

The Board of County Commissioners of the County of Franklin, Ohio met in regular session on the 3rd day of June, 2008, with the following members present:

Marilyn Brown, President

Mary Jo Kilroy

Paula Brooks

A RESOLUTION APPROVING THE EXECUTION AND DELIVERY OF AN AMENDMENT TO LEASE, A SUPPLEMENTAL BOND INDENTURE AND AN AMENDED AND RESTATED BOND INDENTURE AND APPROVING RELATED MATTERS.

WHEREAS, pursuant to the authority contained in the laws of the State of Ohio (the "State"), including, without limitation, Section 339.15 and Chapter 140 of the Ohio Revised Code (collectively, the "Act"), the County of Franklin, Ohio (the "County" and the "Issuer") has previously authorized the issuance of \$52,050,000 County of Franklin, Ohio Hospital Facilities Revenue Bonds, Series 2003A (OhioHealth Corporation) and \$134,650,000 County of Franklin, Ohio Hospital Facilities Refunding Revenue Bonds, Series 2003B (OhioHealth Corporation) (collectively, the "Series 2003 Bonds") which were used for the purposes of (i) acquiring, constructing, improving and equipping "hospital facilities" as defined in the Act for the benefit of OhioHealth Corporation (the "Corporation") or its subsidiaries, and acquiring by lease real estate and interests therein, including without limitation, improvements situated thereon comprising hospital facilities, (ii) refunding the \$101,165,000 Hospital Facilities Revenue Bonds, Senior Series 2001A (Doctors OhioHealth Corporation), (iii) funding a debt service reserve account for the Series 2003 Bonds and (iv) paying the costs of issuance of the Series 2003 Bonds, including the costs of credit enhancement, all as more specifically described in the Lease between the Issuer, as lessor, and the Corporation, as lessee, dated as of February 1, 2003 (as amended and supplemented to date, the "Original Lease"), and the Bond Indenture between the Issuer and U.S. Bank National Association (the "Bond Trustee"), as successor bond trustee, dated as of February 1, 2003 (as amended and supplemented to date, the "Original Bond Indenture"); and

WHEREAS, on May 28, 2008, the County Hospital Commission of Franklin County, Ohio (the "Commission") duly adopted a resolution (the "Commission Resolution") authorizing the execution and delivery of an amendment to the Original Lease (the "Amendment to Lease") between the Issuer and the Corporation, a supplemental bond indenture to the Original Bond Indenture (the "Supplemental Bond Indenture") between the Issuer and the Bond Trustee, and an amendment and restatement of the Original Bond Indenture (the "Amended and Restated Bond Indenture") between the Issuer and the Bond Trustee in connection with the

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conversion of the interest rate mode on the Series 2003 Bonds from a short term auction rate to a weekly variable rate and the addition of a letter of credit to secure the Series 2003 Bonds; and

WHEREAS, to complete the authorization necessary under the Act, it is necessary that this Board consent to and approve the execution and delivery by the Issuer, acting by and through the Commission, of the Amendment to Lease, the Supplemental Bond Indenture and the Amended and Restated Bond Indenture;

NOW, THEREFORE, BE IT RESOLVED by the Board of County Commissioners of the County of Franklin, Ohio:

SECTION 1. This Board of County Commissioners hereby finds and determines, based solely on the representations of the Corporation, that amending the above-described Original Lease and Original Bond Indenture by the execution and delivery of the Amendment to Lease, the Supplemental Bond Indenture and the Amended and Restated Bond Indenture in connection with the conversion of the interest rate mode on the Series 2003 Bonds from a short term auction rate to a weekly variable rate and the addition of a letter of credit to secure the Series 2003 Bonds will better provide for the health, safety and welfare of the residents of the State by enhancing the availability, efficiency and economy of the operation of hospital facilities and the services rendered thereby, and will provide health care services to the residents of the State available for the service of the general public without discrimination by reason of race, creed, color or national origin and at the lowest practicable costs.

SECTION 2. This Board of County Commissioners has previously authorized and approved the following documents in connection with the Series 2003 Bonds: (i) the Original Lease; and (ii) the Original Bond Indenture. This Board of County Commissioners now wishes to amend the Original Lease and to supplement and amend and restate the Original Bond Indenture. This Board of County Commissioners hereby authorizes and approves the execution and delivery of the Amendment to Lease, the Supplemental Bond Indenture and the Amended and Restated Bond Indenture each substantially in the form now on file with the Clerk of this Board of County Commissioners. This Board of County Commissioners hereby authorizes and directs the Chairman, the Vice Chairman, the Secretary or an Assistant Secretary of the Commission to execute and deliver the Amendment to Lease, the Supplemental Bond Indenture and the Amended and Restated Bond Indenture in substantially the form now on file with the Clerk of this Board of County Commissioners with such changes therein not substantially adverse to the Issuer and approved by the officers of the Commission executing the Amendment to Lease, the Supplemental Bond Indenture and the Amended and Restated Bond Indenture, and the approval of those changes and the character of those changes as not being substantially adverse to the Issuer shall be evidenced conclusively by the execution of the Amendment to

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Lease, the Supplemental Bond Indenture and the Amended and Restated Bond Indenture by those officers.

SECTION 3. The President of this Board of County Commissioners, or in her absence any other member of this Board of County Commissioners, the Clerk of this Board of County Commissioners and the County Auditor, or in his absence, the Deputy County Auditor, are each authorized to execute and deliver, on behalf of the Issuer, such certificates, documents and instruments in connection with the transactions authorized in this resolution and the Bond Legislation as are approved by the County Prosecuting Attorney, and to do all such things required by the Issuer or them pursuant to the Amendment to Lease, the Supplemental Bond Indenture and the Amended and Restated Bond Indenture.

SECTION 4. This Board of County Commissioners hereby finds and determines that all formal actions of this Board concerning and relating to the adoption of this resolution were adopted in an open meeting of this Board, and that all deliberations of this Board and of 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, Ohio Revised Code.

SECTION 5. Each section of this resolution is hereby declared to be independent and the finding or holding of any section thereof to be invalid or void shall not be deemed or held to affect the validity of any other section.

SECTION 6. This resolution shall take effect and be in force immediately upon its adoption.

Whereupon, the resolution was declared adopted this 3rd day of June, 2008.

The undersigned, Clerk of the Board of County Commissioners of Franklin County, Ohio, certifies that the foregoing is a true and complete copy of the original resolution as adopted by the Board at its regular meeting on June 3, 2008.

Dated: June 3, 2008

Clerk of the Board of County Commissioners
County of Franklin, Ohio

cc: Bobbi Fisher/365-2715