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COPY

CERTIFICATE FOR ORDER

THE STATE OF TEXAS §  
                                          §  
COUNTY OF POLK §

We, the undersigned officers of the Commissioners Court of Polk County, Texas, hereby certify as follows:

1. The Commissioners Court of Polk County convened in regular meeting on the 14<sup>th</sup> day of August, 2007, at its regular meeting place in the County Courthouse in Livingston, Texas, and the roll was called of the duly constituted officers and members of the Court, to wit:

John P. Thompson	County Judge
Robert C. Willis	County Commissioner
Ronnie Vincent	County Commissioner
James J. Purvis	County Commissioner
C. T. Overstreet	County Commissioner

and all of these persons were present, except \_\_\_\_\_, thus constituting a quorum. Whereupon, among other business, the following was transacted at the meeting:

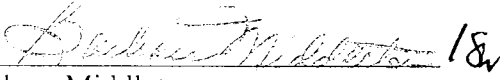
a written

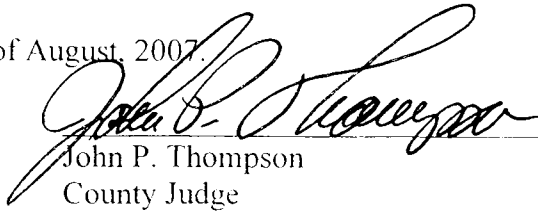
ORDER APPROVING THE ISSUANCE OF BONDS BY THE LUFKIN HEALTH FACILITIES DEVELOPMENT CORPORATION TO FINANCE THE COST OF HEALTH FACILITIES LOCATED AND TO BE LOCATED IN POLK COUNTY, TEXAS FOR MEMORIAL HEALTH SYSTEM OF EAST TEXAS AND MEMORIAL HOSPITAL OF POLK COUNTY D/B/A MEMORIAL MEDICAL CENTER – LIVINGSTON AND WITH RESPECT TO A PUBLIC HEARING

was duly introduced for the consideration of the Court and read in full. After due discussion, it was then duly moved and seconded that the Order be adopted; and, the motion carried by the following vote: All Ayes, 0 Noes, and 0 Abstentions.

2. That a true, full and correct copy of the Order adopted at the meeting described in Paragraph 1 above is attached to and follows this certificate; that the Order has been duly recorded in the Court's minutes of the meeting; that the persons named in Paragraph 1 above are the duly chosen, qualified and acting officers and members of the Court as indicated therein; that each of the officers and members of the Court was duly and sufficiently notified officially and personally, in advance, of the time, place and purpose of the meeting, and that the Order would be introduced and considered for adoption at the meeting; that the meeting was open to the public as required by law; and that public notice of the hour, date, place and subject of the meeting was given as required by the Texas Open Meetings Act (Texas Government Code Annotated, Chapter 551) as amended.

SIGNED AND SEALED this 14th day of August, 2007.

  
Barbara Middleton  
County Clerk

  
John P. Thompson  
County Judge



ORDER APPROVING THE ISSUANCE OF BONDS BY THE LUFKIN HEALTH FACILITIES DEVELOPMENT CORPORATION TO FINANCE THE COST OF HEALTH FACILITIES LOCATED AND TO BE LOCATED IN POLK COUNTY, TEXAS FOR MEMORIAL HEALTH SYSTEM OF EAST TEXAS AND MEMORIAL HOSPITAL OF POLK COUNTY D/B/A MEMORIAL MEDICAL CENTER – LIVINGSTON, AND WITH RESPECT TO A PUBLIC HEARING

WHEREAS, Memorial Health System of East Texas (the “System”) proposes finance and reimburse itself from a loan of proceeds of the Bonds (defined herein) for certain costs including the acquisition, construction, renovation, and equipping of a patient tower and other hospital facilities at Memorial Hospital of Polk County d/b/a Memorial Medical Center – Livingston, located at 1717 Highway 59 Bypass, Livingston, Polk County, Texas (the “Facilities”); and

WHEREAS, the Health Facilities Development Act, codified as Chapter 221, Texas Health and Safety Code, as amended (the “Act”), provides for the creation by sponsoring entities of health facilities development corporations with powers to provide, expand and improve health facilities and to make loans to provide temporary or permanent financing or refinancing of the costs of health facilities; and

WHEREAS, the Act defines a “sponsoring entity” as any city, county, or hospital district in Texas; and

WHEREAS, the City of Lufkin, Texas, is a sponsoring entity pursuant to the Act and has established the Lufkin Health Facilities Development Corporation (the “Corporation”) pursuant to the Act; and

WHEREAS, the Corporation, at its August 7, 2007 meeting, adopted a resolution authorizing the issuance of its limited obligation Health System Revenue Bonds (Memorial Health System of East Texas) Series 2007 (the “Bonds”), in an amount not to exceed \$45,000,000, and the loan of proceeds of the Bonds to the System to provide all or a portion of the amounts necessary to finance and reimburse the System for certain costs of the Facilities and certain other health facilities located outside of Polk County, to fund a debt service reserve fund, and to pay certain expenses incurred in connection with the issuance of the Bonds; and

WHEREAS, Section 147(f) of the Internal Revenue Code of 1986, as amended (the “Code”), requires that the Bonds be approved by the “applicable elected representative” (the “AER”) after a public hearing following reasonable public notice; and

WHEREAS, with respect to the Bonds issued by the Corporation affecting the Facilities, the Commissioners Court of Polk County, Texas (the “Commissioners Court”) is an AER; and

WHEREAS, notice of a public hearing with respect to the Bonds which was held by the City Council of the City of Lufkin by the duly appointed hearing officer (the “Hearing Officer”) of the Corporation on August 7, 2007, was published not less than 14 days before such meeting time in a newspaper of general circulation available to residents within the boundaries of Polk County, Texas; and

WHEREAS, such public hearing was held on the date and at the time and place set out in such public notice, and conducted in a manner that provided reasonable opportunity for persons with differing views on the issuance of the Bonds to be heard; and

WHEREAS, pursuant to Section 221.030(a)(1)(B) of the Act, the Corporation may acquire, by purchase, devise, gift, lease or a combination of these methods, construct or improve, or cause a user to acquire, construct or improve one or more health facilities located in this state and located outside the limits of the City of Lufkin with the consent of every other sponsoring entity within which such health facilities (including the Facilities) are located; and

WHEREAS, the County is a sponsoring entity under the Act within which the Facilities are and will be located and has been requested to give its consent pursuant to the Act; and

WHEREAS, the actions of the Corporation with respect to the Facilities and the Bonds (including issuing the Bonds to finance the Facilities) will create no liability for Polk County, the Commissioners Court or its residents and is in the best interest of Polk County and its residents.

NOW, THEREFORE, BE IT ORDERED, ADJUDGED AND DECREED BY THE COMMISSIONERS COURT OF POLK COUNTY, TEXAS, THAT:

1. A public hearing with respect to the Bonds and the Facilities was held on August 7, 2007 by the Hearing Officer, and the minutes of such meeting are attached hereto as **Exhibit A** and are hereby approved; notice of such public hearing, a copy of which is attached as an exhibit to **Exhibit A** hereto and is hereby approved, was published not less than 14 days before this date in one or more newspapers of general circulation available to the residents within the boundaries of Polk County, Texas; such notice included the date, time and place of the public hearing, the location, general nature and the initial owner, operator or manager of the Project (as defined in such notice), including the Facilities, and the maximum aggregate principal amount of the Bonds, and all comments from interested persons were taken at such public hearing. The appointment of the Hearing Officer on behalf of Polk County is hereby approved and ratified.

2. For the sole purpose of satisfying the requirements of Section 147(f) of the Internal Revenue Code of 1986, as amended, and for no other purpose, the Bonds and the health facilities to be financed with the proceeds of the Bonds, all as described in the published notice of public hearing attached as an exhibit to **Exhibit A** hereto, are approved; provided, however, that this approval shall not be construed as (i) a representation or warranty by Polk County, Texas, the County Judge of Polk County, the State of Texas or any other agency, instrumentality or political subdivision of the State that the Bonds will be paid and that any obligations assumed by any of the parties or any instruments delivered in connection with the Bonds will, in effect, be performed; (ii) a pledge of faith and credit of or by the State of Texas or any agency, instrumentality or political subdivision of the State; or (iii) a representation or warranty concerning the validity of the corporate existence of the Lufkin Health Facilities Development Corporation or the validity of the Bonds.

3. For purposes of Section 221.030 of the Act, consent is hereby given for the issuance by the Corporation of the Bonds to provide all or a portion of the amounts necessary to make a loan to the System to finance the cost of the Facilities.

4. For purposes of Section 221.030 of the Act, consent is hereby given for the issuance by the Corporation, from time to time, of its Bonds to provide all or a portion of the amounts necessary to make a loan or loans to the System to refund or refinance the cost of health facilities for the Facilities which have been approved by the County.

5. The County Judge and other officers and employees of Polk County are hereby authorized to execute and deliver such instruments, certificates, or documents necessary or advisable to carry out the intent and purpose of this Order.

6. This Order shall take effect immediately upon its passage and shall continue in force and effect from the date hereof.

PASSED AND APPROVED this 14<sup>th</sup> day of August, 2007.

**EXHIBIT A**  
**to Order of Polk County, Texas**

MINUTES OF PUBLIC HEARING

Re: Lufkin Health Facilities Development Corporation Health System Revenue Bonds (Memorial Health System of East Texas) Series 2007 (the "Bonds")

The duly appointed Hearing Officer of the Lufkin Health Facilities Development Corporation (the "Hearing Officer") called to order a Public Hearing in the City of Lufkin, Texas on August 7, 2007.

The Hearing Officer declared that the Public Hearing, required under Section 147(f) of the Internal Revenue Code of 1986, was open for purposes of discussing the Bonds and the project to be financed with the proceeds of the Bonds (the "Project") by Memorial Health System of East Texas.

The Hearing Officer declared that the Public Hearing was a "combined hearing" within the meaning of Treasury Regulations, Section 5f.103 2(d)(2), the location of the Public Hearing was within 100 miles of the seat of government of each participating governmental unit beyond whose geographic jurisdiction the Public Hearing was conducted, and the Hearing Officer held such hearing with the consent of such governmental units.

The Hearing Officer declared that the required notice of the Public Hearing for the Bonds and the Project was published at least 14 days prior to the date hereof in the *Lufkin Daily News*, being a newspaper of general circulation in Angelina County and Polk County, Texas, as evidenced by the Affidavit of Publication attached hereto as **Exhibit A**.

The Hearing Officer proceeded to hold the Public Hearing. No member of the public attended the Public Hearing, and thus, no comments were made or discussion had about the Project or the Bonds.

After sufficient time was given for members of the public to appear and make their comments with respect to the Bonds and the Project, the Hearing Officer declared the Public Hearing closed.

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Hearing Officer for Lufkin Health  
Facilities Development Corporation.

EXHIBIT A  
Affidavit of Publication