

\$ _____
COALINGA REGIONAL MEDICAL CENTER
Taxable Refunding Revenue Bonds, Series 2019

DIRECTION FOR DISPOSITION OF
GENERAL AD VALOREM PROPERTY TAX REVENUES

The undersigned hereby states and certifies:

(i) that he is the duly appointed, qualified and acting President of the Board of Directors of the Coalinga Regional Medical Center, a local health care district of the State of California (the "District"), and as such, is familiar with the facts herein certified and is authorized and qualified to certify the same on behalf of the District;

(ii) that District has issued its \$ _____ Coalinga Regional Medical Center Taxable Refunding Revenue Bonds, Series 2019 (the "Bonds"), pursuant to that certain Indenture of Trust, dated as of June 1, 2019 (the "Indenture"), by and between the District and U.S. Bank National Association, as trustee (the "Trustee");

(iii) that the District's obligation to pay the principal or sinking fund installments of and interest on the Bonds will be secured by the general *ad valorem* property tax collected by the County which is allocable to the District (the "Property Tax Revenues");

(iv) that in order to secure the payment of the principal or sinking fund installments of and interest on the Bonds the District is required, pursuant to Section 5.02(b) of the Indenture, to direct the County to remit all Property Tax Revenues, as received, directly to the Trustee, rather than to the District;

(v) that the District hereby irrevocably directs the County to remit all Property Tax Revenues, as received, less any amounts for administrative or other processing expenses, fees, costs, and charges incurred by the County in carrying out this direction, to the Trustee, so long as the Bonds are outstanding, as follows:

If by Overnight Courier (signature of receipt required)		If by Bank Wire:
Ms. Michelle A. Knutson Assistant Vice President U.S. Bank National Association One California Street, Suite 1000 San Francisco, CA 94111 (415) 677-3597	or	BANK: U.S. BANK, N.A. ABA#: 091000022 FBO: U.S. Bank National Association ACCT: 180121167365 REF: Coalinga Regional MC 2019 ATTN: Deedee Hagen

(vi) that other than as expressly provided herein, the transfer of moneys by the County as directed above shall impose no liability or obligations on the County. The District agrees to indemnify and hold harmless, to the extent permitted by law, the County and its officers and employees (the "Indemnified Parties"), against any and all losses, claims, damages or liabilities, joint or several, to which such Indemnified Parties may become subject, because of action or inaction related to the Bonds and/or this Agreement. The District shall also reimburse

the Indemnified Parties for any legal or other expenses incurred in connection with investigating or defending any such claims or actions;

(vii) that the District agrees to the continuing jurisdiction of the United States Bankruptcy Court for the Eastern District of California, Fresno Division (the "Bankruptcy Court"), as to all matters arising out of or related to the Bonds, the Indenture, this Agreement, and all other documents evidencing the Bonds;

(vii) that the District will not take any action, including any amendment or modification of this direction, without the written consent of the Trustee and Western Alliance Business Trust, a wholly owned affiliate of Western Alliance Bank, an Arizona corporation, the original purchaser of the Bonds (the "Original Purchaser");

(viii) that the District acknowledges and agrees this direction is for the benefit of the Trustee and the Original Purchaser, and the Trustee and the Original Purchaser are direct and intended beneficiaries of this direction; and

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(ix) that this direction supersedes and cancels any existing instructions regarding the Property Tax Revenues previously provided by the District to the County.

Dated: July __, 2019

COALINGA REGIONAL MEDICAL CENTER

By _____
President

The Fresno County Auditor-Controller/Treasurer-Tax Collector hereby acknowledges receipt of the direction of the Coalinga Regional Medical Center and agrees to deliver the Property Tax Revenues collected by the County to the Trustee.

FRESNO COUNTY AUDITOR-CONTROLLER/TREASURER-TAX COLLECTOR, acting on behalf of Fresno County

By _____
Name _____
Title _____

U.S. Bank National Association, as trustee, hereby acknowledges the direction of the Coalinga Regional Medical Center to the Fresno County Auditor-Controller/Treasurer-Tax Collector to deliver the Property Tax Revenues collected by the County to the Trustee.

U.S. BANK NATIONAL ASSOCIATION, as Trustee

By _____
Name _____
Title _____