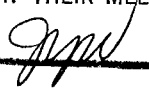


APPROVED BY THE BOARD OF COUNTY
COMMISSIONERS AT THEIR MEETING
AUG 06 1991



RESOLUTION NO. 91-HFA-01

A RESOLUTION of the Board of County Commissioners of Orange County, Florida approving the issuance by the Orange County Health Facilities Authority of its First Mortgage Revenue Bonds (RHA/Princeton Hospital, Inc. Project), Series 1991A in an aggregate principal amount not to exceed \$46,000,000 for the benefit of RHA/Princeton Hospital, Inc., a Florida not-for-profit corporation.

WHEREAS, the Orange County Health Facilities Authority (the "Authority") has been created pursuant to Chapter 74-323, Laws of Florida 1974, being Part III of Chapter 154 of the Florida Statutes, as amended, known as the Health Facilities Authorities Law (the "Act"), and is authorized to issue revenue bonds for the benefit of a "health facility", as defined in the Act; and

WHEREAS, RHA/Princeton Hospital, Inc., a Florida not-for-profit corporation (the "Corporation") and a health facility within the meaning of the Act, has requested the Authority to issue its First Mortgage Revenue Bonds (RHA/Princeton Hospital, Inc. Project), Series 1991A in an aggregate principal amount not to exceed \$46,000,000 (the "Series 1991A Bonds") and to loan the proceeds thereof to the Corporation; and

WHEREAS, the proceeds of the Series 1991A Bonds will be used by the Corporation for one or more of the following purposes: (i) finance the cost of the acquisition by the Corporation of a 153-bed general acute-care hospital known as AMI Medical Center Orlando (the "Hospital Facility"), (ii) finance the costs of certain capital improvements to the Hospital Facility, (iii) provide working capital to pay certain expenses incident to the acquisition of the Hospital Facility by the Corporation and the placing of the Hospital Facility in operation under the new ownership of the Corporation, (iv) fund reserves for debt service and capitalized interest, if deemed necessary or advisable by the Authority and the Corporation, (v) pay credit enhancement fees, if credit enhancement for the Series 1991A Bonds is deemed advisable by the Authority and the Corporation, and (vi) pay certain other expenses incurred in connection with the issuance of the Series 1991A Bonds; and

WHEREAS, the Hospital Facility is located at 1800 Mercy Drive, Orlando, Florida, and will be owned by the Corporation and managed by Royale Healthcare, Inc., a Georgia corporation; and

WHEREAS, Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code"), requires approval by the Board of County Commissioners of Orange County, Florida, as the "applicable elected representative" under such Section 147(f), of the issuance of the Series 1991A Bonds 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 July 19, 1991;

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

Section 1. The issuance by the Authority of the Series 1991A Bonds in an aggregate principal amount not to exceed \$46,000,000 for the purposes set forth above is hereby approved.

Section 2. The Series 1991A Bonds shall not constitute a debt, liability or obligation of Orange County, Florida, the State of Florida or any political subdivision thereof or a pledge of the faith and credit of Orange County, Florida, the State of Florida or 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 Corporation.

Section 3. The approval given herein shall be solely for the purpose of satisfying the requirements of Section 147(f) of the Code and shall not be construed as an approval of any necessary rezoning application or any regulatory permits required in connection with the issuance of the Series 1991A Bonds, and this Board shall not be construed by virtue of its adoption of this Resolution to have waived, or be estopped from asserting, any rights or responsibilities it may have in that regard.

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

ADOPTED this 6 day of ~~July~~ ^{August}, 1991.

ORANGE COUNTY, FLORIDA

By Vera M. Carter
vice Chairman

[SEAL]

Attest:

Mary Jo Garrison
Deputy County Clerk

STATE OF FLORIDA)
) SS
COUNTY OF ORANGE)

The undersigned does hereby certify that the attached is a true and correct copy of the Resolution duly adopted by the Board of County Commissioners of Orange County, Florida (the "Board") at its meeting held on July __, 1991.

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

IN WITNESS WHEREOF, I have hereunto set my hand and official seal of the Board this ___ day of July, 1991.

County Clerk

(SEAL)

The Orlando Sentinel

Exhibit "A"

Published Daily
Orlando, Orange County, Florida

ADVERTISING CHARGE \$139.36

State of Florida) ss.
COUNTY OF ORANGE)

Before the undersigned authority personally appeared _____
Juanita Rosado _____, who on oath says that
she is the Legal Advertising Representative of the Orlando Sentinel, a Daily newspaper
published at Orlando, in Orange County, Florida; that the attached copy of ad-
vertisement, being a public hearing _____ in the matter of
July 19, 1991 _____
_____ in the _____ Court,
was published in said newspaper in the issues of _____
July 3, 1991 _____

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 af-
fiant 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.

Juanita Rosado
Sworn to and subscribed before me this 3rd day

of July A.D., 1991

Priscilla K. Green
Notary Public, State of Florida



My Commission Expires August 28, 1994
Bonded thru Brown & Brown, Inc. NO. AD-262

NOTICE OF PUBLIC HEARING
PUBLIC NOTICE IS HEREBY
GIVEN that a public hearing will
be held on Friday, July 19, 1991,
at 4:00 p.m., in the First Floor
Meeting Room of the Orange
County Administration Center,
201 South Rosalind Avenue, Or-
lando, Florida, by the Orange
County Health Facilities Author-
ity (the "Authority") regarding a
plan to issue its First Mortgage
Revenue Bonds (RHA/Princeton
Hospital, Inc. Project), Series
1991A in an aggregate principal
amount not to exceed
\$48,000,000 and its Taxable First
Mortgage Revenue Bonds
(RHA/Princeton Hospital, Inc.
Project), Series 1991B in an ag-
gregate principal amount not to
exceed \$3,000,000 (collectively,
the "Series 1991 Bonds") for the
benefit of RHA/Princeton Hospi-
tal, Inc., a Florida not-for-profit
corporation (the "Corporation").
The proceeds of the Series 1991
Bonds will be loaned to the Cor-
poration and used for one or
more of the following purposes:
(i) finance the cost of the acqui-
sition by the Corporation of a
153-bed general acute-care hospi-
tal known as AM: Medical Cen-
ter Orlando (the "Hospital Faci-
lity"); (ii) finance the costs of cer-
tain capital improvements to the
Hospital Facility; (iii) provide
working capital to pay certain
expenses incident to the acqui-
sition of the Hospital Facility by
the Corporation and the placing
of the Hospital Facility in opera-
tion under the new ownership of
the Corporation; (iv) fund re-
serves for debt service and capi-
talized interest, if deemed nec-
essary or advisable by the Au-
thority and the Corporation; (v)
pay credit enhancement fees, if
credit enhancement for the Ser-
ies 1991 Bonds is deemed ad-
visable by the Authority and the
Corporation; and (vi) pay certain
other expenses incurred in con-
nection with the issuance of the
Series 1991 Bonds.
The Hospital Facility is located
at 1800 Mercy Drive, Orlando,
Florida, and will be owned by
the Corporation and managed
by Royale Healthcare, Inc., a
Georgia corporation.
The public hearing is required
by Section 147(f) of the Internal
Revenue Code of 1986, as
amended. Interested individuals
are invited to express their
views, both orally and in writing,
on the proposed issuance of the
Series 1991 Bonds. Comments
at the public hearing are invited.
Written comments may be sub-
mitted to the Authority in care of
its counsel, Gray, Harris & Rob-
inson, P.A., Suite 1200, South-
east Bank Building, 201 East
Pine Street, P.O. Box 3068, Or-
lando, Florida 32802. Attention:
Richard M. Robinson, Esq., until
5:00 p.m. on July 18, 1991. Ad-
ditional information can be ob-
tained from the Authority at the
address listed immediately
above.
Pursuant to Section 286.0105
of the Florida Statutes, as
amended, the Authority hereby
advises that if any person de-
cides to appeal any decision
made by the Authority with re-
spect to any matter considered
at such public hearing, such per-
son will need a record of the
proceedings and, for such pur-
pose, may need to ensure that a
verbatim record of the proceed-
ings is made, which record in-
cludes the testimony and the evi-
dence upon which the appeal is
to be based.
NOTICE DATED: JULY 5,
1991
ORANGE COUNTY
HEALTH FACILITIES
AUTHORITY
/s/ Jack Martin
Chairman
CL-692 Jul. 3, 1991

Exhibit "B"

EXCERPT OF MINUTES OF A MEETING AND PUBLIC HEARING
OF THE ORANGE COUNTY HEALTH FACILITIES AUTHORITY
HELD ON JULY 19, 1991

The Orange County Health Facilities Authority (the "Authority") held a meeting and public hearing in the first floor meeting room of the Orange County Administration Center, 201 South Rosalind Avenue, Orlando, Florida on Friday, July 19, 1991. Chairman Jack Martin, Vice Chairman Linda Shaughnessy and members Louis Murray, M.D. and Faye Agoes were present. Member Fran Pignone was absent. Also in attendance were Authority Counsel, Robie Robinson and Jack McMullen and Financial Advisor Tom Huestis.

There being a quorum, at 4:02 p.m., Chairman Martin called the public hearing to order. Mr. Martin stated that a purpose of the meeting was to conduct a public hearing, pursuant to published notice as required by law (Section 147(f) of the Internal Revenue Code of 1986, as amended), on the proposed issuance by the Authority of tax-exempt bonds in an aggregate principal amount not to exceed \$46,000,000 (the "Series 1991A Bonds") and taxable bonds in an aggregate principal amount not to exceed \$3,000,000 (the "Series 1991B Bonds"), the proceeds of which will be loaned to RHA/Princeton Hospital, Inc., a Florida not-for-profit corporation, for the purposes described in said notice.

Authority Counsel Robie Robinson then advised the Authority that a validation judgment for the Series 1991A Bonds was granted on July 15, 1991 by the Circuit Court of the Ninth Judicial Circuit, in and for Orange County, Florida. The issuance and delivery of the Series 1991A Bonds is subject to such judgment having become final and no longer subject to appeal. Due to a change in the plan of financing, validation was not sought for the Series 1991B Bonds and such bonds will not be issued by the Authority. Instead, RHA/Princeton Hospital, Inc. will issue its own direct obligation notes (the "RHA Direct Obligation Notes") in lieu of issuance of the Series 1991B Bonds. The RHA Direct Obligation Notes will be issued concurrently with the issuance of the Series 1991A Bonds, and will be secured on a parity basis with such bonds.

Mr. Martin stated that the notice of the public hearing was published on July 3, 1991 in The Orlando Sentinel, a newspaper of general circulation in Orange County, Florida.

Mr. Martin further stated that the publisher's affidavit for the above-described publication, with newspaper clipping

attached, had been received. A copy of such affidavit has been attached hereto as Exhibit "A" and shall be placed on file in the office of the Authority as part of the permanent records of the Authority.

Mr. Martin then announced that all interested persons wishing to contend for or protest against the issuance by the Authority of the Series 1991A 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; however, there were none.

All interested persons wishing to file written statements were given the full opportunity to do so; however, there were none.

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; however, no such statements were received.

Thereupon, after all persons desiring to speak or submit written statements had been permitted to do so, Mr. Martin stated that the public hearing on the proposed issuance of the Series 1991A Bonds by the Authority was concluded.

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

DATED this 19th day of July, 1991.

ORANGE COUNTY HEALTH FACILITIES
AUTHORITY

By: _____
Chairman

[Seal]

Attest:

Member