

**A resolution approving the issuance of the Michigan finance Authority Revenue Bonds (Trinity Health Credit Group), in one or more series, for the purpose, among other things, of refinancing the acquisition, construction, improvement and equipping of health care facilities owned and operated by Mount Carmel Health System and certain other matters relating thereto  
(Commissioners)**

**WHEREAS**, the Michigan Finance Authority (the "Authority") is authorized by Executive Order 2010-02 and 1969 PA 38, as amended (the "Act"), to issue bonds for, among other things, the purpose of making loans to hospitals (as defined in the Act), to refinance project costs (as defined in the Act), relating to the acquisition, construction, improvement, equipping, or alteration of hospital facilities (as defined in the Act), to refund bonds issued for the benefit of a hospital, and to pay costs of issuing bonds; and

**WHEREAS**, Trinity Health Corporation (formerly known as CHE Trinity Inc.) (the "Corporation"), an Indiana nonprofit corporation, as described under Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), which is the sole corporate member of Mount Carmel Health System ("MCHS" and, with Diley Ridge Medical Center, the "Hospitals"), an Ohio nonprofit corporation, has requested that the Authority participate in a proposed plan of finance of the Corporation providing for the issuance of one or more series of revenue bonds in an aggregate principal amount not to exceed \$1,100,000,000 (the "Bonds") (i) to refinance the acquisition, construction, improvement and equipping of certain healthcare facilities owned and operated by the Corporation and its affiliates, including approximately \$40,000,000 for the current refunding of the County of Franklin, Ohio Refunding Revenue Bonds (Trinity Health Credit Group) Series 2005A and approximately \$50,000,000 for the acquisition, construction, improvement and equipping of certain healthcare facilities (the "Facilities") located within the County of Franklin, Ohio (the "County"), a county and political subdivision in and of the State of Ohio (the "State") and (ii) to pay other costs related to the issuance of the Bonds; and

**WHEREAS**, the Bonds will be "private activity bonds" for purposes of the Code; and

**WHEREAS**, pursuant to Section 147(f) of the Code, the "applicable elected representatives" of the governmental unit having jurisdiction over the area in which any facility financed or refinanced by the Bonds, as private activity bonds, are located, must approve the issuance of the Bonds by the Authority, after a public hearing held following reasonable public notice; and

**WHEREAS**, the Board of County Commissioners of the County of Franklin, Ohio (the "Board") is the elected legislative body of the County and is one of the applicable elected representatives required to approve the issuance of the Bonds under Section 147(f) of the Code; and

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**WHEREAS**, the Corporation has requested that the Board approve its issuance of the Bonds to satisfy the public approval requirement of Section 147(f) of the Code; and

**WHEREAS**, there has been published, at least 14 days before the date hereof, in a newspaper of general circulation within the jurisdiction of the County, a notice that a public hearing regarding the Bonds would be held on the date hereof; and

**WHEREAS**, the County conducted the public hearing on the date hereof, at which time an opportunity was provided to interested parties to present arguments both for and against the issuance of the Bonds; and

**WHEREAS**, it is intended that this resolution shall constitute the approval of the issuance of the Bonds as required of qualified 501(c)(3) bonds by Section 147(f) of the Code.

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

SECTION 1. The Board hereby approves the issuance of the Bonds by the Authority relating to the Facilities. It is the purpose and intent of this Board that this Resolution constitutes approval of the Bonds and the plan of finance providing for the issuance of the Bonds, for the purposes of Section 147(f) of the Code, with respect to the qualified 501(c)(3) bonds.

SECTION 2. The officers of the County are hereby authorized and directed, jointly and severally, to do any and all things and to execute and deliver any and all documents which they deem necessary or advisable in order to carry out, give effect to and comply with the terms and intent of this Resolution and the financing transaction approved hereby.

SECTION 3. Neither the County nor its staff have reviewed or considered any project or the expected operation of Facilities contemplated by any project with regards to any State of Ohio statutory requirements, and adoption of this resolution shall not obligate (i) the County to provide financing to the Corporation for the acquisition, construction, renovation and development of any facilities or to issue the Bonds for purposes of financing; or (ii) the County, or any department of the County, to approve any application or request for, or take any other action in connection with, any environmental, General

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Plan, zoning or any other permit or other action necessary for the acquisition, construction, development or operation of any facilities.

SECTION 4. The Bonds will not constitute an indebtedness or obligation, or a pledge of the faith and credit, of the County. The Bonds will be limited and special obligations of the Authority.

SECTION 5. The Clerk is hereby directed to forward a certified copy of this Resolution to:

John O. Renken, Esq.  
Hawkins Delafield & Wood LLP  
One Embarcadero Center, Suite 3820  
San Francisco, CA 94111

SECTION 6. That it is found and determined 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 the law, including Section 121.22 of the Ohio Revised Code, and the roles of this Board in accordance therewith.

SECTION 7. That all resolutions or parts thereof in conflict with the provisions of this Resolution are, to the extent of such conflict, hereby repealed.