Gilmore & Bell, P.C.
04/16/2012

RESOLUTION NO. _____

A RESOLUTION OF THE BOARD OF DIRECTORS OF COFFEYVILLE REGIONAL MEDICAL CENTER, INC. AUTHORIZING AND APPROVING CERTAIN DOCUMENTS AND ACTIONS IN CONNECTION WITH THE ISSUANCE BY THE PUBLIC BUILDING COMMISSION OF THE CITY OF COFFEYVILLE, KANSAS OF ITS HEALTH CARE FACILITIES REFUNDING SERIES 2012 REVENUE BONDS (COFFEYVILLE REGIONAL MEDICAL CENTER).

WHEREAS, under the authority of K.S.A. 12-1757 *et seq*., as amended by Charter Ordinance No. 24 (collectively, the "PBC Act") of the City of Coffeyville, Kansas (the "City") and Ordinance No. G-02-01 of the City, the Public Building Commission of the City of Coffeyville, Kansas, a municipal corporation of the State of Kansas (the "PBC"), has heretofore been created by action duly taken by the governing body of the City; and

WHEREAS, the PBC has the power and authority under the PBC Act and K.S.A. 10-116a (collectively, the "Act") to issue revenue bonds to provide funds for the purpose of paying all or a portion of the costs to construct an addition (the "Improvements") to the acute care hospital facility in the City (as so improved, the "Hospital") and to refund any such revenue bonds previously issued; and

WHEREAS, the PBC has heretofore issued its Health Care Facilities Revenue Bonds, Series 2002 (Coffeyville Regional Medical Center), in the original aggregate principal amount of $16,000,000 (the "Series 2002 Bonds") for purpose of paying the costs of the Improvements; and

WHEREAS, due to the current interest rate environment, the PBC has the opportunity to issue its refunding revenue bonds in order to achieve an interest cost savings on all or a portion of the debt represented by the Series 2002 Bonds maturing in the years 2012 to 2022, inclusive (the "Refunded Bonds"); and

WHEREAS, title to the Hospital is held by the PBC and is leased by the PBC to the City pursuant to a Lease with Option to Purchase dated as of December 15, 2002 (the "2002 Lease"); and

WHEREAS, the Hospital is operated by Coffeyville Regional Medical Center, Inc., a Kansas nonprofit corporation (the "Corporation"), and the City, the Board of Trustees of Coffeyville Regional Medical Center (the "Hospital Board"), and the Corporation have entered into an operating Lease and a Pledge of Revenues and Supplemental Lease Agreement dated as of December 15, 2002 (collectively the "2002 Sublease") relating to the operation of the Hospital and disposition of revenues generated from the operation of the Hospital; and

WHEREAS, the Board of Directors (the "Board") of the Corporation hereby finds and determines that it is necessary and desirable that the PBC issue its Health Care Facilities Refunding Revenue Bonds, Series 2012 (Coffeyville Regional Medical Center) (the "Bonds") for the purpose of providing funds to refund the Refunded Bonds and that the Corporation continue to provide for the operation of the Hospital and the disposition of the revenues from the operation of the Hospital pursuant to the 2002 Sublease, as such shall be supplemented and amended.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF COFFEYVILLE REGIONAL MEDICAL CENTER, COFFEYVILLE, KANSAS, INC., AS FOLLOWS:

Section 1. Preliminary Official Statement. The preliminary official statement relating to the Bonds (the "Preliminary Official Statement") as it relates to the Hospital and the Corporation, is hereby approved in substantially the form presented to the Board this date. For the purpose of enabling Stifel Nicolaus & Company, Inc. (the "Underwriter") to comply with the requirements of Rule 15c2-12 of the Securities Exchange Commission (the "Rule"), the appropriate officers of the Corporation are hereby authorized: (a) to provide the Underwriter a letter or certification to the effect that the Corporation deems the information relating to the Corporation and the Hospital contained in the Preliminary Official Statement to be "final" as of its date, except for the omission of such information as is permitted by the Rule, in substantially the form attached hereto as ***Exhibit A***; (b) covenant to provide secondary market disclosure by transmitting certain financial information and operating data and other information necessary to comply with the Rule; and (c) take such other actions or execute such other documents as such officers in their reasonable judgment deem necessary; to enable the Underwriter to comply with the requirement of the Rule. The Directors hereby consent to the use and public distribution by the Underwriter of the Preliminary Official Statement in connection with the offering for sale of the Bonds.

Section 2. The confirmation of the sale of the Bonds shall be subject to the execution of a bond purchase agreement between the PBC, the Underwriter, the City, the Hospital Board and the Corporation (the "Bond Purchase Agreement") in a form approved by Gilmore & Bell, P.C., as Bond Counsel, and the City Attorney, the adoption of a resolution by the PBC authorizing the issuance of the Bonds, the approval of the City, the Hospital Board and the Board, and the execution of various documents necessary to deliver the Bonds. The Chairman and Secretary are hereby authorized to indicate the approval of the Board by executing the Bond Purchase Agreement, subject to the following parameters: (a) principal amount not to exceed $8,025,000. (b) a true interest cost ("TIC") of not to exceed 2.00%, and (c) present value savings of not less than 12% of refunded principal

Section 3. Authorization and Approval of Documents. The following documents are hereby approved in substantially the forms presented to and reviewed by the Board this date, copies of which documents shall be filed in the records of the Corporation (collectively, the "Corporation Documents") with such changes therein as shall be approved by the officers executing such documents, such officers' signatures thereon being conclusive evidence of their approval and the Board's approval thereof:

(a) Supplement and Amendment to Pledge of Revenues and Supplemental Lease, supplementing and amending the 2002 Sublease, among the City, the Hospital Board and the Corporation with respect to operation of the Hospital and the disposition of revenues from the operation of the Hospital;

(b) Continuing Disclosure Agreement relating to continuing disclosure of certain financial information, operating data and material events for the benefits of the owners of the Bonds and to assist the Underwriter in complying with Rule 15c2-12 of the Securities and Exchange Commission;

(c) Tax Compliance Agreement among the PBC, the City, the Hospital Board, the Corporation and UMB Bank, n.a., as Trustee, setting forth certain representations, facts, expectations, terms and conditions relating to the use and investment of the proceeds of the Bonds, to establish and maintain the exclusion of interest on the Bonds from gross income for federal income tax purposes, and to provide guidance in complying with the arbitrage rebate provisions of Section 148(f) of the Internal Revenue Code of 1986, as amended (the "Code");

(d) Tax-Exempt Financing Compliance Procedure relating to compliance with the ongoing requirements imposed by the Code relating to the investment, use and expenditure of proceeds of the Bonds and other tax-exempt obligations of the Corporation, as well as rules promulgated by the Securities and Exchange Commission relating to the submission of annual reports and notices of certain material events relating to the Bonds and other tax-exempt obligations of the Corporation; and

(e) Such other documents, certificates and instruments as may be necessary or desirable to carry out and comply with the intent of this Resolution.

Section 4. The Chairman of the Board or President of the Corporation is hereby authorized and directed to execute and deliver the Corporation Documents for and on behalf of and as the act and deed of the Corporation, with such changes therein as shall be approved by such officer, such officer's signature thereon being conclusive evidence of his or her approval thereof. The Secretary of the Board is hereby authorized and directed to attest the Corporation Documents.

Section 5. Further Authority. The Board shall, and the officers, agents and employees of the Corporation are hereby authorized and directed to, take such further action as may be necessary or desirable to carry out and comply with the intent of this Resolution.

Section 8. Effective Date. This Resolution shall become effective upon its adoption by the Board.

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ADOPTED by the Board of Directors of Coffeyville Regional Medical Center, Inc. on April 17, 2012.

_____
Chairman

(SEAL)

ATTEST:

_____
Secretary

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CERTIFICATE

I hereby certify that the above and foregoing is a true and correct copy of a Resolution of the Board of Directors of the Coffeyville Regional Medical Center, Inc., adopted by the Board of Directors on April 17, 2012, as the same appears of record in my office.

DATED: April 17, 2012

_____
Secretary

Gilmore & Bell, P.C.
04/16/2012

EXHIBIT A

CERTIFICATE DEEMING
PRELIMINARY OFFICIAL STATEMENT FINAL

April 17, 2012

To: Stifel Nicolaus & Company, Inc.

Re: Health Care Facilities Refunding Revenue Bonds, Series 2012 (Coffeyville Regional Medical Center) of the Public Building Commission of the City of Coffeyville, Kansas)

Ladies and Gentlemen:

The undersigneds are the duly acting Chairman of the Board of Directors of Coffeyville Regional Medical Center, Inc. (the "Corporation") and the President of the Corporation, and are authorized to deliver this Certificate to the addressee (the "Purchaser") on behalf of the Corporation. The Public Building Commission of the City of Coffeyville, Kansas has heretofore caused to be delivered to the Purchaser copies of the Preliminary Official Statement (the "Preliminary Official Statement"), relating to the above-referenced bonds (the "Bonds").

For the purpose of enabling the Purchaser to comply with the requirements of Rule 15c2-12(b)(1) of the Securities and Exchange Commission (the "Rule"), the Corporation hereby deems the information regarding the Corporation and Coffeyville Regional Medical Center contained in the Preliminary Official Statement to be final as of its date, except for the omission of such information as is permitted by the Rule, such as offering prices, interest rates, selling compensation, aggregate principal amount, principal per maturity, delivery dates, ratings and other terms of the Bonds depending on such matters.

Very truly yours,

COFFEYVILLE REGIONAL MEDICAL CENTER, INC.

By: _____
Title: Chairman of the Board of Directors

By: _____
Title: President

JLN\600146.002\Corporation Approving Resolution