RESOLUTION NO.: _____
Dated: _____

RESOLUTION OF THE BOARD OF SUPERVISORS OF THE COUNTY OF SAN DIEGO AUTHORIZING AND APPROVING THE FINANCING TO BE UNDERTAKEN BY THE CALIFORNIA MUNICIPAL FINANCE AUTHORITY FOR THE BENEFIT OF LA MAESTRA FAMILY CLINIC, INC. IN AN AGGREGATE AMOUNT NOT TO EXCEED $_____ FOR THE PURPOSE OF FINANCING AND REFINANCING THE ACQUISITION, CONSTRUCTION, IMPROVEMENT AND EQUIPPING OF HEALTH CLINICS AND CERTAIN OTHER MATTERS RELATING THERETO.

WHEREAS, pursuant Chapter 5 of Division 7 of Title 1 of the Government Code of the State of California (the "Act"), certain public agencies (the "Members") have entered into a Joint Exercise of Powers Agreement Relating to the California Municipal Finance Authority, dated as of January 1, 2004 (the "Agreement") in order to form the California Municipal Finance Authority (the "Authority"), for the purpose of promoting economic, cultural and community development, and in order to exercise any powers common to the Members, including the issuance of bonds, notes or other evidences of indebtedness;

WHEREAS, the County of San Diego, California (the "County"), is a Member of the California Municipal Finance Authority (the "Authority") in order to facilitate the promotion of economic, cultural and community development activities in the County, including the financing of projects therefor by the Authority; and

WHEREAS, the Authority is authorized to issue and sell revenue bonds for the purpose, among others, of financing or refinancing the construction of capital projects;

WHEREAS, the Section 4 of the Agreement requires the approval of the governing body of a Member for the issuance of bonds by the Authority with respect to any project located in the jurisdiction of such Member; and

WHEREAS, La Maestra Family Clinic, Inc., a nonprofit public benefit corporation as described in section 501(c)(3) of the Internal Revenue Code of 1986 (the "Borrower"), has requested that the Authority issue and sell revenue bonds in the maximum principal amount of $_____ (the "Bonds") for the purpose of making a loan to the Borrower, to (a) prepay an outstanding taxable loan which was incurred to finance a health clinic at 4066, 4074, 4082 Fairmount Avenue, in San Diego, California (the "San Diego Project"), (b) finance the acquisition and renovation of a building at 205-217 Highland Avenue, National City, California, for use as a new health clinic (the National City Project"), and (c) refinance the acquisition and finance the renovation of a building at 181 Rea Avenue in El Cajon, California, for use as a new health clinic (the "El Cajon Project" and, with the San Diego Project and the National City Project, the "Projects");

WHEREAS, pursuant to section 147(f) of the Internal Revenue Code of 1986 (the "Code"), the issuance of the Bonds by the Authority must be approved by the "applicable elected

representative" required to approve the issuance of Bonds under Section 147(f) of the Code;

WHEREAS, the Authority has requested that the Board approve the issuance of the Bonds by the Authority in order to satisfy the public approval requirement of section 147(f) of the Code and the requirements of Section 4 of the Agreement;

WHEREAS, the Projects are located within the territorial limits of the County;

WHEREAS, the Board is the elected legislative body of the County and is one of the "applicable elected representatives" required to approve the issuance of the Bonds under Section 147(f) of the Code;

WHEREAS, pursuant to section 147(f) of the Code, following notice duly given a public hearing regarding the issuance of the Bonds was held and the Board now desires to approve the issuance of the Bonds by the Authority;

WHEREAS, notice of such public hearing has been duly given as required by the Code, and such public hearing has been held at which all interested persons were given an opportunity to be heard on all matters relative to the prepayment of the Loans and the financing of the 2021 Projects and the Authority's issuance of the Bonds therefor; and

WHEREAS, it is in the public interest and for the public benefit that the Board approve the issuance of the Bonds by the Authority for the aforesaid purposes;

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

Section 1. The foregoing recitals are true and correct.

Section 2. The Board of Supervisors hereby approves the issuance of the Bonds by the Authority. It is the purpose and intent of the Board of Supervisors that this resolution constitutes approval of the issuance of the Bonds (a) by the "applicable elected representative" of the governmental unit having jurisdiction over the area in which the Corporation's facilities are located in accordance with section 147(f) of the Code and (b) by the Board in accordance with Section 4 of the Agreement.

Section 3. The issuance of the Bonds shall be subject to the approval of the Authority of all financing documents relating thereto to which the Authority is a party. The County shall have no responsibility or liability whatsoever with respect to the Bonds.

Section 4. The adoption of this Resolution shall not obligate the County or any department thereof to (i) provide any financing to for the financing of the 2021 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 acquisition, construction, rehabilitation or operation of the 2021 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 5. 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 6. The Clerk of the Board of Supervisors shall forward a certified copy of this Resolution to the Authority in care of its counsel:

Ronald E. Lee, Esq.
Jones Hall, APLC
475 Sansome Street, Suite 1700
San Francisco, CA 94111

The Clerk of the Board of Supervisors shall also forward a certified copy of this Resolution to the Authority in care of its bond counsel:

Brian D. Quint, Esq
Quint & Thimmig LLP
900 Larkspur Landing Circle, Suite 270
Larkspur, CA 94939

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

APPROVED AS TO FORM AND LEGALITY
THOMAS E. MONTGOMERY, COUNTY COUNSEL
By: RACHEL H. WITT, CHIEF DEPUTY