

***Before the Board of Supervisors in and for the
County of Monterey, State of California***

Resolution No. 19-_____)
Approving the issuance of the California Statewide)
Communities Development Authority revenue)
obligations in an aggregate principal amount not to)
exceed \$45,000,000 for the purpose of financing)
and refinancing the acquisition, construction,)
improvement and equipping of health facilities of)
Community Hospital of the Monterey Peninsula)
and affiliated entities and certain other matters)
relating thereto.)
)

WHEREAS, Community Hospital of the Monterey Peninsula, a California nonprofit public benefit corporation (the “Corporation”), and Montage Health, a California nonprofit public benefit corporation which is the sole member of the Corporation, have requested that the California Statewide Communities Development Authority (the “Authority”) participate in the issuance of revenue obligations in an aggregate principal amount not to exceed \$45,000,000 (the “Obligations”) for the financing and refinancing of various healthcare-related capital improvements, including the construction, renovation and remodeling of certain real property and the purchasing and installation of certain equipment, for the Corporation and affiliated entities (the “Facilities”) that are owned or principally used by the Corporation, Montage Health, or affiliated entities of the Corporation and Montage Health (the “Projects”) and located within the County of Monterey (the “County”); and

WHEREAS, the capital improvements to be financed and refinanced relate to: (a) a 259-bed acute care hospital located at 23625 W.R. Holman Highway, Monterey, CA 93940, and related medical offices and/or health care facilities located at 2 Upper Ragsdale Drive, Buildings B and C, Monterey, CA 93940, all of which are used in an integrated operation and for which the owner or principal user is the Corporation, in a maximum stated principal amount of \$45,000,000; and (b) urgent care facilities located at 2930 2nd Avenue, Marina, CA 93933, 2020 Del Monte Avenue, Monterey, CA 93940, and 26135 Carmel Ranch Boulevard #B1, Carmel-By-The-Sea, CA 93923, all of which are used in an integrated operation and for which the owner or principal user is Montage Health or its controlled affiliate, in a maximum stated principal amount of \$7,000,000;

WHEREAS, the issuance of the Obligations by the Authority must be approved by the governmental unit on behalf of which the Obligations are issued and a governmental unit having jurisdiction over the territorial limits in which the Facilities are located, pursuant to the public approval requirement of Section 147(f) of the Internal Revenue Code of 1986 (the “Code”) and the Treasury Regulations promulgated thereunder; and

WHEREAS, the Facilities are located within the territorial limits of the County, and the Board of Supervisors of the County (the “Board”) is the elected legislative body of the County and

is the “applicable elected representative” required to approve the issuance of the Obligations under Section 147(f) of the Code and the Treasury Regulations promulgated thereunder; and

WHEREAS, the Authority has requested that the Board approve the issuance of the Obligations by the Authority for the purposes of financing and refinancing the Projects in order to satisfy the public approval requirement of Section 147(f) of the Code and the Treasury Regulations promulgated thereunder, and the requirements of Section 9 of the Amended and Restated Joint Exercise of Powers Agreement, dated as of June 1, 1988 (the “Agreement”), among certain local agencies, including the County;

WHEREAS, pursuant to Section 147(f) of the Code and the Treasury Regulations promulgated thereunder, the Board has, following notice duly given, held a public hearing regarding the issuance of the Obligations, and now desires to approve the issuance of the Obligations by the Authority;

NOW, THEREFORE, BE IT RESOLVED, by the Board of Supervisors of the County of Monterey, as follows:

Section 1. The Board hereby finds and determines that the foregoing recitals are true and correct.

Section 2. Pursuant to and solely for the purposes of Section 147(f) of the Code and the Treasury Regulations promulgated thereunder, the Board, as the “applicable elected representative” of the governmental unit on behalf of which the Obligations will be issued and having jurisdiction over the area in which the Facilities are located, hereby approves the issuance of the Obligations by the Authority in an aggregate principal amount not to exceed \$45,000,000 for the benefit of the Corporation and affiliated entities to finance and refinance the Projects. This Resolution shall constitute “issuer” approval and “host” approval of the issuance of the Obligations within the meaning of Section 147(f) of the Code and the Treasury Regulations promulgated thereunder. The Board hereby also approves the issuance of the Obligations by the Authority to finance and refinance the Projects, and this Resolution shall constitute approval of the issuance of the Obligations, in accordance with Section 9 of the Agreement.

Section 3. The issuance and delivery of the Obligations shall be subject to the approval of and execution by the Authority of all financing documents relating thereto to which the Authority is a party and subject to the sale of the Obligations by the Authority.

Section 4. The Obligations shall be a limited obligation of the Authority, payable solely from certain revenues duly pledged therefor and generally representing amounts paid by the Corporation. The Obligations shall not constitute a debt or obligation of the County.

Section 5. The adoption of this Resolution shall not obligate the County or any department thereof to (i) provide any financing to acquire or take any action with respect to the Projects; (ii) approve any application or request for or take any other action in connection with any planning approval, permit or other action necessary for the Projects; (iii) make any contribution or advance any funds whatsoever to the Authority; or (iv) take any further action with respect to the Authority or its membership therein.

Section 6. The officers of the County are hereby authorized and directed, jointly and severally, to do any and all things and to execute and deliver any and all documents which they deem necessary or advisable in order to carry out, give effect to and comply with the terms and intent of this Resolution and the financing transaction approved hereby.

Section 7. This Resolution shall take effect immediately upon its adoption.

PASSED AND ADOPTED on this 27th day of August 2019, by the following vote, to wit:

AYES:

NOES:

ABSENT:

I, Valerie Ralph, Clerk of the Board of Supervisors of the County of Monterey, State of California, hereby certify that the foregoing is a true copy of an original order of said Board of Supervisors duly made and entered in the minutes thereof at page _____ of Minute Book _____, on _____.

Dated:

Valerie Ralph, Clerk of the Board of Supervisors County of Monterey, State of California

By: _____
Deputy