RESOLUTION NO.  2012-116

SPONSOR  Mr. Pry

DATE  April 2, 2012  COMMITTEE  Planning

A Resolution approving the issuance of Hospital Facilities Revenue Bonds of the County of Allen, Ohio, and authorizing other documents in connection with the issuance of such Bonds, for the Executive’s Department of Law, Insurance and Risk Management, and declaring an emergency.

WHEREAS, Catholic Health Partners is a nonprofit Ohio corporation (the “Corporation”) that, through its subordinate and affiliated nonprofit corporations (the “Affiliates”), owns and operates healthcare facilities at various locations in Ohio, including Hospital Facilities, as defined in Section 140.01 of the Ohio Revised Code, in Summit County, Ohio (the “County”) and the Corporation has determined to acquire, construct and equip certain additional Hospital Facilities located in the County (collectively, the “Local Facilities”), and has requested the County of Allen, Ohio (the "Issuer"), to issue its bonds therefor; and

WHEREAS, Chapter 140 of the Ohio Revised Code provides a procedure by which “Public Hospital Agencies,” as defined therein and including counties and municipal corporations, may enter into an agreement pursuant to which a Public Hospital Agency may issue its revenue bonds to fund the capital needs of Hospital Facilities located in the jurisdictions of each of the Public Hospital Agencies which are parties to such agreement, for the public purpose of better providing for the health and welfare of the people of the State of Ohio by enhancing the availability, efficiency and economy of Hospital Facilities and the services rendered thereby; and

WHEREAS, the Corporation has represented to the County that it has organized under a master trust indenture the financing of certain debt of the Corporation and the Affiliates, including debt incurred to fund the capital needs of the Local Facilities, and from time to time will undertake the financing and refinancing of Hospital Facilities, including the Local Facilities, thereby enhancing the availability, efficiency and economy of Hospital Facilities and the services rendered thereby in the County; and

WHEREAS, the County entered into the Participating Public Hospital Agencies Agreement with the Issuer and certain additional political subdivisions (collectively with the County, the “Participating Public Hospital Agencies”) pursuant to Section 140.03, Ohio Revised Code, dated as of May 1, 2008 for the purpose of (a) financing and refinancing through the Issuer certain capital equipment and construction needs of the Corporation and its Affiliates, including the Local Facilities, located within the jurisdiction of the County, including the reimbursement of costs advanced for those purposes, and (b) refunding and retiring outstanding prior indebtedness incurred for such purpose; and

WHEREAS, the Corporation anticipates that the Issuer will issue its Hospital Facilities Revenue Bonds, Series 2012 (Catholic Health Partners), in one or more series (the “Series 2012 Bonds”), in an amount not to exceed $420,000,000 to (a) finance and refinance the acquisition, construction and equipping of Hospital Facilities located in the jurisdiction of the Participating Public Hospital Agencies and (b) refund and retire certain outstanding prior indebtedness. The Issuer may, from time to time, determine to issue additional revenue bonds, in order to finance and refinance the costs of Hospital Facilities, in cooperation with the Participating Public Hospital Agencies; and
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WHEREAS, Section 147(f) of the Internal Revenue Code of 1986, as amended (the “Code”), requires that prior to their issuance, the Series 2012 Bonds must be approved by the “applicable elected representative” (as defined in such Section 147(f) of the Code) of the Issuer and of certain political subdivisions in which Hospital Facilities will be financed, including the County; and

WHEREAS, this Council of the County of Summit (the "Council") is the applicable elected representative of the County; and

WHEREAS, a public hearing was held with respect to the issuance of the Series 2012 Bonds prior to the final consideration of this resolution; and

WHEREAS, this Council finds and determines, after reviewing all pertinent information, that it is necessary and in the best interest of the County to approve the issuance of the Series 2012 Bonds;

NOW, THEREFORE, BE IT RESOLVED by the Council of the County of Summit, Ohio:

SECTION 1.

The Planning and Economic Development Committee of the Summit County Council has held a public hearing on March 26, 2012, at 4:30 p.m. in Council Chambers. The public was invited to make comments at said hearing and notice of such hearing with respect to the approval of the Bonds was published in The Akron-Beacon Journal on or before March 12, 2012.

SECTION 2

This Council hereby approves the issuance of the Bonds.

SECTION 3

That any revenue bonds issued under the authority of the Participating Public Hospital Agencies Agreement shall not be, and are not, general obligations, debt or bonded indebtedness of the County or any Participating Public Hospital Agency and the holders or owners of such revenue bonds shall not have the right to have excises or taxes levied by the County or any Participating Public Hospital Agency for the payment of principal of, or interest or premium, if any, on such revenue bonds. Such payment shall be made only from funds provided by the Corporation or its Affiliates.

SECTION 4

That this Council, as the “applicable elected representative” of the County for purposes of Section 147(f) of the Internal Revenue Code of 1986, as amended, hereby approves the issuance of the Series 2012 Bonds by the County of Allen, Ohio, in the maximum principal amount of $420,000,000. It is anticipated, based on information provided by the Corporation, that the proceeds of the Series 2012 Bonds will be used to (i) finance, refinance, or reimburse the costs of, the acquisition, construction and equipping of equipment, real property and improvements to
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SECTION 4 (cont'd.)

Hospital Facilities, at some or all of the following locations: 200 Laurel Lake Drive, Hudson, known as Laurel Lake Retirement Community, the initial owner, operator or manager of which is the Corporation or Laurel Lake Retirement Community, Inc., each an Ohio non-profit corporation, or an affiliate thereof; (ii) refund all or a portion of the following bonds whose proceeds were utilized to finance or refinance Hospital Facilities including those at locations included in (i) above: County of Lorain, Ohio Hospital Facilities Revenue Refunding and Improvement Bonds, Series 2001A (Catholic Healthcare Partners); and County of Lorain, Ohio Hospital Facilities Revenue Bonds, Series 2002A (Catholic Healthcare Partners); and (iii) pay costs of issuance of the Series 2012 Bonds. It is anticipated that not more than $20,000,000 of the proceeds of the Series 2012 Bonds will be allocated to any one facility comprising the Project. A portion of the proceeds of the Series 2012 Bonds will also be used to finance and refinance Hospital Facilities at locations outside the County, in the State of Ohio.

This approval is intended to comply with the provisions of Section 147(f) of the Code, and does not constitute a finding of this Council as to the compliance or noncompliance by the Corporation or the County of Allen, Ohio with any legal requirements imposed upon them in connection with the issuance of the Series 2012 Bonds.

SECTION 5

That the County Executive, the Fiscal Officer and Clerk of this Council hereby are authorized to execute and deliver on behalf of the County such certificates, documents and instruments in connection with the issuance and public sale of the Series 2012 Bonds and of revenue bonds issued from time to time under authority of the Participating Public Hospital Agencies Agreement, and the delivery of the Participating Public Hospital Agencies Agreement, as may be required, necessary or appropriate, including, without limitation, applicable elected representative approvals, conveyances of title to real and personal property, terminations of financing statements and other releases of security interests in property. Such documents, including the ones specifically authorized hereby, shall be subject to such changes, insertions and omissions as may be approved by this Council, which approval shall be conclusively evidenced by the execution thereof by the proper officers of this Council.

SECTION 6

That the provisions of this Resolution are hereby declared to be severable and, if any section, phrase or provision shall, for any reason, be declared invalid, such declaration of invalidity shall not affect the validity of the remainder of this Resolution.

SECTION 7

This Resolution is declared to be an emergency measure necessary for the immediate preservation of the public peace, health and safety of the County, and for the further reason that this resolution is required to be immediately effective in order to authorize the Bonds as soon as practicable.
SECTION 8

Provided this Resolution receives the affirmative vote of eight members, it shall take effect immediately upon its adoption and approval by the County Executive; otherwise, it shall take effect and be in force at the earliest time provided by law.

SECTION 9

It is found and determined that all formal actions of this Council concerning and relating to the adoption of this Resolution were adopted in an open meeting of this Council, and that all deliberations of this Council and any of its committees that resulted in such formal action, were in meetings open to the public, in compliance with all legal requirements, including Section 121.22 of the Ohio Revised Code.

INTRODUCED March 19, 2012

ADOPTED April 2, 2012

CLERK OF COUNCIL

APPROVED April 2, 2012

EXECUTIVE

ENACTED EFFECTIVE April 2, 2012

Voice Vote: 11-0. YES: Comunale, Crawford, Feeman, Kostandaras Kurt, Lee, Prentice, Rodgers, Roemer, Schmidt, Shapiro