

RESOLUTION NO. 2016-\_\_\_\_

A RESOLUTION OF THE COUNCIL OF THE CITY OF FRESNO, CALIFORNIA, TO APPROVE THE ISSUANCE OF THE MICHIGAN FINANCE AUTHORITY REVENUE BONDS (TRINITY HEALTH CREDIT GROUP), IN ONE OR MORE SERIES, IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED ONE BILLION, TWO HUNDRED AND TWENTY MILLION DOLLARS (\$1,220,000,000), FOR THE PURPOSE, AMONG OTHER THINGS, OF FINANCING AND REFINANCING THE COSTS OF ACQUISITION, CONSTRUCTION, IMPROVEMENT, AND EQUIPPING OF HEALTH CARE FACILITIES OWNED AND OPERATED BY SAINT AGNES MEDICAL CENTER AND CERTAIN OTHER MATTERS RELATING THERETO

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 finance and 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 (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 Saint Agnes Medical Center, a California nonprofit public benefit 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 \$1,220,000,000 (the "Bonds") (i) to finance or refinance the costs of acquisition,

Date Adopted:

Date Approved:

Effective Date:

City Attorney Approval: 

construction, improvement and equipping of certain healthcare facilities owned and operated by the Corporation and its affiliates, including approximately \$150,000,000, (a) for the financing or refinancing of additions and improvements to, and equipment for, hospitals and other health care facilities (the "Facilities") located within the City of Fresno (the "City"), and (b) for the refunding of certain bonds which financed or refinanced the acquisition, construction, improvement and equipping of the Facilities located within the City, 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 Council of the City of Fresno (the "Council") is the elected legislative body of the City and is one of the applicable elected representatives required to approve the issuance of the Bonds under Section 147(f) of the Code; and

WHEREAS, the Corporation has requested that Council 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 City, a notice that a public hearing regarding the Bonds would be held on the date hereof; and

WHEREAS, Council 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 Council of the City of Fresno, as follows:

Section 1. Council hereby approves the issuance of the Bonds by the Authority relating to the Facilities (as described herein). It is the purpose and intent of this Council 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 City 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 City 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 California statutory requirements, and adoption of this resolution shall not obligate (i) the City 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 City, or any department of the City, to approve any application or request for, or take any other action in connection with, any environmental, General 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 City. The Bonds will be limited and special obligations of the Authority.

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

Alexis Harrington, Esq.  
Hawkins Delafield & Wood LLP  
One Embarcadero Center, Suite 3820  
San Francisco, CA 94111

Section 6. This resolution shall take effect upon its final adoption.

\* \* \* \* \*

STATE OF CALIFORNIA )  
COUNTY OF FRESNO ) ss.  
CITY OF FRESNO )

I, YVONNE SPENCE, City Clerk of the City of Fresno, certify that the foregoing resolution was adopted by the Council of the City of Fresno, at a regular meeting held on the

\_\_\_\_\_ day of \_\_\_\_\_, 2016.

AYES :  
NOES :  
ABSENT :  
ABSTAIN :

Mayor Approval: \_\_\_\_\_, 2016  
Mayor Approval/No Return: \_\_\_\_\_, 2016  
Mayor Veto: \_\_\_\_\_, 2016  
Council Override Vote: \_\_\_\_\_, 2016

YVONNE SPENCE, CMC  
City Clerk

BY: \_\_\_\_\_  
Deputy

APPROVED AS TO FORM:  
CITY ATTORNEY'S OFFICE

BY: \_\_\_\_\_  
Seth Mehrten, Deputy