

NOV 09 2010 CMS/BS

RESOLUTION NO. 2010-B-06

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 Obligated Group), in an aggregate principal amount not to exceed \$3,488,000,000, 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 corporations 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 Obligated Group) under a plan of finance in an aggregate principal amount not to exceed \$3,488,000,000, in one or more series over the longest period permitted by law (the "Bonds"); and

WHEREAS, the proceeds of the Bonds will be used to (a) finance, refinance, or reimburse the costs of acquiring, constructing, renovating and equipping certain health care facilities at the locations listed below, (b) provide one or more debt service reserve funds for the benefit of all or a portion of the Bonds, if deemed necessary or desirable, (c) pay a portion of the interest to accrue on the Bonds, if deemed necessary or desirable, (d) pay certain working capital expenditures, if deemed necessary or desirable, and (e) pay certain costs of issuance of the Bonds, including the costs of any credit or liquidity enhancement thereof, if deemed necessary or desirable; and

WHEREAS, the proceeds of the Bonds will be used to finance, refinance or reimburse the costs of acquiring, constructing, improving or renovating the facilities (including related land costs) listed below and the costs of acquiring and installing equipment (including, but not limited to, medical equipment, computer equipment, office equipment and general building equipment and fixtures) to be used at the facilities listed below; the initial owner, operator or manager, a general functional description and the location of each such facility, and the estimated maximum aggregate principal amount of Bonds to be issued with respect to each such facility, are listed below:

I. FLORIDA FACILITIES

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

1. Florida Hospital Orlando, a 1080-bed acute care hospital located at 601 East Rollins Street, Orlando, Florida, and the related land, parking garages, office buildings, college of health science buildings, warehouses and other buildings located on the Florida Hospital Orlando hospital campus bordered generally by Wilkinson Street, Westchester Avenue and Evans Street on the north, Orange Avenue on the west, Princeton Street on the south and Mills Avenue (Highway 17-92) on the east (excluding 2201, 2800 and 2905 McRae Avenue, 600, 726 and 732 Wilkinson Street, 2916 Sanitarium Avenue, 2800, 2901, 2909 and 2921 N. Orange Avenue, and 710 Rollins Street, as well as the property encompassing Lockhaven Park and Art Center, the Orlando Science Center and the Orange County Historical Museum), which campus includes the following mailing addresses: 2212 and 2228 North Alden Street, 2200-2414 Bedford Road, 500 and 601 East Rollins Street, 525, 529 and 800 Lake Estelle Drive, 501 and 525 East King Street, 2905 Sanitarium Drive, 615 East Princeton Street, 2215-2305 McRae Avenue and 2201-2415 and 2501 North Orange Avenue; and, in addition, the properties located at 301 East Princeton Street, 2500, 2520, 2604 and 2608 North Orange Avenue, Orlando, Florida-----\$600,000,000;

2. Florida Hospital East Orlando, a 225-bed acute care hospital located at 7727 Lake Underhill Drive, Orlando, Florida-----\$80,000,000;

3. Florida Hospital Apopka, a 50-bed acute care hospital located at 201 North Park Avenue, Apopka, Florida-----\$25,000,000;

4. Florida Hospital Altamonte, a 341-bed acute care hospital and related medical office buildings located at 601, 661, 701 and 711 East Altamonte Drive and 201 Park Place, Altamonte Springs, Florida-----\$150,000,000;

5. Florida Hospital Kissimmee, an 83-bed acute care hospital located at 2450 North Orange Blossom Trail, Kissimmee, Florida-----\$50,000,000;

6. Florida Hospital Celebration Health, a 112-bed acute care hospital located at 400 Celebration Place, Celebration, Florida-----\$250,000,000;

7. Winter Park Memorial Hospital, a 331-bed acute care hospital located at 200 North Lakemont Avenue, Winter Park, Florida-----\$200,000,000;

8. Florida Hospital Lake Placid, a 50-bed acute care hospital located at 1210 U.S. Highway 27 North, Lake Placid, Florida-----\$12,000,000;

9. Florida Hospital Heartland Medical Center, a 159-bed acute care hospital located at 4200 Sun’N Lake Boulevard, Sebring, Florida-----\$50,000,000; and

10. Florida Hospital Wauchula, a 25-bed acute care hospital located at 533 West Carlton Street, Wauchula, Florida-----\$6,000,000.

B. Facility owned by Florida Hospital Waterman, Inc., a Florida not-for-profit corporation: Florida Hospital Waterman, a 204-bed acute care hospital, located at 1000 Waterman Way, Tavares, Florida-----\$70,000,000.

C. Facility owned by Southwest Volusia Healthcare Corporation, a Florida not-for-profit corporation:

1. Florida Hospital Fish Memorial, a 139-bed acute care hospital and outpatient medical center located at 1055 Saxon Boulevard, Orange City, Florida-----\$50,000,000; and

2. an approximately 30,000 square foot outpatient medical center to be built at the northeast corner of SR 415 and Doyle Road, Osteen, Florida-----\$15,000,000.

D. Facilities owned or to be owned, operated or managed by Memorial Health Systems, Inc., a Florida not-for-profit corporation:

1. Florida Hospital-Ormond Memorial, a 205-bed acute care hospital and office buildings located at 873-875 Sterthaus Drive, Ormond Beach, Florida-----\$25,000,000;

2. Florida Hospital-Oceanside, a 119-bed acute care hospital located at 264 South Atlantic Avenue, Ormond Beach, Florida-----\$10,000,000;

3. Florida Hospital Memorial Medical Center, a 277-bed acute care hospital and related medical clinics, offices and ancillary facilities located at 301 Memorial Medical Parkway, Daytona Beach, Florida-----\$100,000,000; and

4. a 31,000 square foot cancer treatment center to be built at 224 Memorial Medical Parkway, Daytona Beach, Florida-----\$10,000,000.

E. Facility owned, operated or managed by Memorial Hospital—Flagler, Inc., a Florida not-for-profit corporation: Memorial Hospital/Flagler, a 99-bed acute care hospital located at 60 Memorial Medical Parkway, Palm Coast, Florida-----\$100,000,000.

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

1. Florida Hospital/DeLand, a 156-bed acute care hospital located at 701 West Plymouth Avenue, DeLand, Florida-----\$20,000,000; and

2. a 6,400 square foot cancer treatment center to be built at 680 Peachwood Drive, DeLand, Florida-----\$10,000,000.

G. Facility owned, operated or managed by Florida Hospital Zephyrhills, Inc., a Florida not-for-profit corporation: Florida Hospital Zephyrhills, a 154-bed acute care hospital located at 7050 Gall Boulevard, Zephyrhills, Florida-----\$50,000,000.

H. Facilities owned or to be owned, operated or managed by University Community Hospital, Inc., a Florida not-for-profit corporation:

1. University Community Hospital, a 475-bed acute care hospital located at 3100 E Fletcher Avenue Tampa, Florida and the related land, parking garages, clinics and office buildings including the Pepin Heart Hospital located on the University Community

Hospital Campus bordered generally by E. Fletcher Avenue on the south, Park Square West on the east, 31st Street on the west and 138th Avenue on the north, which campus includes the University Community Hospital Health Park located at 3102 E 138th Ave, Tampa, Florida-----\$300,000,000;

2. University Community Hospital-Carrollwood, a 120-bed acute care hospital located at 7171 N. Dale Mabry Highway, Tampa, Florida-----\$150,000,000;

3. Long Term Acute Care Hospital at Connerton, a 50-bed long term acute care facility located at 9441 Health Center Drive, Land O'Lakes, Florida-----\$75,000,000;

4. a 58,000 square foot medical clinic and medical office building located at 13601 Bruce B. Downs Boulevard, Tampa, Florida-----\$10,000,000;

5. a 5,400 square foot medical clinic (including the Diabetes Care Institute) and medical office building located at 13901 Bruce B. Downs Boulevard, Tampa, Florida-----\$1,000,000;

6. a 4,700 square foot medical clinic located at 3012 U.S. Highway 301 N., Tampa, Florida-----\$1,000,000;

7. a 14,425 square foot auditorium/gymnasium located at 6925 N. Dale Mabry Highway, Tampa, Florida-----\$10,000,000;

8. a 21,210 square foot medical clinic and medical office building located at 7001 N. Dale Mabry Highway, Tampa, Florida-----\$10,000,000;

9. a 3,000 square foot medical clinic and medical office building located at 27653 N. Dale Mabry Highway, Lutz, Florida-----\$1,000,000;

10. a 6,500 square foot medical clinic and medical office building located at 205 South Moon Avenue, Brandon, Florida-----\$1,000,000;

11. a 1,500 square foot medical clinic located at 13801 Bruce B. Downs Boulevard, Tampa, Florida-----\$1,000,000; and

12. an 80-bed acute care hospital facility and related medical clinics and medical office buildings to be built on 50 acres of vacant land located at 2600 Bruce B. Downs Boulevard, Wesley Chapel, Florida-----\$175,000,000.

II. COLORADO FACILITIES

Facilities owned, operated or managed, or to be owned, operated or managed, by PorterCare Adventist Health System, a Colorado not-for-profit corporation:

1. Avista Adventist Hospital, a 114-bed acute care hospital located at 100 Health Park Drive, Louisville, Colorado-----\$25,000,000;

2. Littleton Adventist Hospital, a 231-bed acute care hospital located at 7700 South Broadway, Littleton, Colorado-----\$60,000,000;

3. Porter Adventist Hospital, a 368-bed acute care hospital located at 2525 South Downing Street, Denver, Colorado-----\$40,000,000;

4. Parker Adventist Hospital, a 94-bed acute care hospital located at 9395 Crown Crest Boulevard, Parker, Colorado-----\$125,000,000; and

5. Castle Rock Medical Center, an 86-bed acute care hospital and related medical clinics and medical office buildings to be built on 40 acres of vacant land located at 2350 Meadows Boulevard (northeast corner of Meadows Parkway and Meadows Boulevard), Castle Rock, Colorado-----\$150,000,000.

III. ILLINOIS FACILITIES

A. Facility owned, operated or managed by Sunbelt: Adventist LaGrange Memorial Hospital, a 205-bed acute care hospital located at 5101 and 5201 South Willow Springs Road, LaGrange, Illinois-----\$50,000,000.

B. Facility owned, operated or managed by Adventist Hinsdale Hospital, an Illinois not-for-profit corporation: Adventist Hinsdale Hospital, a 338-bed acute care hospital located at 119, 120 and 135 North Oak Street, Hinsdale, Illinois-----\$180,000,000.

C. Facility owned, operated or managed by Adventist GlenOaks Hospital, an Illinois not-for-profit corporation: Adventist GlenOaks Hospital, a 144-bed acute care hospital located at 701 Winthrop Avenue, Glendale Heights, Illinois-----\$20,000,000.

D. Facility owned, operated or managed by Adventist Bolingbrook Hospital, an Illinois not-for-profit corporation: Adventist Bolingbrook Hospital, a 138-bed acute care hospital and related medical clinics, offices and ancillary facilities, located at 500 Remington Boulevard, Bolingbrook, Illinois-----\$20,000,000.

IV. KANSAS FACILITY

Facility owned, operated or managed by Shawnee Mission Medical Center, Inc., a Kansas not-for-profit corporation: Shawnee Mission Medical Center, a 406-bed acute care hospital located at 9100 West 74th Street, Merriam, Kansas-----\$140,000,000; 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 October 19, 2010;

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

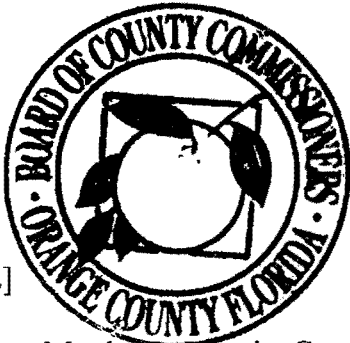
Section 1. The issuance of the Bonds by the Authority under the plan of finance described above, in an aggregate principal amount not to exceed \$3,488,000,000, in one or more series over the longest period permitted by law, and for the purposes set forth above is hereby approved.

Section 2. 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 (i) an endorsement of the creditworthiness of Sunbelt or any of its affiliates; (ii) a recommendation to any prospective purchaser to purchase the Bonds; (iii) the evaluation of the likelihood of the repayment of the debt service on the Bonds; or (iv) an approval of any zoning application or any regulatory permit required in connection with the above-described facilities, 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 3. Nothing contained in this approval shall be deemed to create any obligation or obligations of Orange County, Florida or the Board of County Commissioners of Orange County.

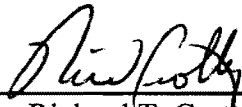
Section 4. This Resolution shall take effect immediately upon its adoption.

ADOPTED this ____ day of NOV 09 2010, 2010.

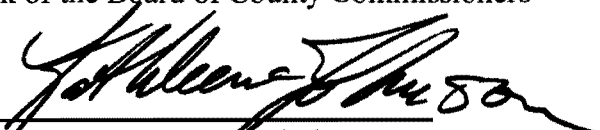


[SEAL]

ORANGE COUNTY, FLORIDA
By: Board of County Commissioners

By 
Richard T. Crotty, Mayor

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


Deputy County Clerk

20101109

EXHIBIT A

PUBLISHER'S AFFIDAVIT

Orlando Sentinel

Published Daily

State of Florida } S.S.
COUNTY OF ORANGE }


Before the undersigned authority personally appeared Tamela Vargas, 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 October 19, 2010 In the Orange County, was published in said newspaper in the issue; of 10/5/10

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.

Tamela Vargas

The foregoing instrument was acknowledge before me this 5 day of October, 2010, by Tamela Vargas, who is personally known to me and who did take an oath.

DEBORAH M. TONEY

 **DEBORAH M. TONEY**
NOTARY PUBLIC
STATE OF FLORIDA
Comm# DD938521
Expires 11/19/2013

Order# 1091986

NOTICE IS HEREBY GIVEN that a public hearing will be held on Tuesday, October 19, 2010, at 3:00 P.M. in 3rd Floor Conference Room of the Orange County Administration Center, 201 South Rosalind Avenue, Orlando, Florida, by the Orange County Health Facilities Authority (the "Authority") regarding its plan to issue its Revenue Bonds (Adventist Health System/Sunbelt Obligated Group) in an aggregate principal amount not to exceed \$3,488,000,000 in one or more series over the longest period permitted by law (the "Bonds"). The proceeds of the Bonds will be used to (a) finance, refinance, or reimburse the costs of acquiring, constructing, renovating and equipping certain health care facilities at the locations listed below; (b) provide one or more debt service reserve funds for the benefit of all or a portion of the Bonds, if deemed necessary or desirable; (c) pay a portion of the interest to accrue on the Bonds, if deemed necessary or desirable; (d) pay certain working capital expenditures, if deemed necessary or desirable; and (e) pay certain costs of issuance of the Bonds, including the costs of any credit or liquidity enhancement thereon, if deemed necessary or desirable.

The proceeds of the Bonds will be used to finance, refinance or reimburse the costs of acquiring, constructing, improving or renovating the facilities (including related land costs) listed below and the costs of acquiring and installing equipment (including, but not limited to, medical equipment, computer equipment, office equipment and general building equipment and fixtures) to be located at the facilities listed below. The initial owner, operator or manager, a general functional description and the location of each such facility, and the estimated maximum aggregate principal amount of Bonds to be issued with respect to each such facility, are listed below.

I. FLORIDA FACILITIES

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

- 1. Florida Hospital Orlando, a 1080-bed acute care hospital located at 2120 East Rollins Street, Orlando, Florida, and the related land, parking garages, office buildings, college of health science buildings, warehouses and other buildings located on the Florida Hospital Orlando hospital campus located generally by Wilkinson Street, Westchester Avenue and Evans Street on the north, Orange Avenue on the west, Princeton Street on the south and Mills Avenue (Highway 17-92) on the east (excluding 2201, 2415, 2501, 2500, 2520, 2604, 2608, 2609, 2600, 2901, 2909 and 2921 N. Orange Avenue, and 710 Rollins Street, as well as the property encompassing Lakshree Park and Art Center, the Orange Science Center and the Orange County Historical Museum), which campus includes the following mailing addresses: 2212 and 2228 North Alden Street, 2200-2414 Bedford Road, 50 East Rollins Street, 525, 529 and 800 Lake Estelle Drive, 501 and 525 East King Street, 2905 Sanitarium Drive, 615 East Princeton Street, 2215-2305 McRae Avenue and 2201-2415 and 2501 North Orange Avenue; and in addition, the properties located at 301 East Princeton Street, 2500, 2520, 2604 and 2608 North Orange Avenue, Orlando, Florida—\$600,000,000;
- 2. Florida Hospital East Orlando, a 225-bed acute care hospital located at 777 Lake Underhill Drive, Orlando, Florida—\$80,000,000;
- 3. Florida Hospital Apopka, a 50-bed acute care hospital located at 201 North Park Avenue, Apopka, Florida—\$25,000,000;
- 4. Florida Hospital Altamonte, a 341-bed acute care hospital and related medical office buildings located at 601, 661, 701 and 711 East Altamonte Drive and 201 Park Place, Altamonte Springs, Florida—\$150,000,000;
- 5. Florida Hospital Kissimmee, an 83-bed acute care hospital located at 2450 North Orange Blossom Trail, Kissimmee, Florida—\$50,000,000;
- 6. Florida Hospital Celebration Health, a 112-bed acute care hospital located at 400 Celebration Place, Celebration, Florida—\$250,000,000;
- 7. Winter Park Memorial Hospital, a 331-bed acute care hospital located at 200 North Lakemont Avenue, Winter Park, Florida—\$200,000,000;
- 8. Florida Hospital Lake Placid, a 50-bed acute care hospital located at 1210 U.S. Highway 27 North, Lake Placid, Florida—\$12,000,000;
- 9. Florida Hospital Heartland Medical Center, a 159-bed acute care hospital located at 4200 Sun N Lake Boulevard, Sebring, Florida—\$50,000,000; and
- 10. Florida Hospital Wauchula, a 25-bed acute care hospital located at 533 West Carlton Street, Wauchula, Florida—\$6,000,000.

B. Facility owned by Florida Hospital Waterman, Inc., a Florida not-for-profit corporation; Florida Hospital Waterman, a 204-bed acute care hospital, located at 1000 Waterman Way, Tavares, Florida—\$70,000,000.

C. Facility owned by Southwest Volusia Healthcare Corporation, a Florida not-for-profit corporation:

- 1. Florida Hospital Fish Memorial, a 139-bed acute care hospital and outpatient medical center located at 1055 Saxon Boulevard, Orange City, Florida—\$50,000,000; and
- 2. an approximately 30,000 square foot outpatient medical center to be built

1. An approximately 30,000 square foot outpatient medical center to be built at the northeast corner of SR 415 and Doyle Road, Osteen, Florida—\$15,000,000.

D. Facilities owned or to be owned, operated or managed by Memorial Health Systems, Inc., a Florida not-for-profit corporation:

1. Florida Hospital-Ormond Memorial, a 205-bed acute care hospital and office buildings located at 873-875 Sierthaus Drive, Ormond Beach, Florida—\$25,000,000;
2. Florida Hospital-Oceanside, a 119-bed acute care hospital located at 264 South Atlantic Avenue, Ormond Beach, Florida—\$10,000,000;
3. Florida Hospital Memorial Medical Center, a 277-bed acute care hospital and related medical clinics, offices and ancillary facilities located at 301 Memorial Medical Parkway, Daytona Beach, Florida—\$100,000,000; and
4. A 31,000 square foot cancer treatment center to be built at 224 Memorial Medical Parkway, Daytona Beach, Florida—\$10,000,000.

E. Facility owned, operated or managed by Memorial Hospital-Flagler, Inc., a Florida not-for-profit corporation: Memorial Hospital/Flagler, a 99-bed acute care hospital located at 60 Memorial Medical Parkway, Palm Coast, Florida—\$100,000,000.

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

1. Florida Hospital/DeLand, a 156-bed acute care hospital located at 701 West Plymouth Avenue, DeLand, Florida—\$20,000,000; and
2. A 6,400 square foot cancer treatment center to be built at 680 Peachwood Drive, DeLand, Florida—\$10,000,000.

G. Facility owned, operated or managed by Florida Hospital Zephyrhills, Inc., a Florida not-for-profit corporation: Florida Hospital Zephyrhills, a 154-bed acute care hospital located at 7050 Gall Boulevard, Zephyrhills, Florida—\$50,000,000.

H. Facilities owned or to be owned, operated or managed by University Community Hospital, Inc., a Florida not-for-profit corporation:

1. University Community Hospital, a 475-bed acute care hospital located at 3100 E Fletcher Avenue Tampa, Florida and the related land, parking garages, clinics and office buildings including the Heart Heart Hospital located on the University Community Hospital Campus bordered generally by E. Fletcher Avenue on the south, Park Square West on the east, 31st Street on the west and 138th Avenue on the north, which campus includes the University Community Hospital Health Park located at 3102 E 138th Ave. Tampa, Florida—\$300,000,000;
2. University Community Hospital-Carrollwood, a 120-bed acute care hospital located at 7171 N. Dale Mabry Highway, Tampa, Florida—\$150,000,000;
3. Long Term Acute Care Hospital at Cannerton, a 50-bed long term acute care facility located at 941 Health Center Drive, Land O'Lakes, Florida—\$75,000,000;
4. A 58,000 square foot medical clinic and medical office building located at 13601 Bruce B. Downs Boulevard, Tampa, Florida—\$10,000,000;
5. A 3,400 square foot medical clinic (including the Diabetes Care Institute) and medical office building located at 13901 Bruce B. Downs Boulevard, Tampa, Florida—\$1,000,000;
6. A 4,700 square foot medical clinic located at 3012 U.S. Highway 301 N., Tampa, Florida—\$1,000,000;
7. A 14,425 square foot auditorium/gymnasium located at 6925 N. Dale Mabry Highway, Tampa, Florida—\$10,000,000;
8. A 21,210 square foot medical clinic and medical office building located at 7001 N. Dale Mabry Highway, Tampa, Florida—\$10,000,000;
9. A 3,000 square foot medical clinic and medical office building located at 27653 N. Dale Mabry Highway, Lutz, Florida—\$1,000,000;
10. A 6,500 square foot medical clinic and medical office building located at 205 South Main Avenue, Brandon, Florida—\$1,000,000;
11. A 1,500 square foot medical clinic located at 13801 Bruce B. Downs Boulevard, Tampa, Florida—\$1,000,000; and
12. An 80-bed acute care hospital facility and related medical clinics and medical office buildings to be built on 50 acres of vacant land located at 2600 Bruce B. Downs Boulevard, Wesley Chapel, Florida—\$175,000,000.

II. COLORADO FACILITIES

Facilities owned, operated or managed, or to be owned, operated or managed, by PorterCare Adventist Health System, a Colorado not-for-profit corporation:

1. Avista Adventist Hospital, a 114-bed acute care hospital located at 100 Health Park Drive, Louisville, Colorado—\$25,000,000;
2. Littleton Adventist Hospital, a 231-bed acute care hospital located at 7700 South Broadway, Littleton, Colorado—\$60,000,000;
3. Porter Adventist Hospital, a 368-bed acute care hospital located at 2525 South Downing Street, Denver, Colorado—\$40,000,000;
4. Parker Adventist Hospital, a 94-bed acute care hospital located at 9395 Crown Crest Boulevard, Parker, Colorado—\$125,000,000; and
5. Castle Rock Medical Center, an 86-bed acute care hospital and related medical clinics and medical office

5. Castle Rock Medical Center, an 86-bed acute care hospital and related medical clinics and medical office buildings to be built on 40 acres of vacant land located at 2350 Meadows Boulevard (northeast corner of Meadows Parkway and Meadows Boulevard), Castle Rock, Colorado—\$150,000,000.

III. ILLINOIS FACILITIES

A. Facility owned, operated or managed by Sunbelt: Adventist LaGrange Memorial Hospital, a 205-bed acute care hospital located at 5101 and 5201 South Willow Springs Road, LaGrange, Illinois—\$50,000,000.

B. Facility owned, operated or managed by Adventist Hinsdale Hospital, an Illinois not-for-profit corporation: Adventist Hinsdale Hospital, a 338-bed acute care hospital located at 119, 120 and 135 North Oak Street, Hinsdale, Illinois—\$180,000,000.

C. Facility owned, operated or managed by Adventist GlenOaks Hospital, an Illinois not-for-profit corporation: Adventist GlenOaks Hospital, a 144-bed acute care hospital located at 701 Winthrop Avenue, Glendale Heights, Illinois—\$20,000,000.

D. Facility owned, operated or managed by Adventist Bolingbrook Hospital, an Illinois not-for-profit corporation: Adventist Bolingbrook Hospital, a 138-bed acute care hospital and related medical clinics, offices and ancillary facilities, located at 500 Remington Boulevard, Bolingbrook, Illinois—\$20,000,000.

IV. KANSAS FACILITY

Facility owned, operated or managed by Shawnee Mission Medical Center, Inc., a Kansas not-for-profit corporation: Shawnee Mission Medical Center, a 406-bed acute care hospital located at 9100 West 74th Street, Merriam, Kansas—\$140,000,000.

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 such Bonds. Comments at the public hearing are invited. Written comments may be submitted to the Authority in care of its counsel, Lawndes, Drosdick, Doster, Kantor & Reed, P.A., 215 North Eola Drive, Orlando, Florida 32801, Attention: Lou Frey, Esq., until the conclusion of the public hearing. Additional information can be obtained from the Authority at the address listed immediately above.

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 these proceedings, 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) 836-5500, no later than seven days prior to the proceeding.

ORANGE COUNTY
HEALTH FACILITIES AUTHORITY

COR1091986

10/05/2010

MINUTES OF A PUBLIC HEARING of the ORANGE COUNTY HEALTH FACILITIES AUTHORITY, acting through its designated hearing officer, held in the 3rd Floor Conference Room at the Orange County Administration Center, 201 South Rosalind Avenue, Orlando, Florida, at 3:00 p.m. on Tuesday, October 19, 2010.

The Orange County Health Facilities Authority (the "Authority"), acting through its designated hearing officer, John J. Coffey (the "Hearing Officer"), held a public hearing.

At 3:00 P.M., the Hearing Officer called the public hearing to order. The Hearing Officer stated that the public hearing was being held pursuant to published notice as required by law (Section 147(f) of the Internal Revenue Code of 1986, as amended), and was being conducted on the proposed issuance under a plan of finance by the Authority of its Revenue Bonds (Adventist Health System/Sunbelt Obligated Group) in an aggregate principal amount not to exceed \$3,488,000,000 in one or more series over the longest period permitted by law (the "Bonds").

The Hearing Officer stated that the proceeds of the Bonds will be loaned or paid to Adventist Health System/Sunbelt, Inc., a Florida not-for-profit corporation, and certain affiliated corporations and that the proceeds of such Bonds will be used for the purposes described in said notice.

The Hearing Officer stated that the notice of the public hearing was published on October 5, 2010, in *The Orlando Sentinel*, a newspaper of general circulation in Orange County, Florida. The Hearing Officer presented the publisher's affidavit for the above-described publication, with newspaper clipping attached (a copy of which is attached hereto as *Exhibit A*), which affidavit shall be placed on file in the office of the Authority as part of the permanent records of the Authority.

The Hearing Officer then announced that all interested persons wishing to contend for or protest against the issuance of all or any portion of such 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

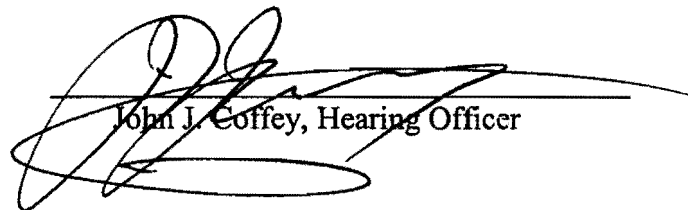
ADDRESS

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 Hearing Officer stated that the public hearing on the proposed issuance of such Bonds was concluded.

DATED this 19th day of October, 2010.


John J. Coffey, Hearing Officer