

**COMMUNITY HEALTH CENTERS OF THE CENTRAL COAST, INC.**

**RESOLUTION APPROVING THE FORM AND AUTHORIZING THE EXECUTION OF CERTAIN DOCUMENTS TO REFINANCE CERTAIN OBLIGATIONS OF THE CORPORATION THROUGH THE ISSUANCE OF REVENUE BONDS OF THE CALIFORNIA MUNICIPAL FINANCE AUTHORITY AND DIRECTING CERTAIN ACTIONS WITH RESPECT THERETO**

RESOLVED, by the Board of Directors (the "Board") of Community Health Centers of the Central Coast, Inc., a California nonprofit public benefit corporation and an organization described in section 501(c)(3) of the Internal Revenue Code of 1986 (the "Corporation"), as follows:

WHEREAS, the Corporation desires to:

(a) finance renovations to an approximately 3,000. Square foot leased health clinic 1276 Tamsen Drive in Cambia (San Luis Obispo County), California (the "Cambia Project").

(b) refinance a loan made by U.S. Bank, N.A. to the Corporation in 2018, the proceeds of which were used to finance a health clinic at 150 Tejas Place in the Nipomo (San Luis Obispo County), California (the "Nipomo Loan").

(c) refinance a loan made by Pacific Premier Bank to the Corporation in 2017, the proceeds of which were used to finance capital equipment housed at 150 Tejas Place in the Nipomo (San Luis Obispo County), California (the "Nipomo Equipment Loan").

(d) refinance a loan made by Pacific Premier Bank to the Corporation in 2015, the proceeds of which were used to finance a health clinic at 260 Station Way in the City of Arroyo Grande (San Luis Obispo County), California (the "Arroyo Grande Loan").

(e) refinance a loan made by Pacific Premier Bank to the Corporation in 2014, the proceeds of which were used to finance a health clinic at 416 Spring Street in the City of Paso Robles (San Luis Obispo County), California (the "Paso Robles Loan").

(f) refinance a loan made by Pacific Premier Bank to the Corporation in 2017, the proceeds of which were used to finance capital equipment housed at 430 South Blosser Road in the City of Santa Maria (Santa Barbara County), California (the "South Blosser Loan").

(g) refinance a loan made by Pacific Premier Bank to the Corporation in 2015, the proceeds of which were used to finance capital equipment housed at 430 South Blosser Road in the City of Santa Maria (Santa Barbara County), California (the "South Blosser Equipment Loan").

(h) refinance a loan made by Pacific Premier Bank to the Corporation in 2017, the proceeds of which were used to finance a 17,000 square foot health clinic at 2801 Santa

Maria Way in the City of Santa Maria (Santa Barbara County), California (the "Santa Maria Way Loan").

(i) refinance a loan made by Pacific Premier Bank to the Corporation in 2017, the proceeds of which were used to finance a 5,954 square foot facility being used to provide telemedicine at 2318 Skyway Drive in the City of Santa Maria (Santa Barbara County), California (the "Santa Maria Skyway Drive Loan" and, with the Nipomo Loan, the Nipomo Equipment Loan, the Arroyo Grande Loan, the Paso Robles Loan, the South Blosser Loan and the Santa Maria Way Loan, the "Loans"), and

(k) reimburse the State of California for certain amounts paid by the State for the services by the Corporation not provided (the "State Reimbursement");

WHEREAS, it is proposed that the Cambria Project will be financed and the Loans will be prepaid from the proceeds of Revenue Bonds (Community Health Centers of the Central Coast, Inc.), Series 2020A (the "Series A Bonds"), to be issued by the California Municipal Finance Authority (the "Authority"), and that the State Reimbursement will be made from the proceeds of Taxable Revenue Bonds (Community Health Centers of the Central Coast, Inc.), Series 2020B (the "Series B Bonds" and, with the Series A Bonds, the "Bonds"), in an aggregate principal amount not to exceed \$50,000,000, such Bonds to be issued pursuant to the terms of an indenture, by and between the Authority and U.S. Bank National Association, as trustee (the "Indenture"), and from certain other moneys; and

WHEREAS, the Board wishes to take action to approve the Bonds and to authorize the execution and delivery of certain documents relating thereto;

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

*Section 1.* The issuance of the Bonds is hereby approved so long as the aggregate principal amount thereof does not exceed \$50,000,000.

*Section 2.* The below-enumerated documents, in the forms on file with the Secretary, be and the same are hereby approved, and the President, the Chief Executive Officer or the Chief Financial Officer, or the designee thereof (each, a "Designated Officer"), is hereby authorized and directed on behalf of the Corporation to execute and deliver said documents, with such changes, insertions and omissions as may be approved by any Designated Officer, which execution and delivery shall constitute conclusive evidence of the Corporation's approval of any and all changes or revisions therein, and the Secretary is hereby authorized and directed to attest to such official's signature:

- (a) a loan agreement, by and between the Authority and the Corporation;
- (b) one or more deeds of trust with assignment of leases and rents, security agreement and fixture filing, relating to certain property owned by the Corporation, to be executed by the Corporation, as trustor, to the trustee thereunder, for the benefit of the owners of the Bonds and the holders of parity debt, to be prepared for each applicable county;
- (c) a bond purchase agreement by and among Piper Sandler & Co., as underwriter, the Authority and the Corporation, executed in connection with the sale of the Bonds;

(d) a continuing disclosure certificate setting forth the Corporation's undertaking to disclosure certain information after the issuance of the Bonds;

(e) a tax compliance agreement among the Corporation, the Authority and the Trustee, setting forth certain requirements and covenants regarding federal tax law compliance for the Series A Bonds.

Section 3. The Indenture, in the form on file with the Secretary, is hereby approved, with such changes, insertions and omissions as may be approved by any Designated Officer which approval shall be deemed effective upon execution of the related loan agreement and shall constitute conclusive evidence of the Corporation's approval of any and all changes or revisions therein.

Section 4. The form of the Preliminary Official Statement relating to the offering and sale of the Bonds, as presented at this meeting with such changes as may be approved by the any Designated Officer (the "Preliminary Official Statement"), and the distribution thereof, be and the same are hereby authorized and approved. The Board hereby authorizes and directs any Designated Officer, acting alone or in conjunction with any other officer, to cause the Preliminary Official Statement to be brought into the form of a final official statement (the "Final Official Statement"), to be dated the date of sale of the Bonds, and to execute and deliver the Final Official Statement, and any amendment or supplement thereto, for and on behalf of the Corporation, with such changes therein as such officer may require or approve, such approval to be conclusively evidenced by execution and delivery thereof. The Board hereby authorizes and directs any Designated Officer, acting alone or in conjunction with any other officer, to execute a statement that the information contained in the Final Official Statement, and any supplement or amendment thereto (which shall be deemed an original part thereof for the purpose of such statement) were, at the time of sale of the Bonds, and are at the date of delivery of the Bonds, true and correct in all material respects and that the Final Official Statement did not, on the date of sale of the Bonds, and does not, as of the date of delivery of the Bonds, contain any untrue statement of a material fact or omit to state material facts required to be stated where necessary to make any statement made therein not misleading in the light of the circumstances under which it was made.

Section 5. The Corporation is authorized to prepare, execute and file such applications, resolutions, covenants, consents to service of process (other than general consents to such service) and other documents as may be necessary or appropriate to obtain the qualification or exemptions of the Bonds under or from the securities or Blue Sky Laws of such jurisdictions of the United States as any Designated Officer shall determine, and to take any and all further actions which such officers or any of them or their designees may deem necessary or advisable in order to maintain such qualifications and exemptions in effect for as long as such officers or any of them or their designees may deem to be in the best interest of the Corporation, and any resolution of the Board which is required or appropriate in connection therewith shall be deemed to have been adopted by this resolution with the same force and effect as if adopted concurrently herewith and may be so certified by such officers, or any of them or their designees.

Section 6. Any Designated Officer, acting alone or in conjunction with any other officer, are hereby authorized and directed to do any and all things and to execute and deliver any and all documents, including any refinancing documents, which they deem necessary or advisable in order to consummate the execution, sale and delivery of the Bonds and otherwise the transactions contemplated in connection with the financing and to carry out all of the provisions of such documents.

*Section 7.* This resolution shall become effective upon its passage and approval.

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CERTIFICATION

This is to certify that the foregoing is a true copy of a resolution, as the resolution appears on the minute books of the Corporation, adopted by the Board of Directors of the Corporation at a meeting of said Board held on October 27, 2020, which was called and held pursuant to and with all notice required by law and the Bylaws of the Corporation and at which meeting a quorum was initially present and a majority of which was acting throughout.

By \_\_\_\_\_  
President, Board of Directors

By \_\_\_\_\_  
Secretary, Board of Directors