

No. 04-03-RE

Bill No. 1010-03

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, UPMC Senior Living Corporation ("Senior Living") desires to undertake a project (the "Project") consisting of (a) funding of capital expenditures in furtherance of its exempt purposes and those of its affiliate, UPMC Health System; (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 costs; and

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

Whereas, the bonds shall be designated as the "Allegheny County Hospital Development Authority Revenue Bonds" and such other designation of the year and series as both the Authority and Senior Living shall subsequently determine, in one or more series in an aggregate principal amount not to exceed \$39,000,000 (the "Bonds"); 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 Senior Living 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 Senior Living 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.

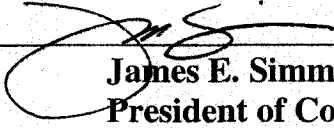
[the remainder of this page has been intentionally left blank]

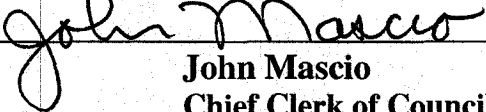
SECTION 3. *If any provision of this Resolution shall be determined to be unlawful, invalid, void or unenforceable, then that provision shall be considered severable from the remaining provisions of this Resolution, which shall be in full force and effect.*

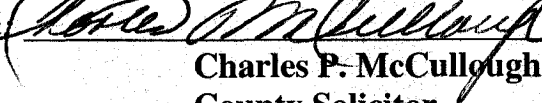
SECTION 4. *Any Resolution or Ordinance or part thereof conflicting with the provisions of this Resolution is hereby repealed so far as the same affects this Resolution.*

Enacted in Council, this 4th day of FEBRUARY, 2003

Council Agenda No. 1010-03

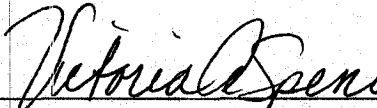

James E. Simms
President of Council

Attest: 
John Mascio
Chief Clerk of Council

Approved as to form: 
Charles P. McCullough
County Solicitor

Chief Executive Office February 13, 2003.

Approved: 
James C. Roddey
Chief Executive

Attest: 
Victoria Spence
Executive's Secretary

OFFICE OF THE
COUNTY COUNCIL

03 JAN -2 PM 3:01

MEMORANDUM
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 an Ordinance of the county of Allegheny, Commonwealth of Pennsylvania 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.