

No. 05-03-RE

Bill No. 1011-03

A RESOLUTION

Resolution of the County of Allegheny regarding the issuance by Allegheny County Hospital Development Authority of its Hospital Revenue Bonds to finance all or a portion of the costs of a Project, and making certain findings.

WHEREAS, the Allegheny County Hospital Development Authority (the "Authority") is a body corporate and politic duly organized, existing and in good standing under the laws of the Commonwealth of Pennsylvania (the "Commonwealth"), pursuant to the provisions of the Municipality Authorities Act, 53 Pa. C.S.A. §5601 et seq., as amended (the "Act"), the purpose and intent of which is to benefit the people of the Commonwealth by, among other things, increasing their commerce, health, safety and prosperity; and

WHEREAS, the Authority is authorized by law to acquire, hold, construct, finance, improve, maintain, operate, own and lease as lessee or lessor, hospitals and health centers, to borrow money, to make and issue negotiable bonds and to secure the payment of such bonds or any part thereof by pledge or deed of trust of all or any of its revenues and receipts, and to make such agreements with the purchasers or holders of such bonds, or with others in connection with any such bonds, whether issued or to be issued, as the Authority shall deem advisable; and

WHEREAS, the Authority has heretofore issued its Hospital Revenue Refunding Bonds, Series 1992 (Magee-Womens Hospital Project) (the "1992 Magee Bonds") which are currently outstanding in the aggregate principal amount of \$40,255,000, on behalf of Magee Women's Hospital ("Magee"); and

WHEREAS, the Authority has heretofore issued its Hospital Revenue Refunding Bonds, Series 1993 (Magee-Womens Hospital Project) (the "1993 Magee Bonds" which, together with the 1992 Magee Bonds are referred to collectively as the "Prior Magee Bonds") which are currently outstanding in the aggregate principal amount of \$38,930,000, on behalf of Magee Women's Hospital ("Magee"); and

WHEREAS, the Butler County Industrial Development Authority has heretofore issued its Health Center Revenue Refunding Bonds, Series 1993, Pittsburgh Lifetime Care Community (Sherwood Oaks Project) (the "1993 Sherwood Oaks Bonds" which, together with the Prior Magee Bonds are referred to collectively as the "Prior Bonds") which are currently outstanding in the aggregate principal amount of \$25,620,000, on behalf of Sherwood Oaks; and

WHEREAS, subsequent to the issuance of the Prior Magee Bonds and the 1993 Sherwood Oaks Bonds, Magee and Sherwood Oaks each became a controlled subsidiary of UPMC Health System ("UPMCHS"), a nonprofit corporation organized and existing under the laws of the Commonwealth; and

WHEREAS, UPMCHS desires to undertake a project (the "Project") consisting of (a) advance refunding of the Prior Bonds; (b) funding any necessary reserves; (c) obtaining credit support and/or liquidity support, if necessary; and (d) payment of all or a portion of the financing cost, it being understood that, depending on market conditions, some or all of the 1992 Magee Bonds, the 1993 Magee Bonds and/or the Sherwood Oaks Bonds will be refunded with the proceeds of the Bonds and; and

WHEREAS, for convenience, UPMCHS desires to combine the refunding of the 1993 Sherwood Oaks Bonds and the Prior Magee Bonds into one bond issue (which may be issued as one or more series of bonds) to be issued by the Authority; and

WHEREAS, representatives of UPMCHS have requested or shall request that the Butler County Industrial Development Authority approve resolutions to enable UPMCHS to consolidate its financings in Allegheny County, through the Authority;

WHEREAS, UPMCHS has applied to the Authority requesting that the Authority issue its bonds on behalf of UPMCHS to provide funds to finance the Project; and

WHEREAS, the Bonds shall be designated as the "Allegheny County Hospital Development Authority Hospital Revenue Bonds" and such other designation of the year and series as both the Authority and UPMCHS shall subsequently determine, in one or more series in an aggregate principal amount not to exceed \$70,000,000 (the "Bonds") and shall be applied to finance all or a portion of the costs of the Project; and

WHEREAS, the Authority has determined that the Project is desirable for the health, safety and welfare of the people of Allegheny County and the surrounding areas, and will further the purposes for which the Authority was incorporated; and

WHEREAS, the Authority has determined to assist UPMCHS in the Project by issuing the Bonds which Bonds shall be issued pursuant to a Trust Indenture (the "Indenture") of the Authority and shall be limited obligations of the Authority payable from the Trust Estate (as defined in the Indenture) derived by the Authority from UPMCHS and assigned to the Trustee, and other sources and security as described in the Indenture; and.

WHEREAS, the Act provides that none of the powers granted thereby shall be exercised in the construction, financing, improvement, maintenance, extension or operation of any project or projects or health centers to be leased to, or financed with loans to, public hospitals, nonprofit corporation health centers or nonprofit hospital corporations serving the public unless the municipality organizing an authority for such project shall declare by resolution or ordinance that it is desirable for the health, safety and welfare of the people in the area served by such facilities to have such facilities provided by or financed through an authority.

Be it resolved by the Council of Allegheny County as follows:

SECTION 1. It is hereby declared that it is desirable for the health, safety and welfare of the people in the area served by the facilities comprising the Project that such facilities comprising the Project be financed by the Authority.


SECTION 2. The undertaking by the Authority of the Project is hereby approved.

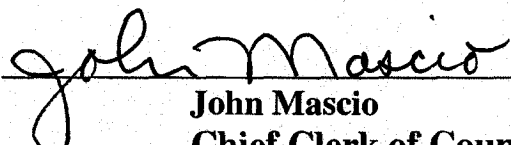
SECTION 3. *If any provision of this Resolution shall be determined to be unlawful, invalid, void or unenforceable, then that provision shall be considered severable from the remaining provisions of this Resolution, which shall be in full force and effect.*

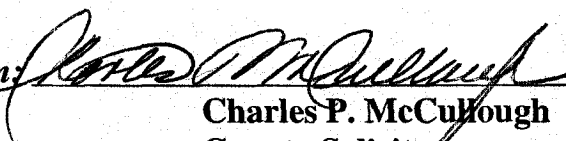
SECTION 4. *Any Resolution or Ordinance or part thereof conflicting with the provisions of this Resolution is hereby repealed so far as the same affects this Resolution.*

Enacted in Council, this 4th day of February, 20 03

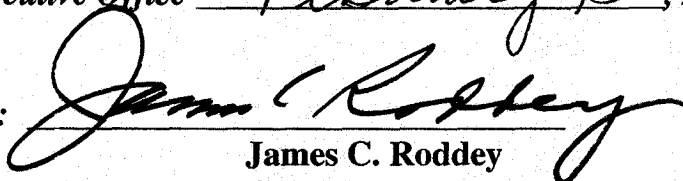
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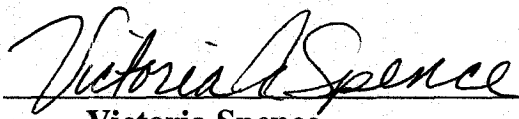

James E. Simms
President of Council

Attest: 
John Mascio
Chief Clerk of Council

Approved as to form: 
Charles P. McCullough
County Solicitor

Chief Executive Office February 13, 20 03.

Approved: 
James C. Roddey
Chief Executive

Attest: 
Victoria Spence
Executive's Secretary

RECEIVED

JAN 02 2002

MEMORANDUM

COUNTY COUNCIL

OFFICE OF THE COUNTY MANAGER

TO: John Mascio
Chief Clerk

FROM: Robert B. Webb *RBW*
County Manager

DATE: January 3, 2003

RE: Requesting County Council Approval

Attached is a Resolution of the County of Allegheny regarding the issuance by Allegheny County Hospital Development Authority of its Hospital Revenue Bonds to finance all or a portion of the costs of a Project, and making certain findings. This request is submitted by the Department of Economic Development.

Please put on the next agenda for County Council approval.

Thank you.