

**RESOLUTION APPROVING THE ISSUANCE OF BONDS
TO FINANCE AND REFINANCE CERTAIN PROJECTS
FOR MEMORIAL HEALTH SYSTEM OF EAST TEXAS**

WHEREAS, pursuant to section 147(f) of the Internal Revenue Code of 1986, as amended (hereinafter referred to as the "Code"), after reasonable public notice (a copy of which is attached hereto as **Exhibit A**), this Court held a public hearing on this date regarding the issuance of limited obligation revenue bonds by the Colorado Health Facilities Authority (hereinafter referred to as the "**Bonds**"), the interest on which is intended to be excluded from gross income for federal income tax purposes, to finance and/or refinance Projects located in Polk County, Texas, such Projects being further defined in such notice, all of which are owned, occupied, operated, managed, or otherwise used by Memorial Health System of East Texas, a Texas non-profit corporation, or one or more affiliates as described in such notice;

WHEREAS, the Projects and issuance of the Bonds to finance and/or refinance such Projects will benefit the residents of this County; and

WHEREAS, the approval of the Bonds and the Projects by this Court is a condition to the exclusion of interest on the Bonds from the gross income of the owners thereof for federal income tax purposes and, consequently, to the financing and/or refinancing of the Projects at the favorable interest rates that are currently borne by tax-exempt obligations;

BE IT, THEREFORE, RESOLVED BY THE COMMISSIONERS COURT OF POLK COUNTY, TEXAS, THAT:

SECTION 1. The issuance of a portion of the Bonds, in the maximum aggregate principal amount of \$60,000,000, to finance and/or refinance the Projects, is hereby approved pursuant to section 147(f) of the Code.

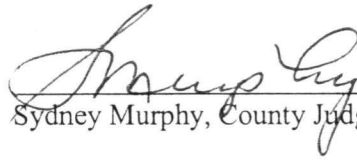
SECTION 2. The approval herein granted is solely for purposes of section 147(f) of the Code and shall not be construed as a representation, warranty, or other undertaking of any kind by the County in respect of the Bonds or the Projects. The Bonds shall not constitute obligations of the State of Texas, this County, or any other political subdivision or agency thereof or a pledge of the faith and credit of any of them. Neither the State of Texas nor any political subdivision or agency thereof, including this County, shall be obligated to pay the Bonds or the interest thereon. Neither the faith and credit nor the taxing power of the State of Texas, the County, or any other political subdivision or agency thereof shall be pledged to the payment of principal of, redemption premium, if any, or interest on the Bonds. In providing its approval, the County is not passing on the adequacy of the revenues pledged, the marketability of the Bonds or the financial condition of Memorial Health System of East Texas or Catholic Health Initiatives.

SECTION 3. The County Judge, the County Commissioners, and the County Clerk and other officers of this County, or any of them, are hereby authorized to execute and deliver such endorsements, certificates, instruments, documents, or other papers and to do all other things necessary or advisable to give effect to the intent and purpose hereof.

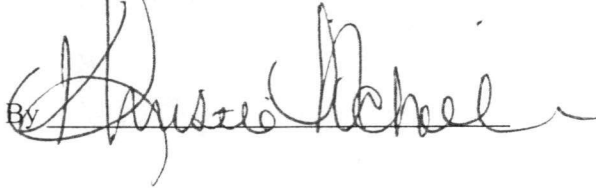
[Signature Page Follows]

PASSED AND APPROVED this July 26, 2016.

ATTEST:


Sydney Murphy, County Judge

Schelana Hock, County Clerk and
Ex-Officio Clerk of the
Commissioners Court

By 

(COMMISSIONERS COURT SEAL)

