

AN ORDINANCE

AUTHORIZING THE EXECUTION AND DELIVERY OF A SUPPLEMENTAL BOND INDENTURE BETWEEN CHARLESTON COUNTY, SOUTH CAROLINA AND WACHOVIA BANK, NATIONAL ASSOCIATION RELATING TO THE \$55,000,000 CHARLESTON COUNTY, SOUTH CAROLINA HOSPITAL REVENUE BONDS, SERIES 2004B1 (CAREALLIANCE, HEALTH SERVICES D/B/A ROPER ST. FRANCIS HEALTHCARE) (PERIODIC AUCTION RESET SECURITIES) AND THE 19,000,000 CHARLESTON COUNTY, SOUTH CAROLINA HOSPITAL REVENUE BONDS, SERIES 2004B2 (CAREALLIANCE HEALTH SERVICES D/B/A ROPER ST. FRANCIS HEALTHCARE) (PERIODIC AUCTION RESET SECURITIES), AND OTHER MATTERS RELATING THERETO.

WHEREAS, Charleston County, South Carolina (the "County") is a body politic and corporate and a political subdivision of the State of South Carolina (the "State") and is authorized and empowered by the provisions of Title 44, Chapter 7, Article 11 of the Code of Laws of South Carolina 1976, as amended (the "Act"), to enter into agreements with any hospital agency or public agency necessary or incidental to the issuance of bonds; to enter into loan agreements with any hospital agency or public agency prescribing the payments to be made by the hospital agency or public agency to the County or its assignee to meet the payments that shall become due on the bonds, including terms and conditions relative to the acquisition and use of hospital facilities and to secure the payment of the bonds, or refinancing or refunding outstanding obligations, mortgages, or advances heretofore or hereafter issued, made, or given by a hospital agency or public agency for the cost of hospital facilities; and to make the proceeds of any bonds available by way of a loan to a hospital agency or public agency pursuant to a loan agreement; and

WHEREAS, CareAlliance Health Services D/B/A Roper St. Francis Healthcare, a South Carolina nonprofit, nonstock, public benefit corporation (the "Corporation"), requested that the County assist in financing the cost of the construction of certain hospital facilities and the acquisition of certain equipment for use at, such facilities and others of the Corporation (the "Project"), all of which will be located in Charleston County, South Carolina, and will be of the character and accomplish the purposes provided by the Act; and

WHEREAS, the County is authorized to issue bonds for the purposes aforesaid and the County determined that the public interest would best be served and that the purposes of the Act of providing modern and efficient hospital facilities in Charleston County needed for the welfare and benefit of the citizens thereof and the surrounding territory could be more advantageously obtained by the County's issuance of bonds in order to loan funds to the Corporation as a means of financing the Project; and

WHEREAS, pursuant to Ordinance No. 1314 enacted by the Charleston County Council, the governing body of the County (the "County Council") on June 1, 2004, the County determined to issue and subsequently issued bonds in the aggregate principal amount of \$55,000,000 known as Charleston County, South Carolina Hospital Revenue Bonds, Series 2004B1 (CareAlliance Health Services D/B/A Roper St. Francis Healthcare) (Periodic Auction Reset Securities) (the "Series 2004B1 Bonds") and in the aggregate principal amount of \$19,000,000 known as Charleston County, South Carolina Hospital Revenue Bonds, Series 2004B2 (CareAlliance Health Services D/B/A Roper St. Francis Healthcare) (Periodic Auction Reset Securities) (the "Series 2004B2 Bonds") (the Series 2004B1 Bonds and the Series 2004B2 Bonds are hereinafter collectively, the "Series 2004B Bonds") in order to obtain funds to loan to the Corporation to finance (i) the cost of acquiring and installing the Project and (ii) certain expenses incurred in connection with the issuance of the Series 2004B Bonds; and

WHEREAS, Section 901(a) of the Bond Indenture between the County and Wachovia Bank, National Association as Bond Trustee (the "Bond Trustee") dated as of July 1, 2004 related to the Series 2004B Bonds (the "Bond Indenture") provides that the County and the Bond Trustee may, with the consent of the Bond Insurer, but without the consent of, or notice to any of the Series 2004B Bondholders (as such terms are defined in the Bond Indenture), enter into a supplemental indenture to cure a formal defect in the Bond Indenture; and

WHEREAS, the Corporation has requested that the Bond Indenture be amended so that the terms of the Bond Indenture relating to the calculation of interest owed to Series 2004B Bondholders will be consistent with the Official Statement dated July 9, 2004 which was prepared and delivered in connection with the sale and delivery of the Series 2004B Bonds; and

WHEREAS, the Corporation has caused to be prepared and presented to the County Council prior to the third reading of this Ordinance a Supplemental Bond Indenture (the "Supplemental Bond Indenture") between the County and the Bond Trustee dated as of July 1, 2004 relating to the Series 2004B Bonds, which the County proposes to execute and deliver; and

WHEREAS, it appears that the instrument above referred to, which is before the County Council prior to the third reading of this Ordinance, is in appropriate form and is an appropriate instrument to be executed and delivered by the County for the purposes intended.

NOW, THEREFORE, BE IT ORDAINED by the Charleston County Council as follows:

Section 1. The form, terms and provisions of the Supplemental Bond Indenture presented prior to the third reading of this Ordinance and filed with the Clerk of the County Council be and they are hereby approved and all of the terms, provisions and conditions thereof are hereby incorporated herein by reference as if the Supplemental Bond Indenture were set out in this Ordinance in its entirety. The Chairman and the

Clerk of the County Council be and they are hereby authorized, empowered and directed to execute, acknowledge and deliver the Supplemental Bond Indenture in the name and on behalf of the County, and thereupon to cause the Supplemental Bond Indenture to be delivered to the Corporation. The Supplemental Bond Indenture is to be in substantially the form now before this meeting and hereby approved, or with such minor changes therein as shall be approved by the officials of the County executing the same, their execution thereof to constitute conclusive evidence of their approval of any and all changes or revisions therein from the form of the Supplemental Bond Indenture now before this meeting.

Section 2. The Chairman, the County Administrator, the Clerk of the County Council, the Chief Financial Officer, and other officers or employees of the County for and on behalf of the County are fully authorized, empowered and directed to take any further action and to execute and deliver all documents including the Supplemental Bond Indenture and such additional agreements and certificates as may be necessary and proper in order to complete the amendment of the Bond Indenture as herein authorized (the "Bond Documents") and the action of such officers and any one or more of them in executing and delivery of the Bonds Documents in the form as he, she or they shall approve, is hereby fully authorized.

Section 3. The provisions of this Ordinance are hereby declared to be separable and if any section, phrase or provision shall for any reason be declared by a court of competent jurisdiction to be invalid or unenforceable, such declaration shall not affect the validity of the remainder of the sections, phrases and provisions hereunder.

Section 4. No recourse shall be had for the enforcement of any obligation, covenant, promise, or agreement of the County contained in this Ordinance or the Bond Documents against any member of the County Council, any officer, appointee or employee, as such, in his or her individual capacity, past, present, or future, of the County, either directly or through the County, whether by virtue of any constitutional provision, statute, or rule of law, or by the enforcement of any assessment or penalty or otherwise; it being expressly agreed and understood that this Ordinance and the Bond Documents are solely corporate obligations, and that no personal liability whatsoever shall attach to, or be incurred by, any member, officer, appointee or employee as such, past, present, or future, of the County, either directly or by reason of any of the obligations, covenants, promises, or agreements, entered into between the County and the owners of the Series 2004B Bonds or to be implied therefrom as being supplemental hereto or thereto; and that all personal liability of that character against every such member, officer, appointee and employee is, by the enactment of this Ordinance and the execution of the Bond Documents and as a condition of, and as a part of the consideration for, the enactment of this Ordinance and the execution of the Bond Documents are expressly waived and released. The immunity of the members, officers, appointees and employees, of the County under the provision contained in this Section 4 shall survive the termination of this Ordinance.

Section 5. All orders, resolutions, ordinances and parts thereof in conflict herewith are, to the extent of such conflict, hereby repealed and this Ordinance shall take effect and be in full force from and after its passage and approval.

Passed and approved on third reading this 3rd day of May, 2005.

CHARLESTON COUNTY COUNCIL

Leon E. Stavrinakis, Chairman

(SEAL)

ATTEST:

Beverly T. Craven, Clerk