

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, Texas convened in regular meeting on the 13th day of October, 2009, 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. (Bob) Willis	County Commissioner
Ronnie Vincent	County Commissioner
Milton (Milt) Purvis	County Commissioner
C. T. (Tommy) Overstreet	County Commissioner

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

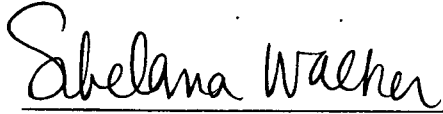
a written

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

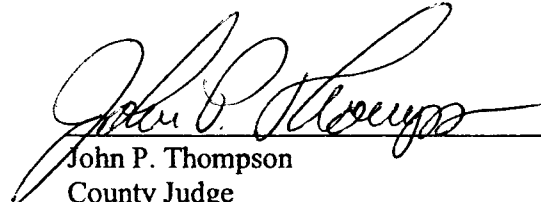
was duly introduced for the consideration of the Court and read in full. After due discussion, it was then duly moved and seconded that the Order be adopted; and, the motion carried by the following vote: 4 Ayes, 0 Noes, and 0 Abstentions.

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.

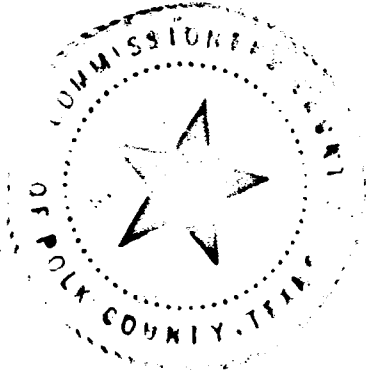
SIGNED AND SEALED this 13th day of October, 2009.



Schelana Walker
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 to finance and reimburse itself from a loan of proceeds of the Bonds (defined herein) for certain costs including the construction, design, furnishing and equipping of a new emergency department and approximately 28 new private patient rooms and other hospital facilities at Memorial Hospital of Polk County d/b/a Memorial Medical Center – Livingston (the “Facilities”), located at 1717 Highway 59 Bypass, Livingston, Polk County, Texas (the “County”); 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 October 6, 2009 meeting, adopted a resolution authorizing the issuance of its limited obligation Revenue Refunding and Improvement Bonds (Memorial Health System of East Texas) Series 2009 (the “Bonds”), in an amount not to exceed \$75,000,000, and the loan of proceeds of the Bonds to the System to provide all or a portion of the amounts necessary to finance, refinance and reimburse the System for certain costs of the Facilities and certain other health facilities located outside of the 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 the County (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, Texas by the duly appointed hearing officer (the “Hearing Officer”) of the Corporation on September 15, 2009, was published not less than 14 days before

such meeting time in a newspaper of general circulation available to residents within the boundaries of the County; 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, Texas, the sponsoring entity for the Bonds, 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 the County, the Commissioners Court or its residents and is in the best interest of the 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 September 15, 2009 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 **Schedule 1 to Exhibit A** hereto and is hereby approved, was published not less than 14 days before such date in one or more newspapers of general circulation available to the residents within the boundaries of the County; 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 the 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 **Schedule 1 to Exhibit A** hereto, are approved; **provided, however, that this approval shall not be construed as (i) a representation or warranty by the County, the County Judge of the 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, including the County; or (iii) a representation or warranty concerning the validity of the corporate existence of the 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 the 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 13th day of October, 2009.

EXHIBIT A
to Order of Polk County, Texas
MINUTES OF PUBLIC HEARING

Attached

MINUTES OF PUBLIC HEARING

Re: Lufkin Health Facilities Development Corporation Revenue Refunding and Improvement Bonds (Memorial Health System of East Texas) Series 2009 (the "Bonds")

I, the undersigned, 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 at the time and place as set forth in the Affidavit of Publication of Notice of Public Hearing attached hereto as **Schedule 1**. I hereby certify that I conducted such public hearing by declaring as follows:

"The public hearing required under Section 147(f) of the Internal Revenue Code of 1986, as amended, in connection with the Lufkin Health Facilities Development Corporation Revenue Refunding and Improvement Bonds (Memorial Health System of East Texas) Series 2009 (the "Bonds") is now open for the purpose of discussing the Bonds and the facilities to be financed and refinanced with the proceeds of the Bonds (the "Facilities").

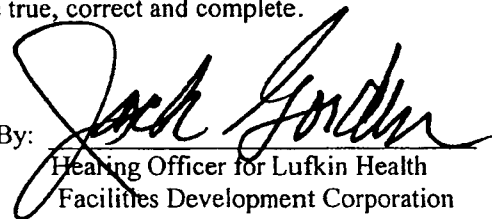
"The required notice of the public hearing for the Bonds and the Facilities was published at least 14 days prior to the date hereof in the *Lufkin Daily News*, being a newspaper of general circulation in the City of Lufkin, Texas, the City of Livingston, Texas and Polk County, Texas.

"All persons present at the public hearing are now invited to comment on the proposed Bonds and the Facilities. Please limit your comments to 10 minutes.

"Sufficient time having been given for members of the public to appear and make their comments with respect to the Bonds and the Facilities, I hereby declare the public hearing closed."

The results of the public hearing, including names of and comments made by members of the public who attended, are attached hereto as **Schedule 2**. I hereby certify that the contents of these Minutes of Public Hearing and the attached Schedules are true, correct and complete.

By:


Hearing Officer for Lufkin Health
Facilities Development Corporation

Schedule 1

Affidavit of Publication of Notice of Public Hearing

[Attached]



Lufkin, Texas 75902-1089
P.O. Box 1089

936-632-6631
Fax 936-632-6655

**THE STATE OF TEXAS
COUNTY OF Angelina**

BEFORE ME, the undersigned, a Notary Public, this day personally came Jeannie Cook, who after being sworn according to law that she is the ADVERTISING MANAGER FOR *THE LUFKIN DAILY NEWS*.

THE PUBLISHERS, of *The LUFKIN DAILY NEWS*, a daily newspaper published in Lufkin, Texas, in said County and State, attest that the attached printed material was published in said newspaper September 1st 2009

Jeannie Cook
Advertising Manager

SUBSCRIBED AND SWORN TO BEFORE ME THIS THE 14th DAY OF September 2009

Jennifer R Bess
Notary Public, State of Texas



Jennifer R. Bess
Notary's Printed Name

Account Name & Number: Vinson & Elkins & 05514L

Schedule 2

Names and Comments of Attendees

NONE