492 South Corona Street, Denver, Colorado;

7. New hospital facility to be located on a 40-acre parcel of vacant land located at the southeast corner of Parker Road and E-470 in Parker, Colorado;

8. Littleton Adventist Hospital, a 139-bed acute care hospital located at 7700 South Broadway, Littleton, Colorado;

9. Surgical Center, located at 7730 South Broadway, Littleton, Colorado;

10. Approximately 88,723 square foot parcel of vacant land (LOT 4) located adjacent to the Littleton Adventist Hospital main hospital campus, which has an address of 7700 South Broadway, Littleton, Colorado;

11. Avista Adventist Hospital, a 58-bed acute care hospital located at 100 Health Park Drive, Louisville, Colorado;

12. Approximately 29.331 acre parcel of vacant land (LOT 2) located adjacent to the Avista Adventist Hospital main hospital campus, which has an address of 100 Health Park Drive, Louisville, Colorado;

13. Administrative and Support Services Offices located at 983 and 986 St. Andrews Lane, Louisville, Colorado; and

14. Administrative and Support Services Office, located at 1831 South 88th Street, Louisville, Colorado.

B. Facilities owned, operated or managed or to be owned, operated or managed by South Central, Inc., a Georgia not-for-profit corporation, or its wholly controlled affiliates, by PorterCare Adventist Health System, a Colorado not-for-profit corporation or its wholly controlled affiliates and/or by Adventist Health System Sunbelt Healthcare Corporation, a Florida not-for-profit corporation, or its wholly controlled affiliates, as follows:

1. Porter Medical Plaza located at 2535 South Downing Street, Denver Colorado; and

2. Medical Office Buildings, located at 7720 and 7750 South Broadway, Littleton, Colorado.

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 designated hearing officer of the Authority on June 6, 2002;

WHEREAS, The Board of County Commissioners at its meeting on December 18, 2001 adopted Resolution No. 2001-B-14 approving the issuance of the Bonds by the Authority with respect to all of the described facilities other than the Colorado Facilities; and

WHEREAS, it is intended that this Resolution amend and supplement the existing Resolution No. 2001-B-14 by reapproving the Bonds to finance the listed facilities to include the Colorado facilities.

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 \$1,000,000,000 in one or more series over the longest period permitted by law for the purposes set forth above is hereby approved solely for purposes of Section 147(f) of the Code.

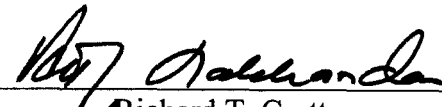
Section 2. The Bonds shall not constitute a debt, liability or obligation of Orange County, Florida or of the State of Florida or of any political subdivision thereof or a pledge of the faith and credit or any taxing power of Orange County, Florida or of the State of Florida or of any political subdivision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

Section 3. The approval given herein shall not be construed as (i) an endorsement of the creditworthiness of Sunbelt or the Borrowers or the financial viability of any of the facilities financed, (ii) a recommendation to any prospective purchaser to purchase the Bonds, (iii) an evaluation of the likelihood of the repayment of the debt service on the Bonds, or (iv) approval of any necessary rezoning applications or approval or acquiescence to the alteration of existing zoning or land use nor approval for any other regulatory permits relating to such facilities, and the Board of County Commissioners shall not be construed by reason of its adoption of this Resolution to make any such endorsement, finding or recommendation or to have waived any right of the Board of County Commissioners of estopping the Board of County Commissioners from asserting any rights or responsibilities it may have in such regard. Further, the approval by the Board of County Commissioners of the issuance of the Bonds by the Authority shall not be construed to obligate Orange County to incur any liability, pecuniary or otherwise, in connection with either the issuance of the Bonds, the acquisition and construction of any of such facilities, and the Authority shall so provide in the financing documents setting forth the details of the Bonds.

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

ADOPTED this 18th day of June, 2002.

ORANGE COUNTY, FLORIDA
BY: BOARD OF COUNTY COMMISSIONERS

By: 
Richard T. Crotty,
County Chairman

ATTEST: Martha O. Haynie, County Comptroller
As Clerk of the Board of County Commissioners

By: 
Deputy Clerk

