

ORDINANCE NO. 99-182

AN ORDINANCE AUTHORIZING THE CITY OF MASON, OHIO TO EXECUTE AND DELIVER A PUBLIC HOSPITAL AGENCIES AGREEMENT IN CONNECTION WITH THE ISSUANCE OF ADJUSTABLE RATE DEMAND HEALTH CARE FACILITIES REVENUE BONDS, SERIES 1999A (DEACONESS LONG TERM CARE, INC.), BY THE COUNTY OF HAMILTON, OHIO, AND TO TAKE CERTAIN ACTIONS IN CONJUNCTION THEREWITH.

WHEREAS, Deaconess Long Term Care of Ohio, Inc. ("DLTC"), an Ohio nonprofit corporation (the "Corporation"), operates Hospital Facilities (as that term is defined in Section 140.01, Ohio Revised Code), which Hospital Facilities are located within the boundaries of the City of Mason, Ohio (the "City"); and

WHEREAS, the City has been informed that the Corporation has requested that the County of Hamilton, Ohio (the "Issuer") issue its Health Care Facilities Revenue Bonds, Series 1999A (Deaconess Long Term Care, Inc.)(the "Bonds") of the Issuer, for the purpose of (1) refunding and retiring certain existing indebtedness (the "Outstanding Mason Indebtedness") which was incurred by the Corporation and which financed or refinanced the acquisition, construction and equipping of Hospital Facilities consisting of an 60 bed skilled nursing and assisted living facility (the "Mason Facility") known as Mason Health Care Center located in Mason, Ohio, owned and operated by the Corporation, and (2) paying certain costs and expenses incurred in connection with the issuance of the Bonds; and

WHEREAS, the Mason Facility is located in the City and the Corporation has represented to the City and the Issuer that it would be more economic and efficient to have the Issuer issue revenue bonds on behalf of the City; and

WHEREAS, Section 140.03, Ohio Revised Code, provides a procedure by which the City and the Issuer may enter into an agreement pursuant to which the Issuer may issue the Bonds on behalf of the City and the Issuer, and the Issuer and the City plan to enter into such an Agreement (the "Public Hospital Agencies Agreement") in connection with the issuance of the Bonds;

WHEREAS, Section 147(f) of the Internal Revenue code of 1986, as amended (the "Code") requires that prior to their issuance, the Bonds must be approved by the "applicable elected representative" as defined therein, which approval for the Bonds must be given by this Council, among others, and a public hearing must be held by the Issuer in connection with the issuance of the Bonds.

NOW, THEREFORE, BE IT ORDAINED by the Council of the Municipality of Mason, State of Ohio:

SECTION 1. It is hereby determined that such Public Hospital Agencies Agreement will promote the public purpose stated in Section 140.02 of the Ohio Revised Code, and the City will be duly benefitted thereby.

SECTION 2. That the City Manager be and he is hereby authorized and directed to execute, enter into and deliver on behalf of the City, the Public Hospital Agencies Agreement with the Issuer. The Public Hospital Agencies Agreement shall be substantially in the form presented to this Council and on file with the Clerk of Council, subject to such changes, insertions and omissions as may be approved by the City Manager executing the Public Hospital Agencies Agreement, which approval shall be conclusively evidenced by the execution of said Public Hospital Agencies Agreement as aforesaid.

SECTION 3. That the Public Hospital Agencies Agreement will provide that in connection with the issuance of the Bonds the Corporation will enter into a lease agreement and a sublease with the Issuer for Hospital Facilities located with the City.

SECTION 4. That the Public Hospital Agency's agreement shall contain appropriate provisions with respect to the indemnification of the City and its elected officials, officers and employees, and shall provide that the Bonds, general obligations, debt or bonded indebtedness of the City or the State of Ohio or any political subdivision thereof.

SECTION 5. That this Council, as the "applicable elected representative" of the City for purposes of Section 147(f) of the Internal Revenue Code of 1986, as amended, hereby approves the issuance of the Bonds in the maximum principal amount of \$3,500,000. A portion of the proceeds of the Bonds will be used to refund and retire the outstanding Mason Indebtedness used by the corporation to finance or refinance the acquisition, construction and equipping of the Mason facility and pay certain costs and expenses incurred in connection with the issuance of the Bonds. The Mason facility is located at 5640 Cox-Smith Road, Mason, Warren County, Ohio and is and will be owned by and operated by the Corporation. The Mayor is hereby authorized to execute a certificate of final approval after the public hearing required by SECTION 6 below.

SECTION 6. That this Council hereby directs the City Manager to arrange for the scheduling of a public hearing at such time and place as is mutually agreeable between the Clerk of Council and the Corporation, and to publish or cause the publication of a notice of such public hearing in a newspaper of general circulation within the City at least 14 days prior to such public hearing.

SECTION 7. It is found and determined that all formal actions of this Council concerning and relating to the adoption of this resolution were adopted in the open meeting of this Council, and that all deliberations of this Council and of any of its committees that resulted in such formal action, where meetings open to the public, in compliance with all legal

