

**BEFORE THE BOARD OF COUNTY COMMISSIONERS
MULTNOMAH COUNTY, OREGON
RESOLUTION No. 98-197**

Creating Hospital Facilities Authority of Multnomah County, Oregon.

The Board of County Commissioners finds:

- a. On December 3, 1998, the Board of Commissioners (the "Board") of Multnomah County, Oregon held a public hearing on the question of the advisability of creating a public authority for the purpose of providing hospital facilities pursuant to ORS 441.535; and
- b. The public hearing was held during the regular meeting of the Board of the County on December 3, 1998. Notice of such meeting was given in conformance with the procedural rules of the Board and the requirements of ORS 192.610 to 192.690; and
- c. All persons desiring to be heard in connection with the proposed creation of such public authority did appear and were heard.

The Board Resolves:

1. Declaration of Public Need. After due consideration and deeming it necessary, in the public interest and for the health and general welfare of the community, and for the purpose of increasing hospital bed capacity, adding adjacent facilities, categories of medical services and combining medical specialties, adding to inpatient care and outpatient care, administration, service and support, addressing the growing need for senior housing health care facilities and other adult congregate living facilities, granting savings to the community as a result of centralization of service and to provide health care to the community in a manner which is economically practicable, to help maintain high quality standards which are appropriate to the timely and economic development of adequate and effective health, housing and senior services in Multnomah County, the Board determines it is wise and desirable to create a hospital facilities authority pursuant to ORS 441.525 to ORS 441.595 (the "Act").

2. Creation of Hospital Authority. Multnomah County hereby creates, pursuant to the Act, a public authority to be known as "The Hospital Facilities Authority of Multnomah County, Oregon."

3. Board of Directors; Composition.

(a) The Authority shall be managed and controlled by a board of directors composed of the members of the Board of Commissioners. The Chair of the Board of Commissioners shall serve as the Chair of the

Authority. The Vice Chair of the Board of Commissioners shall serve as the Vice Chair of the Authority. The board of directors shall adopt and may amend their own rules in conducting the business of the Authority and for carrying out its business.

(b) Directors shall serve without compensation; however, the Authority may reimburse or cause to be reimbursed the directors for their expenses incurred in the performance of their duties.

(c) The members of the Board serving as directors shall serve as a director for only so long as such director is a member of the Board.

4. Powers and Duties of the Board. The board of directors shall have all those powers and duties set forth and provided for in the Act as amended from time to time.

5. County not Obligated. Revenue bonds or other obligations which may issued hereafter by the Authority shall not be a general obligation of Multnomah County nor a charge upon the tax revenues of Multnomah County. The creation of the Authority shall not cause Multnomah County to incur any expense or obligation of the Authority. The Authority shall not have any taxing power.



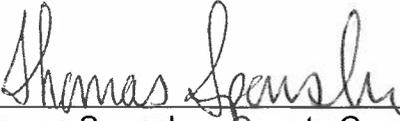
ADOPTED this 3rd day of December 1998

BOARD OF COUNTY COMMISSIONERS
FOR MULTNOMAH COUNTY, OREGON

Beverly Stein, Chair

REVIEWED:

THOMAS SPONSLER, COUNTY COUNSEL
FOR MULTNOMAH COUNTY, OREGON

By: _____
Thomas Sponsler, County Counsel

**BEFORE THE HOSPITAL FACILITIES AUTHORITY OF
MULTNOMAH COUNTY, OREGON**

RESOLUTION NO. 98-1

Adopting Rules and Bylaws of the Hospital Authority of Multnomah County.

The Board of Directors of the Hospital Authority of Multnomah County, Oregon finds:

- a. The Hospital Facilities Authority of Multnomah County, Oregon ("Authority"), has been established by a resolution and adopted by the Board of County Commissioners.
- b. It is necessary that rules of the conduct and business of the Authority be established,

The Authority Resolves:

The following bylaws are adopted as the bylaws of the Authority.

**RULES AND BYLAWS OF THE
THE HOSPITAL FACILITIES AUTHORITY
OF MULTNOMAH COUNTY, OREGON**

**ARTICLE I.
NAME - OFFICE**

Section 1.

Name of Authority. The name of the Authority shall be The Hospital Facilities Authority of Multnomah County, Oregon in accordance with Resolution No. 98 - of the Board of Commissioners of Multnomah County, Oregon adopted pursuant to ORS 441.525 to 441.595, as amended from time to time (the "Act").

Section 2.

Office of Authority. The offices of the Authority shall be at such place in the City of Portland, Oregon as the Authority from time to time may designate.

ARTICLE II.

Section 1.

Officers. The Authority shall be managed and controlled by a board of directors composed of the Board of County Commissioners. The Chair of the Board of County Commissioners shall serve as the Chair of the Authority. The Vice Chair of the Board

of County Commissioners shall serve as the Vice Chair of the Authority. The Secretary of the Authority shall be elected by a majority vote of the directors present at the meeting at which the election is held.

Section 2.

The Chair. The chair shall preside at all meetings of the Authority. The chair shall sign all contracts, deeds, bonds, notes and other instruments made by the Authority except as otherwise authorized by resolution of the Authority.

Section 3.

The Vice Chair. The vice chair shall perform duties of the chair in the absence or incapacity of the chair and in any case the resignation or death of the chair, the vice chair shall perform such duties as are imposed on the chair until such time as a new Chair of the Board of Commissioners is elected.

Section 4.

Secretary. The secretary shall keep or cause to be kept the minutes and the official records of the Authority, attest signatures of the Authority, certify copies of Authority documents and perform such other duties required of a secretary.

Section 5.

Assistant Secretary. The Director, Finance Division (the "Director") of Multnomah County, Oregon shall serve as assistant secretary and he or she shall keep the minutes and official records of the Authority and may certify documents and perform other duties delegated by the Secretary. The Assistant Secretary shall be responsible for the fiscal administration of all funds of the Authority, shall act as signer of checks drawn upon the accounts of the Authority and shall be responsible for the fiscal accounts of the Authority.

Section 6.

Additional Duties. The officers of the Authority shall perform such other duties and functions as may from time to time be required by the Authority or the bylaws or rules and regulations of the Authority.

Section 5.

Vacancies. Should an office become vacant, the vacant office shall be filled consistent with the County's Home Rule Charter

Section 6.

Additional Personnel. The Authority may from time to time employ such personnel as it deems necessary to exercise its powers, duties and functions as prescribed by the laws of the State of Oregon applicable thereto. The creation and compensation of positions shall be determined by the Authority.

ARTICLE III. MEETINGS

Section 1.

Annual Meetings. The annual meetings of the Authority shall be held not later than the third week in August of each year.

Section 2.

Regular Meetings. Regular meetings may be held with official notice at such time and place as may from time to time be determined by resolution of the Authority. In the event a day of regular meeting shall be a legal holiday, the meeting shall be held on the next succeeding business day.

Section 3.

Special Meetings. Special meetings may be called at the discretion of the Chair and shall be called upon the written request of three directors of the Authority. The call for a special meeting of the Authority shall be for the purpose of transacting any business designated in the call. The call for a special meeting shall be delivered or mailed to each directors of the Authority and shall be given at least twenty-four (24) hours prior to the date of such special meeting. Provided, however, the call may be waived by written unanimous consent of all directors of the Authority. Except as provided in the preceding sentence, at such special meeting no business shall be considered other than as designated in the call, but if all of the directors of the Authority are present at a special meeting, any and all business may be transacted at such special meeting upon unanimous consent of all directors of the Authority.

Section 4.

Quorum. A majority of the directors shall constitute a quorum for the purposes of conducting its business and exercising its powers and for all other purposes, but a smaller number may adjourn from time to time until a quorum is obtained. Action may be taken by the Authority upon a vote of a majority of those directors present and voting.

Section 5.

Order of Business. At the regular meeting of the Authority, the following shall be the order of business:

Roll Call
Approval of Minutes
Report of Chair
Resolutions
Other Business
Adjournment

All adopted resolutions shall be in writing and shall be incorporated into the minutes. Failure to follow the order of business shall not invalidate the issuance of any bonds or other obligations of the Authority.

Section 6.

Manner of Voting. Voting on all matters coming before the Authority shall be by voice, except the presiding officer may request a call of the roll, and if a roll call vote shall be taken the ayes, nays and name of any directors who have disqualified themselves, shall be entered upon the minute book.

Section 7.

Robert's Rules. All rules of order not herein provided for shall be determined in accordance with "Robert's Rules of Order."

**ARTICLE IV.
FEES AND MANNER OF BOND OFFERING**

Section 1.

Fees and Expenses. The Authority shall charge fees for each of its revenue bonds as determined by the board of directors from time to time; provided, however, the initial fee for each borrower shall equal one dollar (\$1.00) per thousand dollars (\$1,000) of the principal amount of the revenue bonds, but not less than \$10,000. In addition, the borrower shall be required to pay the fees and charges of the Authority's bond counsel and special counsel and for any time incurred by Multnomah County's finance or legal staff.

Section 2.

Manner of Bond Offering. Revenue bonds of the Authority sold to the public shall have an investment grade rating or be backed by a letter of credit, municipal bond insurance or other credit enhancement provided by a entity with an investment grade rating. Revenue bonds not meeting the standards of the preceding sentence shall be

privately placed in a manner satisfactory to the Director and Bond Counsel to the Authority.

**ARTICLE V.
AMENDMENTS**

Section 1.

Amendments to Bylaws. The bylaws of the Authority shall be amended only with the approval of the directors of the Authority at a duly convened meeting, but no such amendment shall be adopted unless at least five (5) days' written notice thereof has been previously given to all of directors of the Authority. Such notice shall identify the section or sections of the bylaws proposed to be amended. Provided, however, such notice may be waived by written unanimous consent in writing of all directors of the Authority.

Adopted by The Hospital Facilities Authority of Multnomah County, Oregon this 3rd day of December, 1998.



**THE HOSPITAL AUTHORITY
OF MULTNOMAH COUNTY, OREGON**

By: _____

Chair

ATTEST:

By: _____

Secretary

REVIEWED:

**THOMAS SPONSLER, COUNTY COUNSEL
FOR MULTNOMAH COUNTY, OREGON**

By: _____

Thomas Sponsler, County Counsel