

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

Resolution No. _____

Adopt a Resolution to:)
Approve the issuance of bonds pursuant to a plan of)
finance by the California Statewide Communities)
Development Authority in an aggregate principal)
amount not to exceed \$40,000,000, for the purpose of)
refunding all or a portion of certain outstanding)
indebtedness of Montage Health and financing and/or)
refinancing the acquisition, construction, equipping,)
improvement, renovation, rehabilitation and/or)
remodeling of healthcare and related facilities and)
certain other matters relating thereto.....)

WHEREAS, Montage Health, a California nonprofit public benefit corporation (the “Borrower”), has requested that the California Statewide Communities Development Authority (the “Issuer”) provide for the issuance of one or more series of revenue bonds pursuant to a plan of finance in an aggregate principal amount not to exceed \$40,000,000 (the “Bonds”); and

WHEREAS, the proceeds of the Bonds will be used for the financing and refinancing of the acquisition, construction, improvement and equipping of certain acute-care hospital and related facilities of the Borrower and affiliated entities (the “Facilities”) that are and will continue to be owned and operated by the Borrower or affiliated entities and refunding all or a portion of the Issuer’s Health Facility Revenue Refunding Bonds (Community Hospital of the Monterey Peninsula) Series 2016A (collectively, the “Project”); and

WHEREAS the Project is located within the County of Monterey (the “County”); and

WHEREAS, the issuance of the Bonds by the Issuer must be approved by the governmental unit on behalf of which the Bonds will be 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 thus the “applicable elected representative” required to approve the issuance of the Bonds under Section 147(f) of the Code and the Treasury Regulations promulgated thereunder; and

WHEREAS, the Issuer has requested that the Board approve the issuance of the Bonds by the Issuer for the purpose of financing and refinancing the Project 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; and

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 Bonds, and now desires to approve the issuance of the Bonds by the Issuer; and

WHEREAS, the Board understands that its actions in holding this public hearing and in approving this Resolution do not obligate the Board in any manner for the payment of the principal, interest, fees or any other costs associated with the issuance of the Bonds, and said Board expressly conditions its approval of this Resolution on that understanding; and

WHEREAS, it is intended that this Resolution shall comply with the public approval requirements of Section 147(f) of the Code and Section 9 of the Agreement; provided, however, that this Resolution is neither intended to nor shall it constitute an approval by the Board of the Project for any other purpose, including, but not limited to, compliance with the California Environmental Quality Act (California Public Resources Code, Section 21100, et seq.) (“CEQA”);

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

Section 1. The Board, as the “applicable elected representative” of the governmental unit on behalf of which the Bonds will be issued and having jurisdiction over the area in which the Facilities are located, hereby approves the issuance by the Issuer of the Bonds for the purpose of financing and/or refinancing the Project. It is the purpose and intent of the Board that this Resolution shall constitute (a) “issuer” approval and “host” approval of the issuance of the Bonds within the meaning of Section 147(f) of the Code and the Treasury Regulations promulgated thereunder, and (b) approval of the issuance of the Bonds for the purposes of Section 9 of the Agreement.

Section 2. The officers of the Board are hereby authorized and directed, jointly and severally, to do any and all things and execute and deliver any and all documents, certificates and other instruments 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. Any actions heretofore taken by such officers are hereby ratified and approved.

Section 3. The Board expressly conditions its approval of this Resolution on its understanding that the County shall have no obligation whatsoever to pay any principal, interest, fees or any other costs associated with the Issuer’s issuance of the Bonds for the financing and/or refinancing of the Project.

Section 4. 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 Project; (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 Project; (iii) make any contribution or advance any funds whatsoever to the Issuer; or (iv) take any further action with respect to the Issuer or its membership therein.

