

APPROVAL OF REISSUANCE OF
REVENUE BONDS
BY THE GREENVILLE HOSPITAL SYSTEM

I, NIKKI R. HALEY, Governor of the State of South Carolina, for the purposes of §147(f) of the Internal Revenue Code of 1986, as amended, do hereby approve the reissuance of Hospital Revenue Bonds and Hospital Revenue Refunding Bonds (the “*Reissued Bonds*”) by Greenville Health System (the “*Issuer*”), formerly known as the Greenville Hospital System Board of Trustees, currently outstanding in the principal amount of \$598,635,000, due to a change in use of the healthcare facilities financed or partially financed by the Reissued Bonds. Pursuant to a Lease and Contribution Agreement (the “*Agreement*”) executed on March 9, 2016 and expected to be effective on or about October 1, 2016 by and between the Issuer and Upstate Affiliate Organization d/b/a Greenville Health System (“*UAO*”), the healthcare facilities financed or refinanced by the proceeds of the Reissued Bonds will be used by UAO as the new operator of such the healthcare facilities. UAO and the Issuer will cause the Reissued Bonds to be treated as Qualified 501(c)(3) Bonds, as defined in Section 145 of the Internal Revenue Code of 1986, as amended (the “*Code*”).

The Reissued Bonds consist of ten separate series of obligations listed on Exhibit “A” attached hereto. The Issuer represents that the proceeds of the Reissued Bonds were used by the Issuer to finance or refinance a portion of the cost of construction of improvements to, renovations of, additions to, and/or the acquisition of capital equipment for various healthcare facilities operated by the Issuer, as well as to pay the costs of issuance of the Reissued Bonds and prior refunded obligations. The Issuer allocated the Reissued Bonds to the healthcare facilities listed on Exhibit “B” attached hereto (the “*Refinanced Facilities*”).

A public hearing was held by the Issuer with respect to the Reissued Bonds and the Refinanced Facilities on September 6, 2016, at 9:00 a.m., at Greenville Memorial Hospital, 701 Grove Road, Greenville, S.C., following publication of notice of the public hearing in *The Greenville News*, a newspaper of general circulation not less than 14 days prior to the date of such hearing. According to the report attached hereto as Exhibit “C” members of the general public were given the opportunity to comment orally and in writing concerning the Reissued Bonds and the Agreement with UAO. This document is intended to constitute public approval of the Reissued Bonds for purposes of Section 147(f) of the Code and Treasury Regulation 5F-103-2(c).


NIKKI R. HALEY, Governor, State of South Carolina

Dated: September 29, 2016

THE REISSUED BONDS

The Reissued Bonds consist of the following obligations:

(1) \$72,105,000 original principal amount Greenville Hospital System Board of Trustees Hospital Facilities Revenue Bonds, Series 1990 currently outstanding in the principal amount of \$15,675,000;

(2) \$110,355,000 original principal amount Greenville Hospital System Board of Trustees Hospital Refunding Revenue Bonds, Series 2008A currently outstanding in the principal amount of \$43,025,000;

(3) \$60,595,000 original principal amount Greenville Hospital System Board of Trustees Hospital Refunding Revenue Bonds, Series 2008B currently outstanding in the principal amount of \$60,595,000;

(4) \$61,195,000 original principal amount Greenville Hospital System Board of Trustees Hospital Refunding Revenue Bonds, Series 2008C currently outstanding in the principal amount of \$60,645,000;

(5) \$59,500,000 original principal amount Greenville Hospital System Board of Trustees Hospital Refunding Revenue Bonds, Series 2008D currently outstanding in the principal amount of \$53,140,000;

(6) \$89,915,000 original principal amount Greenville Hospital System Board of Trustees Hospital Refunding Revenue Bonds, Series 2008E currently outstanding in the principal amount of \$80,540,000;

(7) \$92,900,000 original principal amount Greenville Hospital System Board of Trustees Hospital Refunding Revenue Bonds, Series 2012 currently outstanding in the principal amount of \$92,900,000;

(8) \$48,270,000 original principal amount Greenville Health System Hospital Refunding Revenue Bonds, Series 2014A currently outstanding in the principal amount of \$38,575,000;

(9) \$85,180,000 original principal amount Greenville Health System Hospital Revenue Bonds, Series 2014B currently outstanding in the principal amount of \$85,180,000; and

(10) \$68,360,000 original principal amount Greenville Health System Hospital Refunding Revenue Bonds, Series 2015 currently outstanding in the principal amount of \$68,360,000.

THE REFINANCED FACILITIES

The Issuer represents that the proceeds of the Reissued Bonds were used to finance or refinance a portion of the cost of construction of, improvements to, renovations of, additions to, and/or the acquisition of capital equipment for the following healthcare facilities:

(1) \$339,257,000 for Greenville Memorial Hospital, a 746-bed acute care hospital facility, 701 Grove Road, Greenville, South Carolina 29605;

(2) \$3,432,000 for Roger C. Peace Rehabilitation Hospital, a 53-bed rehabilitation hospital facility, 701 Grove Road, Greenville, South Carolina 29605;

(3) \$4,765,000 for Marshall I. Pickens Hospital, a 68-bed behavioral health facility, 701 Grove Road, Greenville, South Carolina 29605;

(4) \$4,888,000 for the Greenville Memorial Central Energy Plant, a facility that provides steam and chilled water to various campus buildings, 701 Grove Road, Greenville, South Carolina 29605;

(5) \$53,202,000 for the Information Services Center, an information technology and administrative support facility, 525 Grove Road, Greenville, South Carolina 29605;

(6) \$236,000 for the Employee Service Center, an administrative support facility, 701 Grove Road, Greenville, South Carolina 29605;

(7) \$187,000 for the Medical Center Clinics, a medical office and administrative support facility, 701 Grove Road, Greenville, South Carolina 29605;

(8) \$443,000 for a Facilities Development Building, a facilities and construction support facility, 701 Grove Road, Greenville, South Carolina 29605;

(9) \$1,166,000 for the University of South Carolina School of Medicine Greenville, an academic facility, 607 Grove Road, Greenville, South Carolina 29605;

(10) \$234,000 for the Cross Creek Surgery Center, an ambulatory surgical facility, 9 Doctors Drive, Greenville, South Carolina 29605;

(11) \$29,000 for the Center for Pediatric Medicine, a medical office facility, 20 Medical Ridge Drive, Greenville, South Carolina 29605;

(12) \$6,000 for Life Center, a wellness and physical fitness facility, 875 West Faris Road, Greenville, South Carolina 29605;

(13) \$636,000 for the Center for Family Medicine, a medical office facility, 877 West Faris Road, Suite A, Greenville, South Carolina 29605;

(14) \$58,000 for Greenville Radiology, a medical office facility, 1210 West Faris Road, Greenville, South Carolina 29605;

(15) \$64,022,000 for Patewood Memorial Hospital, a 72-bed acute care hospital facility, 175 Patewood Drive, Greenville, South Carolina 29615;

(16) \$5,282,000 for Patewood Outpatient Center, an ambulatory surgical and diagnostic facility, 200 Patewood Drive, Greenville, South Carolina 29615;

(17) \$14,284,000 for the Patewood Central Energy Plant, a facility that provides steam and chilled water to various buildings on the Patewood campus, 175 Patewood Drive, Greenville, SC 29615;

(18) \$2,000 for the Patewood Administration Center, an administrative and information technology support facility, 255 Enterprise Boulevard, Greenville, South Carolina 29615;

(19) \$15,496,000 for Hillcrest Memorial Hospital, a 43-bed acute care hospital facility, 729 South East Main Street, Simpsonville, South Carolina 29681;

(20) \$4,450,000 for the Hillcrest Central Energy Plant, a facility that provides steam and chilled water to various buildings on the Hillcrest campus, 729 South East Main Street, Simpsonville, South Carolina 29681;

(21) \$13,300,000 for Greer Memorial Hospital, an 82-bed acute care hospital facility, 830 South Buncombe Road, Greer, South Carolina 29650;

(22) \$1,437,000 for Greer Central Energy Plant, a facility that provides steam and chilled water to various buildings on the Greer campus, 298 Village Green Circle, Greer, South Carolina 29650;

(23) \$12,000 for Carolina Cardiology, a medical office facility, 315 Medical Parkway Suite 200, Greer, South Carolina 29650;

(24) \$3,270,000 for North Greenville Hospital, a 45-bed long-term acute care hospital facility, 807 N. Main Street, Hwy 276, Travelers Rest, South Carolina 29690;

(25) \$62,438,000 for Oconee Memorial Hospital, a 169-bed acute care hospital facility, 298 Memorial Drive, Seneca, South Carolina 29672;

(26) \$5,712,000 for Lila Doyle, a 120-bed nursing home facility, 101 Lila Doyle Drive, Seneca, South Carolina 29672;

(27) \$210,000 for an Oconee Storage Building, a warehouse space facility, 298 Memorial Drive, Seneca, SC 29672; and

(28) \$181,000 for Corporate Offices, an administrative support facility, 300 East McBee Avenue, Suites 200 and 302, Greenville, South Carolina 29601.

CERTIFICATE AS TO PUBLIC HEARING

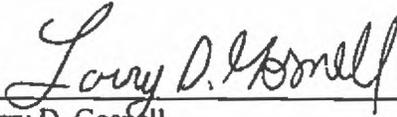
I, the undersigned, LARRY D. GOSNELL, TREASURER, GREENVILLE HEALTH SYSTEM, DO HEREBY CERTIFY as follows:

1. Attached hereto is Affidavit of Publication of Notice of Public Hearing (the "*Notice*") published in *The Greenville News*, a newspaper of general circulation in Greenville, Pickens and Oconee Counties, South Carolina, on August 20, 2016.

2. The public hearing was conducted by Greenville Health System (the "*Issuer*"), formerly known as the Greenville Hospital System Board of Trustees. The public hearing was held at the time and place specified in the Notice, in connection with the reissuance by the Issuer of its Hospital Revenue Bonds and Hospital Revenue Refunding Bonds (the "*Reissued Bonds*"), currently outstanding in the principal amount of \$598,635,000, due to a change in use of the healthcare facilities financed or partially financed by the Reissued Bonds. Pursuant to a Lease and Contribution Agreement (the "*Agreement*") executed on March 9, 2016 and expected to be effective on or about October 1, 2016 by and between the Issuer and Upstate Affiliate Organization d/b/a Greenville Health System ("*UAO*"), the healthcare facilities financed or refinanced by the proceeds of the Reissued Bonds will be used by UAO as the new operator of such the healthcare facilities. UAO and the Issuer will cause the Reissued Bonds to be treated as Qualified 501(c)(3) Bonds, as defined in Section 145 of the Internal Revenue Code of 1986, as amended (the "*Code*"). The ten series of debt obligations constituting the Reissued Bonds and the Refinanced Facilities to which the Issuer has allocated the proceeds of such Reissued Bonds are described in the Notice.

3. At the public hearing, all persons desiring to do so were given reasonable opportunity to speak and, if requested, to present their opinions in writing concerning the Reissued Bonds and the Agreement with UAO.

IN WITNESS WHEREOF, I have hereunto set my hand this 8th day of September, 2016.



Larry D. Gosnell
Treasurer, Greenville Health System

Attachment: Affidavit of Publication of Notice of Public Hearing.

AFFIDAVIT OF PUBLICATION

I, Susan Mullinas being the Advertising Agent for
The Greenville News, do hereby testify that the attached
notice was published in The Greenville News on

August ~~27~~²⁰, 2016 (SM)

Susan Mullinas

SALES AGENT

Teresa T. Easley
TERESA T. EASLEY
NOTARY PUBLIC for the STATE OF SOUTH CAROLINA
My Commission Expires September 23, 2025

TERESA T. EASLEY
Notary Public, State of South Carolina
My Commission Expires 9/23/2025

Ad Text:

4921980 CERTIFICATE OF
NEED APPLICATION NOTICE: Within 20 days of
this notice, the Upstate Affiliate Organization d/b/a
Greenville Health System will submit a Certificate of Need
Application to the South Carolina Department of Health
and Environmental Control. The request will be to
renovate approximately 5,800 sf. of existing space and add
3,350 sf. of new space to upgrade the MRI inpatient and
outpatient services and replace an existing 1.5T analog
MRI unit with a digital 1.5T MRI unit at Greenville
Memorial Hospital located at 701 Grove Road, Greenville
SC. The total estimated project cost is \$7,832,000.

THANK YOU FOR YOUR ADVERTISEMENT!
If I can be of further assistance, please call : 864-298-4100

