

Bill No. 5240-09

No. 44-09-RE

A RESOLUTION

A Resolution approving a Project for the benefit of UPMC, doing business as the University of Pittsburgh Medical Center ("UPMC"), to be financed by the Allegheny County Hospital Development Authority by the issuance of the Authority's tax-exempt refunding bonds, to be issued in one or more series, in a principal amount not to exceed \$1,175,000,000, provided that the taxing power of the County of Allegheny, Pennsylvania, shall not be obligated in any way with respect to the Bonds (hereinafter defined), and determining that the purpose of the financing will be to benefit the health and welfare of the citizens of Allegheny County, Pennsylvania.

Whereas, UPMC, a nonprofit corporation organized under the laws of the Commonwealth of Pennsylvania, desires to undertake a project consisting of financing, through the issuance of one or more series of tax-exempt refunding bonds in a principal amount not expected to exceed \$1,175,000,000 (the "Bonds") by the Allegheny County Hospital Development Authority (the "Authority"); and

Whereas, the Project ("Project") shall consist of all or any portions (as determined by UPMC) of the following:

(a) refund all or a portion of the following bonds: Allegheny County Hospital Development Authority Adjustable Convertible Extendable Securities – ACES Hospital Revenue Bonds, 1988 Series B-1, B-2 and B-3 (Presbyterian-University Hospital); Allegheny County Hospital Development Authority Health Center Revenue Bonds, Series 1990 A, B, C, and D; Allegheny County Hospital Development Authority Hospital Revenue Bonds, Series 1993 (Magee-Womens Hospital); Allegheny County Hospital Development Authority Health Center Revenue Refunding Bonds, Series 1998B, (UPMC Health System); Allegheny County Hospital Development Authority UPMC Health System Revenue Refunding Bonds, Series 1999B; Allegheny County Hospital Development Authority University of Pittsburgh Medical Center Revenue Bonds, Series 2005B; Allegheny County Hospital Development Authority University of Pittsburgh Medical Center Revenue Bonds, Series 2006A; Allegheny County Hospital Development Authority University of Pittsburgh Medical Center Revenue Bonds, Subseries 2007A-2; Allegheny County Hospital Development Authority University of Pittsburgh Medical Center Revenue Bonds, Subseries 2007B-1; Allegheny County Hospital Development Authority University of Pittsburgh Medical Center Revenue Bonds, Subseries 2007B-2; Allegheny County Hospital Development Authority University of Pittsburgh Medical Center Revenue Bonds, Series 2007C; Allegheny County Hospital Development Authority University of Pittsburgh Medical Center Revenue Bonds, Series 2007D; Allegheny County Hospital Development Authority University of Pittsburgh Medical Center Revenue Notes, Series 2008; Pennsylvania Higher Educational Facilities Authority UPMC Health System Revenue Bonds, Series 1999A; and Pennsylvania Higher Educational Facilities Authority UPMC Health System Revenue Bonds, Series 2001A; and

(b) pay all or a portion of the related financing costs (collectively, the "Project"); and

Whereas, the Authority was created by the County of Allegheny, Pennsylvania (the "County") under the Municipality Authorities Act, as amended (the "Act"), and is authorized under the Act to issue its bonds for the purposes aforesaid, and the Authority has determined that the public interest will be served and that the purposes of the Act can be furthered by the Authority's issuance of bonds in order to obtain funds to loan to UPMC for the foregoing purposes; and

Whereas, Section 5607(b)(2)(iv) of the Act provides, among other things, that hospital 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, such as UPMC, may be financed by an authority created under the Act, if the municipality organizing such authority declares by resolution or ordinance that it is desirable for the health, safety and welfare of the people in the area served by such projects and facilities to have such projects and facilities provided by, or financed through, such authority; and

Whereas, the facilities which were financed by the bonds to be refunded as part of the Project are located throughout Allegheny County and other Western Pennsylvania counties and are owned by UPMC; and

Whereas, the following resolutions are also adopted to give effect to the provisions of the Municipality Authorities Act, Act No. 22 of 2001, as amended by Act No. 110 of 2001, 53 Pa.C.S. Section 5601 et seq., including without limitation Section 5607(a)(14) thereof; and

Whereas, neither the Bonds nor the approval granted hereby shall obligate the taxing power of the County of Allegheny in any way, and shall be limited obligations of the Authority, payable solely from the revenues pledged by the Authority for such payment.

The Council of the County of Allegheny hereby resolves as follows:

Section 1. Incorporation of Preamble.

The provisions set forth in the preamble to this Resolution are incorporated by reference in their entity herein.

Section 2. Terms Defined.

Terms used in the Recitals to these Resolutions are herein used as therein defined.

Section 3. Approval of Project and Bonds.

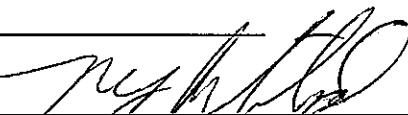
For the purposes set forth in the Recitals, and subject to the limitations set forth in the last Recital stated above, the County of Allegheny, Pennsylvania, acting by and through its County Council, hereby declares that it is desirable for the health, safety and welfare of the people of the County of Allegheny to have the Project financed through the Authority.

Section 4. Severability. 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 5. Repealer. 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 15th day of December, 2009.

Council Agenda No. 5240 - 09



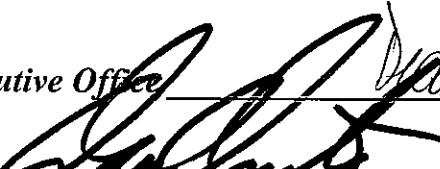
Rich Fitzgerald
President of Council

Attest:



Allegheny County Council

Chief Executive Office



December 17, 2009

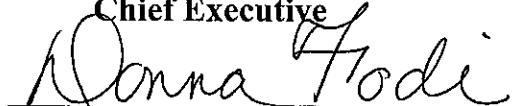
Approved:



Dan Onorato

Chief Executive

Attest:



Donna Fodi

Executive Secretary

SUMMARY OF LEGISLATION
UNIVERSITY OF PITTSBURGH MEDICAL CENTER (UPMC)
SUBMITTED FOR COUNCIL MEETING DECEMBER 1, 2009

On behalf of the University of Pittsburgh Medical Center ("UPMC"), a non-profit corporation, the Allegheny County Hospital Development Authority (the "Authority") intends to issue its tax-exempt refunding bonds in an amount not to exceed \$1,175,000,000 (the "Bonds"). The Bonds will finance the costs of the following:

- (a) refund all or a portion of the following bonds:
 - Allegheny County Hospital Development Authority Adjustable Convertible Extendable Securities – ACES Hospital Revenue Bonds, 1988 Series B-1, B-2 and B-3 (Presbyterian-University Hospital);
 - Allegheny County Hospital Development Authority Health Center Revenue Bonds, Series 1990 A, B, C and D;
 - Allegheny County Hospital Development Authority Hospital Revenue Bonds, Series 1993 (Magee-Womens Hospital);
 - Allegheny County Hospital Development Authority Health Center Revenue Refunding Bonds, Series 1998B, (UPMC Health System);
 - Allegheny County Hospital Development Authority UPMC Health System Revenue Refunding Bonds, Series 1999B;
 - Allegheny County Hospital Development Authority University of Pittsburgh Medical Center Revenue Bonds, Series 2005B;
 - Allegheny County Hospital Development Authority University of Pittsburgh Medical Center Revenue Bonds, Series 2006A;
 - Allegheny County Hospital Development Authority University of Pittsburgh Medical Center Revenue Bonds, Subseries 2007A-2;
 - Allegheny County Hospital Development Authority University of Pittsburgh Medical Center Revenue Bonds, Subseries 2007B-1;
 - Allegheny County Hospital Development Authority University of Pittsburgh Medical Center Revenue Bonds, Subseries 2007B-2;
 - Allegheny County Hospital Development Authority University of Pittsburgh Medical Center Revenue Bonds, Series 2007C;
 - Allegheny County Hospital Development Authority University of Pittsburgh Medical Center Revenue Bonds, Series 2007D;
 - Allegheny County Hospital Development Authority University of Pittsburgh Medical Center Revenue Notes, Series 2008;
 - Pennsylvania Higher Educational Facilities Authority UPMC Health System Revenue Bonds, Series 1999A; and
 - Pennsylvania Higher Educational Facilities Authority UPMC Health System Revenue Bonds, Series 2001A; and
- (b) pay all or a portion of the related financing costs (collectively, the "Project").

As is typical with such transactions issued through the Authority, the Bonds are limited obligations of the Authority, payable solely from the project or from UPMC.

MEMORANDUM
OFFICE OF THE COUNTY MANAGER

TO: Allegheny County Council

FROM: James M. Flynn, Jr.
County Manager

DATE: November 25, 2009

RE: Proposed Resolution

Attached is a Resolution approving a Project for the benefit of UPMC, doing business as the University of Pittsburgh Medical Center ("UPMC"), to be financed by the Allegheny County Hospital Development Authority by the issuance of the Authority's tax-exempt refunding bonds, to be issued in one or more series, in a principal amount not to exceed \$1,175,000,000, provided that the taxing power of the County of Allegheny, Pennsylvania, shall not be obligated in any way with respect to the Bonds (hereinafter defined), and determining that the purpose of the financing will be to benefit the health and welfare of the citizens of Allegheny County, Pennsylvania.

The Allegheny County Law Department has reviewed this legislation prior to submitting it to Council.

I am requesting that this item be placed on the agenda at the next Regular Meeting of Council.

ALLEGHENY COUNTY COUNCIL

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