

MAY 13 2008 JN/SY/BS

RESOLUTION NO. 2008-B-04

A RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF ORANGE COUNTY, FLORIDA APPROVING THE ISSUANCE OF ORANGE COUNTY HEALTH FACILITIES AUTHORITY HEALTH FACILITY VARIABLE RATE REVENUE AND REFUNDING BONDS (LAKESIDE BEHAVIORAL HEALTHCARE, INC. PROJECT), SERIES 2008, IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$18,000,000.

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, Florida Statutes (the "Authority Act") and is authorized under the Authority Act to issue revenue bonds for the purpose of financing and refinancing health care facilities for not-for-profit corporations; and

WHEREAS, Lakeside Behavioral Healthcare, Inc., a Florida not-for-profit corporation ("LBH") has requested the Authority to issue its Health Facility Variable Rate Revenue and Refunding Bonds (Lakeside Behavioral Healthcare, Inc. Project) Series 2008 in an aggregate principal amount not to exceed \$18,000,000 (the "Bonds") and to loan the proceeds from the sale of the Bonds to LBH; and

WHEREAS, after publication in *The Orlando Sentinel* of the Notice of Public Hearing, a copy of which is attached hereto as Exhibit A and incorporated herein by reference (the "Notice of Public Hearing"), the Authority held at its April 21, 2008 public hearing and meeting (the "Public Hearing") required by Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code"), relating to the Bonds proposed to be issued by the Authority for the purposes of (i) financing and refinancing the cost of the acquisition, construction, renovation and equipping of an approximately 135,000 square foot health facility project located at 1800 Mercy Drive Orlando, Florida 32808, and an approximately 83,000 square foot health facility project located at 434 Kennedy Boulevard, Orlando, Florida 32810 (collectively, the "Project"), owned by LBH, and (ii) paying all or a portion of the costs of issuing the Bonds, as set forth in the Resolution of the Authority adopted on April 21, 2008 (the "Authority Resolution"), a copy of which is attached hereto as Exhibit B and incorporated herein by reference; and

WHEREAS, Section 147(f) of 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, the Board of County Commissioners has been furnished with a copy of the Notice of Public Hearing for the Public Hearing held by the Authority on April 21, 2008 with respect to the approval of the Authority Resolution and has been advised that: (a) the Notice of Public Hearing apprised residents of Orange County of the proposed issuance of the Bonds not less than 14 days before the Public Hearing; (b) the Public Hearing was conducted in a manner

ADOPTED this 13th day of May, 2008.

ORANGE COUNTY, FLORIDA

By: *Richard T. Crotty*
Richard T. Crotty
Orange County Mayor

ATTEST:

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

By: *Martha O. Haynie*
Clerk

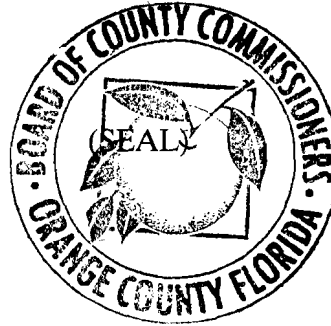


EXHIBIT A

COPY OF NOTICE OF PUBLIC HEARING

[Attached]

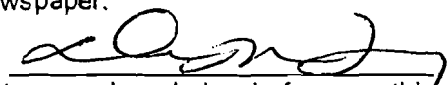
Orlando Sentinel

Published Daily

State of Florida } s.s.
COUNTY OF ORANGE

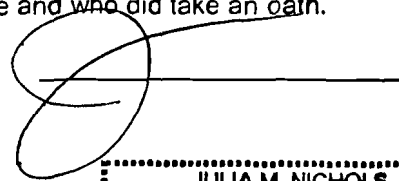
Before the undersigned authority personally appeared Deborah M. Toney, who on oath says that he/she is the Legal Advertising Representative of Orlando Sentinel, a daily newspaper published at Orlando in Orange County, Florida; that the attached copy of advertisement, being a Public Hearing in the matter of APRIL 21, 2008 In the Orange Court, was published in said newspaper in the issue; of 04/07/08

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 Week 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 acknowledge before me this 9TH day of April, 2008, by Deborah M. Toney, who is personally known to me and who did take an oath.

(SEAL)



JULIA M. NICHOLS
Comm# DD0484109
Expires 10/20/2009
Florida Notary Assn., Inc

Order# 685800

NOTICE OF PUBLIC MEETING AND PUBLIC HEARING BY THE ORANGE COUNTY HEALTH FACILITIES AUTHORITY

Notice is hereby given that the Orange County Health Facilities Authority (the Authority) will hold and conduct a public hearing and meeting to be held on April 21, 2008 beginning at 7:30 a.m. or as soon thereafter as such matters may be heard, at the Orange County Administration Center, 201 S. Rosalind Avenue, Room 105 (1st Floor), Orlando, Florida 32801 on the following:

LAKESIDE BEHAVIORAL HEALTHCARE

The consideration of adoption of resolutions authorizing the proposed issuance by the Authority of its Health Facility Variable Rate Revenue and Refunding Bonds (Lakeside Behavioral Healthcare, Inc. Project Series 2008) in an aggregate principal amount of not to exceed \$18,000,000, in one or more series, to provide for the financing and refinancing of the acquisition, construction, renovation and equipping of an approximately 133,000 square foot health facility project located at 1800 Merry Drive, Orlando, Florida 32808 and an approximately 83,000 square foot health facility project located at 434 Kennedy Boulevard, Orlando, Florida 32810 (collectively, the "Project"), to be owned and operated by Lakeside Behavioral Healthcare, Inc., a Florida corporation, and/or profit or one of its affiliates (collectively, the "Owner").

The public hearing is required pursuant to Section 147(1) of the Internal Revenue Code of 1986, as amended. All interested parties are invited to present their comments at the time and place set forth above regarding the proposed issuance of the Bonds and the location and nature of the Project. Written comments to be presented at the hearing may be presented to the Authority in care of its counsel, Thomas D. Drost, Esq., Kantor & Reed, P.A., 215 North Eola Drive, Orlando, Florida 32801, Attention: Michael A. Ryan, Esq. and should be received in sufficient time to be received at or before April 21, 2008 at 7:30 a.m. Comments made at the hearing are for the consideration of the Authority and the Board of County Commissioners of Orange County, Florida.

The Bonds shall not constitute a debt of the Authority or Orange County, Florida, but shall be limited and special obligations of the Authority, payable solely from revenues derived by the Authority under a loan agreement with the Owner. The Authority has no taxing power.

ORLANDO REGIONAL HEALTHCARE SYSTEM

The consideration for adoption of resolutions authorizing the issuance and sale of not to exceed \$225,000,000 in 30x exempt hospital revenue bonds, in one or more series (the "ORHS Bonds"), the proceeds of which will be loaned to Orlando Regional Healthcare System, Inc., a Florida not-for-profit corporation (ORHS) for the purposes of (a) refunding all or a portion of the outstanding Orange County

er. Incidental costs and charges associated with the issuance of the ORHS Bonds, the refunding of all or a portion of the Series 1999 Bonds and the termination of certain interest rate swaps originally delivered in connection with the issuance of the Series 1999 Bonds and (ii) authorizing and approving the execution and delivery of all documentation necessary to issue and sell the ORHS Bonds.

and to discuss any other business that may come before the Authority at the meeting.

Pursuant to Section 286.0105, 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 public hearing and 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.

in accordance with the Americans with Disabilities Act ("ADA"). If any person with a disability as defined by the ADA needs special accommodations to participate in this proceeding, he or she should visit the Orange County Department of General Services, 2nd Floor, Orange County Administration Center, 201 South Rosalind Avenue, Orlando, Florida, or telephone that department at (407) 836-7372 or (407) 836-5200.

DATED: April 7, 2008.

ORANGE COUNTY HEALTH FACILITIES AUTHORITY
COR685800 4/7/08

Health Facilities Authority Hospital Revenue Bonds (Orlando Regional Healthcare System) Series 1999A, B and C, Series Auction Variable Rate Revenue Bonds (SAVRS), issued in the final approval of the total amount of \$250,000,000 (collectively, the Series 1999 Bonds), (b) funding one or more debt service reserve funds for the benefit of the ORHS Bonds, if requested by ORHS, and (c) paying certain fiscal, legal and oth-

EXHIBIT B

COPY OF AUTHORITY RESOLUTION

[Attached]

A RESOLUTION AUTHORIZING THE ISSUANCE AND SALE BY THE ORANGE COUNTY HEALTH FACILITIES AUTHORITY (THE "AUTHORITY") OF ITS HEALTH FACILITIES VARIABLE RATE REVENUE AND REFUNDING BONDS (LAKESIDE BEHAVIORAL HEALTHCARE, INC. PROJECT), SERIES 2008 (THE "BONDS") IN AN AGGREGATE PRINCIPAL AMOUNT NOT EXCEEDING \$18,000,000 AND THE LOAN OF THE PROCEEDS THEREOF TO LAKESIDE BEHAVIORAL HEALTHCARE, INC., A FLORIDA NOT-FOR-PROFIT CORPORATION (THE "CORPORATION") TO BE USED TO FINANCE, REFINANCE OR REIMBURSE THE CORPORATION FOR THE COSTS OF CERTAIN CAPITAL IMPROVEMENTS TO AND EQUIPMENT FOR CERTAIN HEALTH FACILITIES OF THE CORPORATION, TO REFUND ALL REMAINING OUTSTANDING ORANGE COUNTY HEALTH FACILITIES AUTHORITY REVENUE AND REFUNDING BONDS, SERIES 1995 (LAKESIDE ALTERNATIVES, INC.), AND TO PAY CERTAIN EXPENSES INCURRED IN CONNECTION WITH THE ISSUANCE OF THE BONDS; AUTHORIZING THE EXECUTION AND DELIVERY OF A TRUST INDENTURE, A LOAN AGREEMENT AND A BOND PURCHASE AGREEMENT IN CONNECTION WITH THE SALE AND ISSUANCE OF THE BONDS; AUTHORIZING THE USE AND DISTRIBUTION OF AN OFFICIAL STATEMENT IN CONNECTION WITH THE ISSUANCE OF THE BONDS; APPROVING CREDIT SUPPORT FOR THE BONDS; PROVIDING THAT 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, BUT SHALL BE PAYABLE SOLELY FROM THE REVENUES PROVIDED THEREFOR, AND THAT NEITHER THE FAITH AND CREDIT NOR ANY TAXING POWER OF ORANGE COUNTY, FLORIDA 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; AND PROVIDING FOR OTHER RELATED MATTERS.

WHEREAS, the Orange County Health Facilities Authority (the "Authority") has been created pursuant to the Health Facilities Authorities Law, Part III of Chapter 154, Florida Statutes (the "Authority Act"), upon a determination of a need for the Authority by the Board of County Commissioners of Orange County, Florida under Section 154.207(1) of the Authority Act; and

WHEREAS, the Authority is authorized under the Authority Act to issue revenue bonds and loan the proceeds thereof to a "health facility," as defined in the Authority Act, for the purposes of financing the "cost" of a "project," as such terms are defined in the Authority Act, and refunding bonds previously issued under the Authority Act; and

WHEREAS, the Authority, acting pursuant to the Authority Act has previously issued its Orange County Health Facilities Authority Revenue and Refunding Bonds (Lakeside Alternatives, Inc. Project), Series 1995 (the "Prior Bonds"), issued in the original principal amount of \$12,870,000 under the Trust Indenture dated as of August 1, 1995 (the "Prior Indenture") between the Authority and First Union National Bank of Florida, together with its successors, as Trustee, for the benefit of Lakeside Behavioral Healthcare, Inc. (previously known as Lakeside Alternatives, Inc.), a Florida not-for-profit corporation (the "Corporation"); and

WHEREAS, the Corporation has requested the Authority to assist it in refunding all remaining outstanding Prior Bonds, including but not limited to, authorizing an additional amendment to the Prior Indenture to permit the refunding of the Prior Bonds, and to assist it in financing other capital improvements to and equipment for certain of its health care facilities (the health care facilities financed and refinanced with the proceeds of the Prior Bonds, together with the health care facilities being financed and refinanced with the proceeds of the Bonds are collectively referred to herein as the "Project"); and

WHEREAS, in order to obtain funds for such purposes, the Authority desires to authorize (i) the issuance and sale of not to exceed \$18,000,000 in aggregate principal amount of its Orange County Health Facilities Authority Health Facilities Variable Rate Revenue and Refunding Bonds (Lakeside Behavioral Healthcare, Inc. Project), Series 2008 (the “Bonds”), and (ii) the loan of the proceeds from the sale of the Bonds to the Corporation, all under and pursuant to the Indenture and the Loan Agreement hereinafter referred to; and

WHEREAS, the Authority further desires to authorize (i) the sale of the Bonds by a negotiated sale to SunTrust Robinson Humphrey, Inc. (the “Underwriter”), since the Corporation has requested such sales to the Underwriter and since it appears to the Authority, for the reasons hereinafter set forth, that a negotiated sale of the Bonds rather than a public sale by competitive bid is in the best interests of the Authority and the Corporation;

NOW, THEREFORE, be it resolved by the Orange County Health Facilities Authority as follows:

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

(1) The Corporation is a “health facility” within the meaning of Section 154.205(8) of the Authority Act.

(2) The Project constitutes a “project” within the meaning of Section 154.205(10) of the Authority Act.

(3) Pursuant to Section 154.209(6) of the Authority Act, the Authority is authorized and empowered to enter into the Loan Agreements hereinafter referred to.

(4) Pursuant to Section 154.245 of the Authority Act, and based on the representations of the Corporation, the Corporation has received all certificates of need required with respect to the Project.

(5) The refunding of the Prior Bonds and the financing and refinancing of the costs of the Project through the issuance of the Bonds by the Authority will serve a valid public purpose by advancing the commerce, welfare and prosperity of the County and its people.

(6) Pursuant to Section 218.385, Florida Statutes, 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 Corporation; 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) Conduit revenue bonds such as those contemplated by this Resolution are traditionally sold by limited offering to accredited investors, or placed privately and consequently a competitive sale of the Bonds would in all probability not produce better terms than a negotiated sale.

(b) The Bonds are payable solely from the proceeds of the Loan Agreement and the Credit Facility and, therefore, the Authority does not have a direct financial interest in the terms of sale.

(c) The type of Bonds to be issued (variable rate demand obligations) by their nature do not benefit from a public offering.

Section 2. Authorization of Bonds. The Authority shall refund the Prior Bonds, finance, refinance, or reimburse the Corporation for its payment of, the costs of the Project, fund reserves for debt service, if deemed necessary by the Corporation, and pay certain other related expenses, including fiscal, legal and other incidental costs and charges, and other fees and expenses associated with bond insurance and credit enhancement, and in order to accomplish the same, there is hereby authorized the issuance of not to exceed \$18,000,000 in aggregate principal amount Bonds of the Authority. THE BONDS AND THE PREMIUM, IF ANY, AND INTEREST THEREON SHALL NOT BE DEEMED TO CONSTITUTE A DEBT, LIABILITY OR OBLIGATION OF ORANGE COUNTY, FLORIDA OR OF THE STATE OF FLORIDA OR OF ANY POLITICAL SUBDIVISION THEREOF, BUT SHALL BE PAYABLE SOLELY FROM THE REVENUES PROVIDED THEREFOR, AND NEITHER THE FAITH AND CREDIT NOR ANY TAXING POWER OF ORANGE COUNTY, FLORIDA 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.

The Bonds shall be issued in an aggregate principal amount not exceeding \$18,000,000 and shall be assigned a credit rating based on the credit rating of SunTrust Bank, the issuer of a letter of credit to provide liquidity and credit support for the Bonds. The Bonds shall:

- (i) be issued in fully registered form in the denomination provided in the Trust Indenture hereinafter referred to (the "Indenture");
- (ii) bear interest at the rates provided for in the Indenture, but not exceeding 12% per annum;

(iii) mature no later than 35 years from the date of issuance; and

(iv) be dated as provided in the Indenture and contain such series designation as determined by the Authority in its sole discretion, as finally executed and delivered.

The exact principal amount of the Bonds, the interest rates thereon and the final maturity dates thereof shall be fixed, within the foregoing limits, and the optional and mandatory redemption and tender provisions thereof shall be fixed as provided in the Indenture and as approved by the Chairman or Vice Chairman of the Authority executing the same, with such execution of the Indenture to constitute conclusive evidence of such officer's approval and the Authority's approval of the final terms of the Bonds covered thereby.

The Bonds shall be executed on behalf of the Authority by the manual or facsimile signature of its Chairman or Vice Chairman and shall have impressed or printed by facsimile thereon the corporate seal of the Authority attested with the manual or facsimile signature of a Member of the Authority designated for such purpose as provided in Section 4 hereof.

In other respects the Bonds shall be in the respective forms, shall bear interest, shall be executed and authenticated, shall be subject to replacement and shall be delivered as provided in the Indenture.

Section 3. Authorization of Sale; Authorization of Execution and Delivery of the Bond Purchase Agreement. The Authority does hereby authorize the sale of the Bonds to the Underwriter; provided, however, that the Bonds shall be sold with terms within the limits set forth in Section 2 hereof and that the total compensation paid to the Underwriter, including any underwriting discount, shall not exceed an amount equal to 2% of the aggregate principal amount of the Bonds. The Authority does hereby authorize and approve the execution and delivery on

behalf of the Authority by its Chairman or Vice Chairman of a Bond Purchase Agreement (the "Purchase Agreement") relating to the Bonds, dated the date of the sale of the Bonds, among the Authority, the Corporation and SunTrust Robinson Humphrey, Inc. The Bond Purchase Agreement shall be in substantially the form thereof attached hereto as 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 Bond Purchase Agreement attached hereto.

The award of the sale of the Bonds to the Underwriter is expressly conditioned upon the receipt by the Authority of disclosure statements of the Underwriter prepared in accordance with Section 218.385, Florida Statutes, which receipt shall be evidenced by the Authority's execution and delivery of the Bond Purchase Agreement.

Section 4. Designation of Attesting Member. John J. Coffey, or, in the case of such Member's absence or inability to act, any other Member of the Authority (the "Designated Members"), are 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 Indenture and the Loan Agreement, each as hereinafter referred to, and any other documents which may be necessary or helpful in connection with the issuance and delivery of the Bonds and in connection with the application of the proceeds thereof.

Section 5. Authorization of Execution and Delivery of the Indenture. The Authority does hereby authorize and approve the execution by the Chairman or Vice Chairman and any of the Designated Members of the Authority and the delivery of a Trust Indenture (the "Indenture"),

relating to the Bonds, between the Authority and U.S. Bank, National Association, as trustee (the "Trustee"), providing for the issuance thereunder of the Bonds and setting forth the terms and provisions applicable to the Bonds, including a description of the underlying security for the Bonds and expressing the contract between the Authority and the holders thereof. The Indenture shall be in substantially the form thereof attached hereto as 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 in each case to constitute conclusive evidence of such officer's approval and the Authority's approval of any changes therein from the form of Indenture attached hereto.

Section 6. Authorization of Execution and Delivery of a Loan Agreement. The Authority does hereby authorize and approve the execution by the Chairman or Vice Chairman and any of the Designated Members of the Authority and the delivery of a Loan Agreement (the "Loan Agreement") between the Authority and the Corporation providing for the loan of the proceeds of the sale of the Bonds to the Corporation. The Loan Agreement shall be in substantially the form of the Loan Agreement attached hereto as Exhibit C 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. Authorization of Official Statement. The Authority hereby approves the use and distribution by the Underwriter of a final Official Statement of the Corporation relating to the Bonds (the "Official Statement"). The Official Statements shall be in substantially the form thereof attached hereto as Exhibit D, and hereby approved, but with such changes therein as

may be necessary to reflect the sale of the Bonds on the terms hereby authorized and with such further changes therein as the Chairman or Vice Chairman shall deem necessary or desirable, as conclusively evidenced by such officer's execution of the Indenture.

Section 8. Approval of Credit Facility, Reimbursement Agreement and Credit Support for the Bonds. In order to provide credit support for the Bonds, SunTrust Bank, a Georgia banking corporation (the "Credit Provider"), will issue an irrevocable transferable direct pay letter of credit (the "Credit Facility") supporting the payment of the principal of, interest on and purchase price for such Bonds. The Credit Facility will be issued pursuant to the terms of the Reimbursement Agreement (the "Reimbursement Agreement") between the Credit Provider and the Corporation. The Authority hereby approves the execution and delivery of the Credit Facility in substantially the form attached hereto as Exhibit E, with such changes therein as shall be approved by the officer of the Authority executing the Indenture with such execution to constitute conclusive evidence of such officer's approval and the Authority's approval of any changes therein from the forms of such instruments attached hereto. The Authority hereby approves the Credit Provider as the provider of such credit support on the Bonds. If the Credit Provider is unwilling or unable to provide credit support for the Bonds, another credit provider or credit providers may be approved by the Chairman or Vice Chairman of the Authority. Such approval shall be conclusively evidenced by the execution of the Indenture by the Chairman or Vice Chairman of the Authority.

Section 9. Authentication and Delivery of Bonds. Upon the execution of the Bonds in accordance with the provisions of the Indenture, the Chairman or Vice Chairman of the Authority shall deposit the same with the Trustee for authentication and delivery to the

Underwriter. The Trustee is hereby requested to authenticate and deliver the Bonds in accordance with the Indenture. The Chairman or Vice Chairman shall receive and receipt for the proceeds of the sale of the Bonds on behalf of the Authority and shall deposit said proceeds with the Trustee to be applied in the manner set forth in the Indenture.

Section 10. Remarketing Agreement. In order to provide for the remarketing of the Bonds as described in the Indenture, the Corporation and SunTrust Robinson Humphrey, Inc., a Tennessee corporation, as remarketing agent (the “Remarketing Agent”) will execute and deliver a Remarketing Agreement (the “Remarketing Agreement”). The Authority hereby approves the execution and delivery of the Remarketing Agreement in substantially the form of such Remarketing Agreement attached hereto as Exhibit F, with such changes therein as shall be approved by the officer of the Authority executing the Indenture 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 Remarketing Agreement attached hereto.

Section 11. Securities Laws. The Authority does hereby authorize its Members, officials and officers to take or cause to be taken, at the sole cost and expense of the Corporation, all action deemed necessary or advisable in order to comply with the requirements of the securities or “Blue Sky” laws of any jurisdiction in connection with the offering and sale of the Bonds.

Section 12. Bond Validation. Pursuant to Section 75.05(3), Florida Statutes, the Authority hereby elects not to validate the issuance of the Bonds.

Section 13. Further Acts. The Chairman or Vice Chairman and any of the Designated Members shall sign all necessary documents on behalf of the Authority to comply with the requirements of the Bond Purchase Agreement, the Indenture, the Loan Agreement, the Official Statement and shall furnish the Corporation and the Underwriter with such further assurances as they may reasonably require of the Authority in connection with the issuance and sale of the Bonds.

Section 14. Amendments to Prior Indenture. In connection with the refunding of the Prior Bonds, the Authority hereby authorizes the execution by an officer of the Authority of an amendment to the Prior Indenture to permit the redemption of the Prior Bonds, provided however, that prior to signing such an amendment, the terms and provisions of the Prior Indenture with respect to such an amendment shall be complied with, including but not limited to obtaining the consent of the holders of the outstanding Prior Bonds.

Section 15. Ratification of Acts. All of the acts and undertakings of the Members, officials, 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 16. 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 17. 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.

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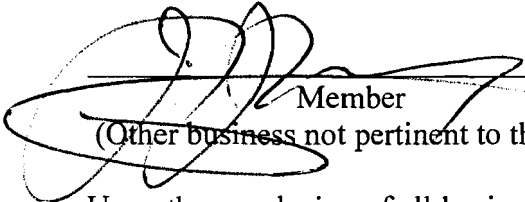
ADOPTED this 21st day of April, 2008.

ORANGE COUNTY HEALTH FACILITIES
AUTHORITY

By: 
Chairman

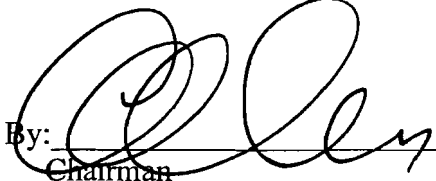
[SEAL]

ATTEST:


Member
(Other business not pertinent to the above appears in the minutes of the meeting.)

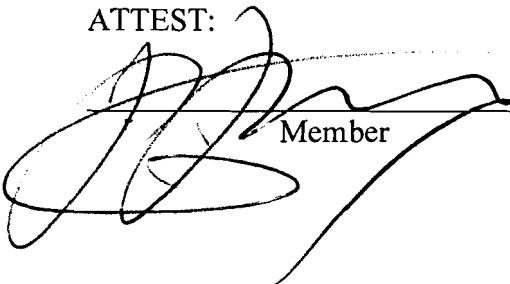
Upon the conclusion of all business and upon motion duly made and carried, the meeting of the Authority was adjourned.

DATED this 21st day of April, 2008.

By: 
Chairman

[SEAL]

ATTEST:


Member

STATE OF FLORIDA)
)
COUNTY OF ORANGE) SS

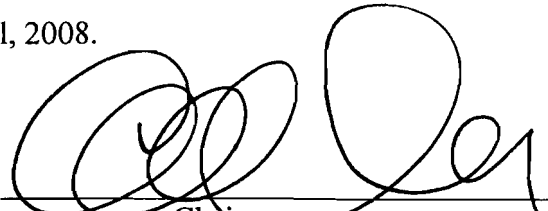
We, the undersigned, do hereby certify that we are duly qualified and acting Members of the Orange County Health Facilities Authority (the "Authority").

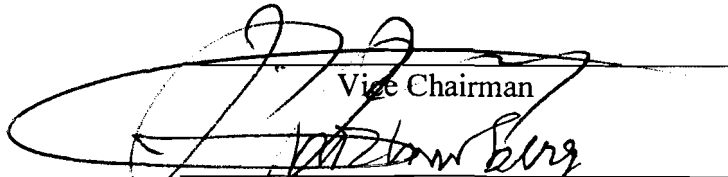

We further certify according to the official records of the Authority in our possession that the above and foregoing constitutes a true and correct excerpt from the minutes of the meeting of the Authority held on April 21, 2008, including a Resolution adopted at said meeting, and the form of the Bond Purchase Agreement, Indenture, Loan Agreement, Official Statement, and Credit Facility, (as such terms are defined in said Resolution) which were authorized and/or approved at said meeting, insofar as said minutes pertain to the matters above set out.

We further certify that the ayes and nays taken on the passage of said Resolution have been or will immediately be entered on the minutes of the Authority and 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 offices of its general counsel, Lowndes, Drosdick, Doster, Kantor & Reed, P.A., at 215 North Eola Drive, in the City of Orlando, Florida.

We further certify, individually and collectively, recognizing that the purchasers and subsequent holders of the Bonds referred to in the foregoing Resolution will have accepted such Bonds in reliance upon this certificate, that no two or more of us, meeting together in any meeting which was not open to the public or of which the public did not have notice, reached any prior conclusion as to whether the action taken by said Resolution or any part thereof should or should not be taken by the Authority or should be recommended as an action to be taken or not to be taken by the Authority.

IN WITNESS WHEREOF, we have hereunto set our hands and affixed the official seal of the Authority this 21st day of April, 2008.


Chairman


Vice Chairman

Member

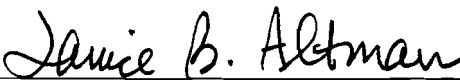
Member

Member

[AUTHORITY SEAL]

The foregoing instrument was acknowledged before me this 21st day of April, 2008, by the aforesaid persons on behalf of the Authority. Such persons did not take an oath and are personally known to me ~~or produced a current Florida driver's license as identification.~~

[Notary Seal]


Signature of Notary

JANICE B. ALTMAN

Name of Notary (Typed, Printed or Stamped)

Commission Number (if not legible on seal): _____



Janice B. Altman
Commission # DD527032
Expires March 9, 2010
Bonded Troy Pain - Insurance, Inc. 800-385-7019

EXHIBIT A

FORM OF BOND PURCHASE AGREEMENT FOR THE BONDS

[See Attached]

EXHIBIT B
FORM OF INDENTURE FOR THE BONDS

[See Attached]

EXHIBIT C

FORM OF LOAN AGREEMENT FOR THE BONDS

[See Attached]

EXHIBIT D

FORM OF OFFICIAL STATEMENT FOR THE BONDS

[See Attached]

EXHIBIT E
FORM OF CREDIT FACILITY FOR THE BONDS

[See Attached]

EXHIBIT F
FORM OF REMARKETING AGREEMENT FOR THE BONDS

[See Attached]