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 6th day of July, 1991.

ORANGE COUNTY, FLORIDA

By [Signature]
Vice Chairman

(SEAL)

Attest:

[Signature]
Deputy County Clerk
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)
State of Florida  ss  COUNTY OF ORANGE

Before the undersigned authority personally appeared __________________________, 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 advertisement, being a ___________ public hearing ___________ in the matter of ____________________________________________________________________________, was published in said newspaper in the issues of ____________________________________________________________________________, in the ___________ Court.

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 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.

Sworn to and subscribed before me this 3rd day of July, A.D. 1991.

__________________________
Notary Public, State of Florida
My Commission Expires August 28, 1994
Bonded Intu Brown & Brown NO. AD-262
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