

COALINGA REGIONAL MEDICAL CENTER

RESOLUTION NO. 2019-03

RESOLUTION APPROVING THE FORM AND AUTHORIZING THE EXECUTION AND DELIVERY OF AN INDENTURE AND A BOND PURCHASE AGREEMENT IN CONNECTION WITH THE ISSUANCE, SALE AND DELIVERY OF THE COALINGA REGIONAL MEDICAL CENTER TAXABLE REFUNDING REVENUE BONDS, SERIES 2019, TO REFUND THE OUTSTANDING 2008 COALINGA REGIONAL MEDICAL CENTER CERTIFICATES OF PARTICIPATION, SERIES A (TAX-EXEMPT), AND THE OUTSTANDING 2008 COALINGA REGIONAL MEDICAL CENTER CERTIFICATES OF PARTICIPATION, SERIES B (FEDERALLY TAXABLE), AND APPROVING CERTAIN OTHER ACTIONS

RESOLVED, by the Board of Trustees (the "Board") of the Coalinga Regional Medical Center (the "District"), as follows:

WHEREAS, the District has heretofore caused the execution and delivery of its Coalinga Regional Medical Center Series A Certificates of Participation, 2008 Refunding and Capital Improvement Project (Acquisition of Medical Building) (Tax-Exempt) (the "2008A Certificates"), of which \$9,320,000 is currently outstanding;

WHEREAS, the District has also heretofore caused the execution and delivery of its Coalinga Regional Medical Center Series B Certificates of Participation, 2008 Capital Improvement Project (Acquisition of Medical Building) (Federally Taxable) (the "2008B Certificates" and, with the 2008A Certificates, the "2008 Certificates"), of which \$2,130,000 is currently outstanding;

WHEREAS, the District has determined that, as a result of favorable financial market conditions and for other reasons, it is in the best interests of the District at this time to provide for the refunding of the 2008A Certificates and the 2008B Certificates;

WHEREAS, in furtherance thereof, the District has determined to issue its Coalinga Regional Medical Center Taxable Refunding Revenue Bonds, Series 2019 (the "Bonds"), pursuant to the provisions of section 53570 *et seq.* of the California Government Code; and

WHEREAS, the District's obligation to pay the principal of and interest on the Bonds will be secured by a pledge of the District's general purpose operating *ad valorem* property tax revenues (the "Pledged Revenues"), and will not constitute an obligation of the District for which the District is obligated to levy or pledge any form of taxation or for which the District has levied or pledged any form of taxation, other than the Pledged Revenues; and

WHEREAS, the District has determined to authorize the officers of the District to take all necessary action to accomplish the issuance, sale and delivery of the Bonds;

NOW, THEREFORE, it is hereby ORDERED and DETERMINED, as follows:

Section 1. The Board hereby approves the refunding of the 2008A Certificates and the 2008B Certificates by the issuance of the Bonds, without limitation as to principal amount, subject to a minimum present value savings of 2.5% of refunded principal amount of the 2008A Certificates and the 2008B Certificates.

Section 2. The form of motion for authority to borrow on a secured basis and to issue the Bonds is hereby approved. The President, the Vice President, the Chief Financial Officer, the CEO/Administrator, or the designee thereof, is hereby authorized and directed, for and in the name of the District, to (a) obtain a final non-appealable order approving the District's authority to borrow on a secured basis and issue the Bonds, and (2) provide in any plan confirmed in the District's Chapter 9 bankruptcy case that Bonds are ratified and otherwise reinstated without any change or modification to the terms of the Bonds.

Section 3. The form of indenture between the District and U.S. Bank National Association, as trustee (the "Trustee"), as presented to this meeting (the "Indenture"), is hereby approved. The President, the Vice President, the Chief Financial Officer or the CEO/Administrator, or the designee thereof, is hereby authorized and directed, for and in the name of the District, to execute and deliver the Indenture in the form presented to this meeting, with such changes therein as the officer executing the same may approve, such approval to be conclusively evidenced by the execution and delivery of the Indenture. The date, maturity date, interest rate, interest payment dates, denominations, forms, registration privileges, place or places of payment, terms of redemption and other terms of the Bonds shall be as provided in the Indenture, as finally executed.

Section 4. The form of escrow agreement relating to the refunding of the 2008A Certificates and the 2008B Certificates, by and between the District and U.S. Bank National Association, as escrow bank, as presented to this meeting (the "Escrow Agreement"), is hereby approved. the President, the Vice President, the Chief Financial Officer, the CEO/Administrator, or the designee thereof, is hereby authorized and directed for and in the name of the District, to execute and deliver an Escrow Agreement in the form presented to this meeting, with such changes therein as the officer executing the same may approve, such approval to be conclusively evidenced by the execution and delivery of the Escrow Agreement.

Section 5. The form of bond purchase agreement between the District and Western Alliance Business Trust, a wholly owned affiliate of Western Alliance Bank, an Arizona corporation, as purchaser, as presented to this meeting (the "Bond Purchase Agreement"), is hereby approved. the President, the Vice President, the Chief Financial Officer, the CEO/Administrator, or the designee thereof, is hereby authorized and directed for and in the name of the District, to execute and deliver a Bond Purchase Agreement in the form presented to this meeting, with such changes therein as the officer executing the same may approve, such approval to be conclusively evidenced by the execution and delivery of the Bond Purchase Agreement.

Section 6. The Board hereby approves the preparation of a request and direction, a lock box agreement, a blocked account or other similar document regarding disposition of general *ad valorem* property tax revenue allocable to the District for the benefit of the Trustee or other third party and cancellation of prior directions (the "Direction Agreement"). The President, the Vice President, the Chief Financial Officer, the CEO/Administrator, or the designee thereof, is hereby authorized and directed for and in the name of the District, to execute and deliver the Direction Agreement, with such changes therein as the officer executing the same may approve, such approval to be conclusively evidenced by the execution and delivery of the Direction Agreement. Notwithstanding the forgoing, the Board acknowledges that the Direction Agreement must be irrevocable so long as the Bonds are outstanding and this term may not be modified.

Section 7. The President, the Vice President, the Chief Financial Officer, the CEO/Administrator, or the designee thereof, is hereby authorized and directed, for and in the name of the District, to execute and deliver any other documents as may be deemed necessary or appropriate to implement the refinancing or to issue the Bonds, such approval to be conclusively evidenced by the execution and delivery of such documents.

Section 8. The Bonds shall be executed by the manual or facsimile signature of the President, the Vice President, the Chief Financial Officer, the CEO/Administrator, or the designee thereof, the seal of the District shall be affixed thereon (or a facsimile reproduced thereon) and attested by the manual or facsimile signature of the Secretary of the Board of the District, or the designee thereof, in the form set forth in and otherwise in accordance with said indenture.

Section 9. The President, the Vice President, the Chief Financial Officer, the CEO/Administrator, or the designee thereof, are hereby authorized and directed, for and on behalf of the District, to approve any changes to the foregoing documents, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 10. The Bonds, when so executed, shall be delivered to the Trustee for authentication by the Trustee. The Trustee is hereby requested and directed to authenticate the Bonds by executing the Trustee's Certificate of Authentication appearing thereon, and to deliver the Bonds, when duly executed and authenticated, to the purchaser thereof in accordance with written instructions of the District. Said instructions shall provide for the delivery of the Bonds to the purchaser thereof upon payment of the purchase price thereof.

Section 11. The Secretary of the Board of the District, or the designee thereof, is hereby authorized and directed to attest the signature of the President, the Vice President, the Chief Financial Officer, the CEO/Administrator, or the designee thereof, as may be required in connection with the execution and delivery of the Indenture, the Bond Purchase Agreement, the Escrow Agreement and the Bonds in accordance with this Resolution.

Section 12. The President, the Vice President, the Chief Financial Officer, the CEO/Administrator, or the designee thereof, and the officers of the District are each hereby authorized and directed to do the following with respect to the issuance of the Bonds:

a. Take any and all actions and execute, acknowledge, deliver and file any and all agreements, instruments or other documents of any kind required of the District , including, without limitation, the motion for authority to borrow on a secured basis and issue the Bonds and expressly provide in the District's plan of adjustment that the Bonds shall be ratified and reinstated without any change or modification to their terms; and

b. Act as an agent to the District for the purposes of issuing the Bonds and any additional negotiations, authorizations, approval, executions, consents, notices, deliveries or other acts required to issue such Bonds.

Section 13. All actions taken by the President, the Vice President, the Chief Financial Officer, the CEO/Administrator, the Secretary, or the designee thereof, and other officers or directors of the District which have been undertaken to date or which will be undertaken with respect to the planning, negotiation, authorization, approval and implementation of the financing plan are hereby ratified, confirmed and approved in all respects.

Section 14. This resolution shall take effect immediately upon its passage.


I, the undersigned Secretary of the Board of the Coalinga Regional Medical Center, hereby certify that the foregoing is a full, true and correct copy of a resolution duly adopted by the Board at a meeting thereof on the 8th day of June, 2019, by the following vote of the members thereof:

AYES: 5

NOES: 0

ABSTAIN: 0

ABSENT: 0


Secretary