

**BEFORE THE HOSPITAL FACILITIES AUTHORITY OF
MULTNOMAH COUNTY, OREGON**

RESOLUTION NO. 08-109

Approving an Intergovernmental Agreement and Issuance of Revenue Bonds (Legacy Health System), Series 2008 by the Hospital Facility Authority of Clackamas County, Oregon

**The Board of Directors of The Hospital Facilities Authority of Multnomah County, Oregon
Finds:**

- a. The Hospital Facility Authority of Clackamas County, Oregon (the “Clackamas Authority”) has received a request from Legacy Health System, a private, nonprofit corporation organized and existing under the laws of the State of Oregon (the “Borrower”) to issue Revenue Bonds (Legacy Health System), Series 2008, in an aggregate principal amount not to exceed \$350,000,000 (the “Bonds”), to finance the costs of the following projects (collectively, the “Projects”):
 - (i) capital construction, remodeling and renovation, and acquisition and installation of equipment, for the hospital and medical facilities located at Legacy Meridian Park Hospital, including additional imaging and surgical equipment such as a MRI, digital mammography, CT scanner, surgical navigation systems and various facility renovations and upgrades;
 - (ii) capital construction, remodeling and renovation, and acquisition and installation of equipment, in connection with emergency department expansion for the hospital and medical facilities located at Legacy Mount Hood Medical Center, including phone system upgrades, imaging equipment, new patient beds, remodeling patient rooms and various facility renovations and upgrades;
 - (iii) capital construction, remodeling and renovation, and acquisition and installation of equipment, for the hospital and medical facilities located at Legacy Emanuel Hospital & Health Center, including a new pediatric patient tower, expansion of surgical services and the intensive care unit, a new parking garage, renovation of existing departments impacted by the expansion, phone system upgrades, imaging equipment, new patient beds, remodeling of patient rooms and various facility renovations and upgrades;
 - (iv) capital construction, remodeling and renovation, and acquisition and installation of equipment, for the hospital and medical facilities located at Legacy Good Samaritan Hospital and Medical Center, including phone system upgrades, imaging equipment, new patient beds, remodeling patient rooms and various facility renovations and upgrades;
 - (v) capital construction, remodeling and renovation, and acquisition and installation of equipment, for hospital, medical and administrative facilities, including phone upgrades and various facility renovations and upgrades; and

- (vi) to pay certain costs of issuance relating to the Bonds, including capitalized interest and a debt service reserve fund, if necessary, and credit enhancement fees.

The maximum aggregate principal amount of Bonds to be issued to finance each of the Projects at the locations identified above, as well as the maximum amount of Bonds to be issued in the aggregate for all Projects, will not exceed \$350,000,000; and

- b. On June 6, 2008 the Clackamas Authority adopted an Inducement Resolution giving preliminary approval of the Bonds and authorizing the execution and delivery of an Intergovernmental Cooperation Agreement (the "Intergovernmental Agreement") between the Clackamas Authority and The Hospital Facilities Authority of Multnomah County, Oregon (the "Multnomah Authority"), in substantially the form attached hereto as Exhibit A. The Intergovernmental Agreement designates the Clackamas Authority as the issuer of the Bonds for the Projects; and
- c. The principal of and interest on the Bonds will not constitute a debt of the Multnomah Authority or 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; and
- 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; and
- 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) and having jurisdiction over the area in which a portion of the Projects are located (Legacy Meridian Park Hospital); such approval will be obtained by the Board of County Commissioners of Clackamas County, Oregon on June 26, 2008, and (2) the governmental unit (the Board of County Commissioners of Multnomah County, Oregon) having jurisdiction over the area in which the Projects located in Multnomah County, Oregon are located; and
- f. On June 4, 2008, the Chief Financial Officer as a designated hearings officer for Multnomah County, Oregon, conducted a public hearing to provide a reasonable opportunity for members of the public to express their views, orally or in writing, regarding the issuance of the Bonds. A copy of the Public Hearing Report is attached hereto as Exhibit B; and
- g. Notice of the public hearing was published in the May 21, 2008 edition of *The Oregonian*. An affidavit of publication of the Notice of Public Hearing is attached hereto at Exhibit C; and.
- h. Subsequent to the hearing the Chair of the Board of County Commissioners of Multnomah County, Oregon as the applicable chief elected official of the governmental unit having jurisdiction over the area in which the Projects in Multnomah County are

located, prepared and signed a letter approving of the Public Hearing and the issuance of the Bonds.

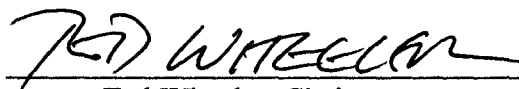
The Board of Directors of The Hospital Facilities Authority of Multnomah County, Oregon Resolves:

1. Approval of Bonds. The Multnomah Authority approves of the issuance of the Bonds by the Hospital Facility Authority of Clackamas County, Oregon.
2. Authorized Representative of the Authority. The Authority designates each of the Chair, Vice Chair, Secretary, Assistant Secretary, Chief Financial Officer, County Treasurer or the Authority's designee as "Authorized Representatives," collectively, and as an "Authorized Representative," individually (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.
3. Approval of Intergovernmental Agreement. The Multnomah Authority authorizes the execution and delivery of the Intergovernmental Agreement by an Authorized Representative of the Multnomah Authority for and on behalf of the Multnomah Authority.

ADOPTED this 24th day of July 2008.



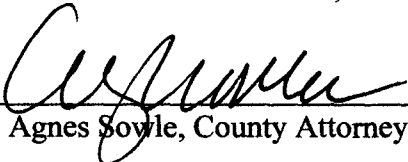
**THE HOSPITAL FACILITIES AUTHORITY
OF MULTNOMAH COUNTY, OREGON**



Ted Wheeler, Chair

REVIEWED:

AGNES SOWLE, COUNTY ATTORNEY
FOR MULTNOMAH COUNTY, OREGON

By 
Agnes Sowle, County Attorney

SUBMITTED BY:

Carol M. Ford, Director, Dept. of County Management