

**IN THE BOARD OF COMMISSIONERS OF THE STATE OF OREGON**

**FOR THE COUNTY OF YAMHILL**

**SITTING FOR THE TRANSACTION OF COUNTY BUSINESS**

In the Matter of Approving of the )  
Issuance of the Yamhill County ) BOARD ORDER 16- 230  
Hospital Authority Revenue and )  
Refunding Bonds, Series 2016 )  
(Friendsview Retirement Community - )  
Oregon) and related matters. )

THE BOARD OF COMMISSIONERS OF YAMHILL COUNTY, OREGON (the "Board") sat for the transaction of county business in formal session on June 9, 2016, commissioners Mary Starrett, Stan Primozych and Allen Springer being present.

THE BOARD MAKES THE FOLLOWING FINDINGS:

A. The Yamhill County Hospital Authority (the "Authority") has received a request from Friendsview Manor, dba as Friendsview Retirement Community, a private, nonprofit corporation organized and existing under the laws of the State of Oregon (the "Borrower") to issue Revenue and Refunding Bonds, Series 2016 (Friendsview Retirement Community – Oregon) in an aggregate principal amount not to exceed \$50,000,000 (the "Bonds"), to finance or refinance the following projects (collectively, the "Projects"):

(1) refunding all or a portion of the Authority's outstanding Revenue and Refunding Variable Rate Bonds, Series 2014A and 2014B (Friendsview Retirement Community – Oregon);

(2) financing all or a portion of the costs of designing, constructing, improving, furnishing and equipping projects with respect to senior living and related facilities, including an expansion of senior living facilities, and to reimburse certain prior capital expenditures;

(4) financing termination payments with respect to one or more existing interest rate swap agreements;

(5) refinancing the outstanding Business Loan, dated as of December 1, 2009, between the Borrower and Key Bank National Association, as modified by the First Modification, dated as of December 1, 2009, and the Second Modification, dated as of February 14, 2011;

(6) funding a debt service reserve account, if necessary; and

(7) paying certain costs of issuance of the Bonds.

B. On May 26, 2016 the Authority adopted an Inducement Resolution giving preliminary approval of the issuance, sale, execution and delivery of the Bonds.

C. The principal of and interest on the Bonds will not constitute a debt of Yamhill County nor shall the Bonds be payable from a tax of any nature levied upon any property within Yamhill County, Oregon nor any other political subdivision of the State of Oregon. The Bonds will be payable only from the revenues and resources provided by the Borrower.

D. The Internal Revenue Code of 1986, as amended, (the "Code") authorizes the issuance of revenue bonds for a "qualified 501(c)(3) entity," such as the Borrower.

E. Section 147(f) of the Internal Revenue Code of 1986, as amended, requires that qualified 501(c)(3) bonds be approved by the applicable elected representatives of the governmental unit issuing such bonds and the applicable elected representatives having jurisdiction over the area in which the Projects are located.

F. The Board of County Commissioners of Yamhill County, as the applicable elected representatives of the governmental unit having jurisdiction over the governmental unit issuing the Bonds (the Authority) and having jurisdiction over the area in which the Projects are located, has been requested to conduct a public hearing and approve the issuance of the Bonds.

NOW, THEREFORE,

IT IS HEREBY ORDERED BY THE BOARD AS FOLLOWS:

Approval of Bonds. As the applicable elected representatives of the governmental unit having jurisdiction over the Authority and having jurisdiction over the area in which the Projects are located, and having held the public hearing, the Board of County Commissioners approves of the issuance of the Bonds by the Authority.

AYES:

NAYS:

DONE in McMinnville, Oregon on June 9, 2016.

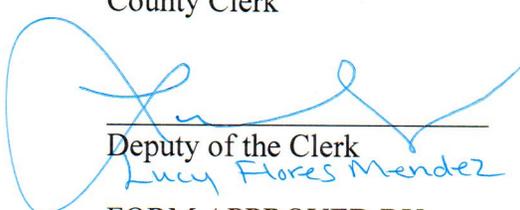
ATTEST

YAMHILL COUNTY  
BOARD OF COMMISSIONERS

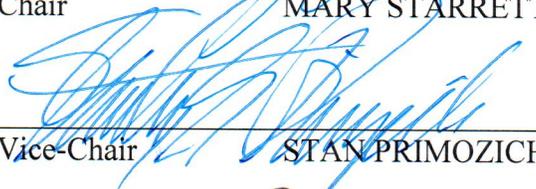
\_\_\_\_\_  
County Clerk

\_\_\_\_\_  
Chair

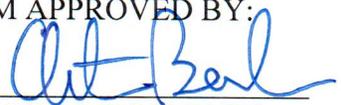
  
MARY STARRETT

  
\_\_\_\_\_  
Deputy of the Clerk

\_\_\_\_\_  
Vice-Chair

  
STAN PRIMOZICH

FORM APPROVED BY:

  
\_\_\_\_\_  
CHRISTIAN BOENISCH  
Yamhill County Legal Counsel

\_\_\_\_\_  
Commissioner

  
ALLEN SPRINGER

Accepted by Yamhill County  
Board of Commissioners on

6-9-16 by Board Order  
# 16-230