

BEFORE THE BOARD OF COUNTY COMMISSIONERS
FOR MULTNOMAH COUNTY, OREGON

RESOLUTION NO. 03-046

Authorizing Issuance of Revenue Bonds, Series 2003 (Providence Health System) by the Hospital Facility Authority of Clackamas County, Oregon

The Multnomah County Board of Commissioners Finds:

- a. The Hospital Facility Authority of Clackamas County, Oregon (the "Clackamas Authority") has received a request from Providence Health System, a private, nonprofit corporation organized and existing under the laws of the State of Oregon, (the "Borrower") to issue Revenue Bonds, Series 2003 (Providence Health System) in one or more series, in an aggregate principal amount not to exceed \$220,000,000 (the "Bonds"), to (1) redeem, refund or defease the Clackamas Authority's Hospital Revenue Bonds, Series 1987 and Hospital Revenue Bonds (Sisters of Providence), Series 1992 (collectively, the "Refunded Bonds"); (2) finance and refinance the construction, remodeling, additions, improvements, and equipment located at the following addresses, owned and operated by the Borrower: (i) Providence Portland Medical Center, 4805 N.E. Glisan Street, Portland, Oregon 97213; (ii) Providence Medical Group, 1235 N.E. 47th Street, Portland, Oregon 97213; (iii) Providence Home and Community Services, 1235 N.E. 47th Street, Portland, Oregon 97213; (iv) Providence Child Center, 830 N.E. 47th Avenue, Portland, Oregon 97213; (v) Providence Milwaukie Hospital, 10150 S.E. 32nd, Milwaukie, Oregon 97222; (vi) Providence St. Vincent Medical Center, 9205 S.W. Barnes Road, Portland, Oregon 97225; (vii) Providence Medford Medical Center, 1111 Crater Lake Avenue, Medford, Oregon 97504; and (viii) Providence Home Care and Hospice of Providence, 1660 E. McAndrews Road, Medford, Oregon 97504; and (3) pay certain costs of issuance. The maximum aggregate principal amount of Bonds to be issued to finance each of the projects at the addresses identified above, as well as the maximum amount of Bonds to be issued in the aggregate for all projects, will not exceed \$220,000,000.
- b. On February 11, 2003 the Clackamas Authority adopted an Inducement Resolution preliminarily approving of the Bonds and authorizing the execution and delivery of an Intergovernmental Cooperation Agreement (the "Intergovernmental Agreement") between the Clackamas Authority, The Hospital Facilities Authority of Multnomah County, Oregon (the "Multnomah Authority"), The Hospital Facilities Authority of the City of Medford, Oregon (the "Medford Authority") and Washington County, Oregon. The Intergovernmental Cooperation Agreement designates the Clackamas Authority as the issuer of the Bonds for the Project.
- c. The principal of and interest on the Bonds will not constitute a debt of Multnomah County nor shall the Bonds be payable from a tax of any nature levied upon any property within Multnomah County, Oregon nor any other political subdivision of the State of Oregon. The Bonds will be payable only from the revenues and resources provided by the Borrower.
- d. The Internal Revenue Code of 1986, as amended, (the "Code") authorizes the issuance of revenue bonds for a "qualified 501(c)(3) entity," such as the Borrower.
- e. Section 147(f) of the Internal Revenue Code of 1986, as amended, requires that qualified 501(c)(3) bonds be approved by the applicable elected representatives of (1)

the governmental unit issuing such bonds (the Hospital Facility Authority of Clackamas County, Oregon); such approval will be obtained by the Board of County Commissioners of Clackamas County, Oregon, and (2) the governmental unit (the Board of County Commissioners of Multnomah County, Oregon) having jurisdiction over the area in which a portion of the Project is located (Providence Medical Group, Providence Home and Community Services, Providence Portland Medical Center and Providence Child Care in Multnomah County, Oregon).

- f. On April 3, 2003, The Hospital Facilities Authority of Multnomah County, Oregon (the "Multnomah Authority") will consider a Resolution authorizing the issuance of the Bonds by the Clackamas Authority.
- g. The Board of County Commissioners of Multnomah County, as the applicable elected representatives of the governmental unit having jurisdiction over the area in which a portion of the Project is located (Providence Medical Group, Providence Home and Community Services, Providence Medical Center and Providence Child Care in Multnomah County, Oregon), has been requested to conduct a public hearing and approve the issuance of the Bonds.


The Multnomah County Board of Commissioners Resolves:

- 1. Approval of Bonds. As the applicable elected representatives of the governmental unit having jurisdiction over the area in which a portion of the Project is located (Providence Medical Group, Providence Home and Community Services, Providence Medical Center and Providence Child Care in Multnomah County, Oregon), and having held the public hearing, the Board of County Commissioners approves of the issuance of the Bonds by the Clackamas Authority.
- 2. Authorized Representative of the Authority. The Director, Finance Division or Treasury Manager of Multnomah County are designed as authorized representatives (the "Authorized Representatives") to execute and deliver such documents, and any and all other things or acts necessary for the issuance of the Bonds by the Clackamas Authority. Such acts of the Authorized Representatives are for and on behalf of the County and are authorized by the Board of County Commissioners of the County.

ADOPTED this 3rd day of April, 2003.



BOARD OF COUNTY COMMISSIONERS
FOR MULTNOMAH COUNTY, OREGON



Diane M. Linn, Chair

REVIEWED:

AGNES SOWLE, ACTING COUNTY ATTORNEY
FOR MULTNOMAH COUNTY, OREGON

By  _____
Agnes Sowle, Acting County Attorney