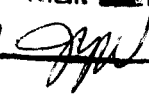


NOV 03 1992



CA/D#1

RESOLUTION NO. 92-HFA-04

A RESOLUTION of the Board of County Commissioners of Orange County, Florida approving the issuance by the Orange County Health Facilities Authority of its Health Facilities Revenue Bonds, Series 1992 (SHCC Services, Inc. Project) in an aggregate principal amount not to exceed \$15,000,000 for the benefit of SHCC Services, 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 "health facilities," as defined in the Act; and

WHEREAS, SHCC Services, Inc., a Florida not-for-profit corporation (the "Corporation"), has requested the Authority to issue its Health Facilities Revenue Bonds, Series 1992 (SHCC Services, Inc. Project) (the "Bonds") in an aggregate principal amount not to exceed \$15,000,000 and to loan the proceeds thereof to the Corporation; and

WHEREAS, the proceeds of the Bonds will be used for one or more of the following purposes: (i) finance, or reimburse the Corporation for its prior payment of, the cost of the acquisition, construction and equipping of two nursing home facilities to be located in Orange County, Florida (the "Orange County Facilities"); (ii) refinance certain indebtedness incurred by the Corporation to finance the cost of the acquisition of Lake Alfred Restorium, a 56-bed nursing home facility located in Lake Alfred, Florida (the "Lake Alfred Facility"), and Lake Wales Convalescent Center, a 100-bed nursing home facility located in Lake Wales, Florida (the "Lake Wales Facility"); (iii) fund a reserve for debt service; (iv) pay any fees and expenses associated with any credit support for the Bonds; and (v) pay certain expenses incurred in connection with the issuance of the Bonds; and

WHEREAS, the Orange County Facilities will be located on or near the campus of Florida Hospital-East at 7727 Lake Underhill Drive, Orlando, Florida, and on or near the campus of Florida Hospital-Apopka at 201 North Park Avenue, Apopka, Florida, and will be owned by the Corporation, operated by Adventist Health System/Sunbelt, Inc., a Florida not-for-profit corporation, and managed by Sunbelt Health Care Centers, Inc., a Florida not-for-profit corporation ("Sunbelt Health Care Centers"); and

WHEREAS, the Lake Alfred Facility is located at 350 West Hines Boulevard, Lake Alfred, Florida, and the Lake Wales Facility is located at 730 North Scenic Highway, Lake Wales, Florida, and the Lake Alfred Facility and the Lake Wales Facility are owned by the Corporation and managed by Sunbelt Health Care Centers; and

WHEREAS, the portion of the Bonds to be issued for the benefit of the Lake Alfred Facility and the Lake Wales Facility, which are located outside of Orange County, Florida,

will be issued by the Authority pursuant to an Interlocal Agreement between the Authority and one or more "public agencies," as defined in the Florida Interlocal Cooperation Act of 1969, Section 163.01, Part I, Chapter 163, Florida Statutes, as amended; 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 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 October 9, 1992;

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 \$15,000,000 for the purposes set forth above is hereby approved.

*Section 2.* The Bonds shall not constitute a debt, liability or obligation of Orange County, Florida or the State of Florida or any political subdivision thereof or a pledge of the faith and credit or any taxing power of Orange County, Florida or 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 and other funds provided therefor.

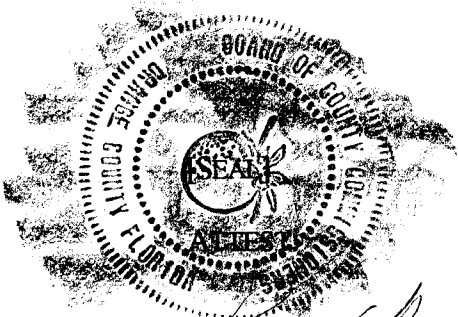
*Section 3.* The approval given herein shall be solely for the purpose of satisfying the requirements of Section 147(f) of the Code and shall not be construed as an approval of any necessary rezoning application or any regulatory permits required in connection with the issuance of the Bonds, and this 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 3<sup>rd</sup> November day of ~~October~~, 1992.

ORANGE COUNTY, FLORIDA

By *Mark Butler*  
Chairman



*Tom J. Heston*  
County Clerk

**The Orlando Sentinel**

**Exhibit A**

Published Daily  
\$185.34

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

Before the undersigned authority personally appeared Beverly C. Simmons, who on oath says that he/she is the Legal Advertising Representative of The Orlando Sentinel, a daily newspaper published at ORLANDO County, Florida; that the attached copy of advertisement, being a NOTICE OF PUBLIC HEARING in the matter of OCTOBER 9, 1992 in the ORANGE Court, was published in said newspaper in the issue; of 09/25/92

Affiant further says that the said Orlando Sentinel is a newspaper published at ORLANDO 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 acknowledged before me this 25th day of September, 1992, by Beverly C. Simmons, who is personally known to me and who did take an oath.

(SEAL)

*Beverly C. Simmons*  
*Juanita Rosado*  
**JUANITA ROSADO**

**Juanita Rosado**  
Notary Public, State of Florida  
My commission expires June 18, 1994  
Commission # CC022902

**NOTICE OF PUBLIC HEARING AND MEETING**  
NOTICE IS HEREBY GIVEN that a public hearing will be held on Friday, October 9, 1992, at 1:00 p.m., in the First Floor Meeting Room of the Orange County Administration Center, 201 South Rosalind Avenue, Orlando, Florida, by the Orange

County Health Facilities Authority (the "Authority"), regarding a plan to issue its Health Facilities Revenue Bonds Series 1992 (SHCC Series Inc. Project) (the "Bonds") in an aggregate principal amount not to exceed \$15,000,000. The proceeds of the Bonds will be loaned to SHCC Services, Inc., a Florida not-for-profit corporation (the "Corporation"), and used for one or more of the following purposes: (i) finance, or reimburse the Corporation for its prior payment of, the cost of the acquisition, construction and equipping of two nursing home facilities to be located in Orange County, Florida (the "Orange County Facilities"); (ii) refinance certain indebtedness incurred by the Corporation to finance the cost of the acquisition of Lake Alfred Restorium, a 56-bed nursing facility located in Lake Alfred, Florida (the "Lake Alfred Facility"), and Lake Wales Convalescent Center, a 100-bed nursing facility located in Lake Wales, Florida (the "Lake Wales Facility"); (iii) fund a reserve for debt service; (iv) pay any fees and expenses associated with any credit support for the Bonds; and (v) pay certain expenses incurred in connection with the issuance for the Bonds.

The Orange County Facilities will be located on or near the campus of Florida Hospital-East at 7727 Lake Underhill Drive, Orlando, Florida, and on or near the Campus of Florida Hospital-Apopka at 201 North Park Avenue, Apopka, Florida. The Lake Alfred Facility is located at 350 West Hines Boulevard, Lake Alfred, Florida, and the Lake Wales Facility is located at 730 North Scenic Highway, Lake Wales, Florida. The Orange County Facilities will be owned by the Corporation, operated by Adventist Health System/Sunbelt, Inc., a Florida not-for-profit corporation, and managed by Sunbelt Health Care Centers, Inc., a Florida not-for-profit corporation ("Sunbelt Health Care Centers"). The Lake Alfred Facility and the Lake Wales Facility are owned by the Corporation and managed by Sunbelt Health Care Centers.

The portion of the Bonds to be issued for the benefit of the Lake Alfred Facility and the Lake Wales Facility, which are located outside of Orange County, Florida, will be issued by the Authority pursuant to an Interlocal Agreement between the Authority and certain other "public agencies," as defined in the Florida Interlocal Cooperation Act of 1989, Section 163.01, Part 1, Chapter 163, Florida Statutes, as amended.

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 Bonds. Comments at the public hearing are invited. Written comments may be submitted to the Authority in care of its counsel, Gray, Harris & Robinson, P.A., Suite 1200, Southeast Bank Building, 201 East Pine Street, P.O. Box 3068, Orlando, Florida 32802, Attention: Mr. Richard M. Robinson, until 1:00 p.m. on October 9, 1992. Additional information can be obtained from the Authority at the address listed immediately above.

NOTICE IS HEREBY ALSO GIVEN that the Authority will meet in public session following the public hearing to consider such business as may properly come before the Authority at said meeting.

Pursuant to Section 286.0105 of the 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 hearing or 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 heard.

Exhibit B

STATE OF FLORIDA

SS:

COUNTY OF ORANGE

THIS IS TO CERTIFY that the foregoing is a true and correct copy of the the Health Facilities Authority minutes at their regular meeting held on October 9, 1992, which is on file in the office of the Clerk of the Board of County Commissioners.

IN WITNESS WHEREOF, I have hereunto set my hand and the official seal of the Board of County Commissioners, Orange County, Florida, this 12th day of October 1992.

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

By:

Mary J. Garrison  
Deputy Clerk

MINUTES OF A PUBLIC HEARING of the Orange County Health Facilities Authority held in the First Floor Meeting Room at the Orange County Administration Center, Orlando, Florida, at 1:00 P.M., on Friday, October 9, 1992.

The Orange County Health Facilities Authority (the "Authority") held a public hearing with the following members present:

Linda M. Shaughnessy, Chairman

Louis C. Murray, M.D., Vice Chairman

Faye Agoes, Member

\_\_\_\_\_, Member

\_\_\_\_\_, Member

and the following members absent:

Jack Martin

Fran Pignone

At 1:00 P.M., the \_\_\_\_\_ Chairman of the Authority called the public hearing to order. The \_\_\_\_\_ Chairman stated that the 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 \$15,000,000 (the "Bonds"), the proceeds of which will be loaned to SHCC Services, Inc., a Florida not-for-profit corporation, for the purposes described in said notice.

The \_\_\_\_\_ Chairman stated that the notice of the public hearing was published on September 25, 1992 in *The Orlando Sentinel*, a newspaper of general circulation in Orange County, Florida. The \_\_\_\_\_ Chairman further stated that the publisher's affidavit for the above-described publication, with newspaper clipping attached, is forthcoming and, upon receipt, shall be placed on file in the office of the Authority as part of the permanent records of the Authority.

The \_\_\_\_\_ Chairman then announced that all interested persons wishing to contend for or protest against the issuance of the Bonds by the Authority 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
<b>None .</b>	

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
<b>None .</b>	

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
<b>None .</b>	

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 \_\_\_\_\_ Chairman stated that the public hearing on the proposed issuance of the Bonds by the Authority was concluded.

DATED this 9th day of October, 1992.

Linda M. Shaughnessy  
Chairman

[SEAL]

ATTEST:

Faye Adams  
Member