

RESOLUTION NO.

Dated:

RESOLUTION OF THE BOARD OF SUPERVISORS OF THE COUNTY OF SAN DIEGO APPROVING THE ISSUANCE BY THE CALIFORNIA ENTERPRISE DEVELOPMENT AUTHORITY OF ITS REVENUE OBLIGATIONS FOR THE BENEFIT OF THE ELIZABETH HOSPICE, INC. IN AN AGGREGATE MAXIMUM STATED PRINCIPAL AMOUNT OF \$10,000,000 FOR THE PURPOSE OF FINANCING THE COST OF ACQUISITION, CONSTRUCTION, INSTALLATION, EQUIPPING AND FURNISHING OF FACILITIES, PROVIDING THE TERMS AND CONDITIONS FOR SUCH REVENUE OBLIGATIONS AND OTHER MATTERS RELATING THERETO.

WHEREAS, The Elizabeth Hospice, Inc., a California nonprofit public benefit corporation (the “Borrower”), an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986 (the “Code”), has requested that the California Enterprise Development Authority (the “Authority”) issue, in one or more series, from time to time, pursuant to a plan of finance, its tax-exempt and/or taxable revenue obligations in an aggregate principal amount not to exceed \$10,000,000 (the “Revenue Obligations”) for the benefit of the Borrower, pursuant to Chapter 5 of Division 7 of Title 1 of the Government Code of the State (commencing with Section 6500) (the “Act”) to (i) finance the cost of the acquisition, construction, installation, furnishing and equipping of the real property located at 800 West Valley Parkway, Escondido, California 92025, and (ii) pay the costs of issuance in connection with the refinancing (the “Project”); and

WHEREAS, the Borrower will own and operate the Project in connection with its mission of providing hospice care, palliative care and grief support for patients and their families in San Diego County; and

WHEREAS, pursuant to Section 147(f) of the Internal Revenue Code of 1986 (the “Code”), the issuance of the Revenue Obligations by the Authority must be approved by an applicable legislative body having jurisdiction over the area in which all or a portion of the Project is located; and

WHEREAS, the Project is located within the territorial limits of the County; and

WHEREAS, the Board of Supervisors of the County (the “Board”) is the elected legislative body of the County and is one of the “applicable elected representatives” allowed to approve the issuance of the Revenue Obligations under Section 147(f) of the Code; and

WHEREAS, the Authority has requested that the Board approve the issuance of the Revenue Obligations by the Authority in order to satisfy the public approval requirement of Section 147(f) of the Code; and

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

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

NOW, THEREFORE, BE IT RESOLVED, DETERMINED AND ORDERED by the Board of Supervisors of the County of San Diego as follows:

Section 1. On information and belief, the foregoing recitals are true and correct.

Section 2. The Board hereby approves the issuance, in one or more series, from time to time, pursuant to a plan of finance, of tax-exempt and/or taxable Revenue Obligations by the Authority in an amount not to exceed \$10,000,000 for financing, refinancing and/or reimbursing the Borrower for the costs of the Project. It is the purpose and intent of the Board that this resolution constitutes approval of the issuance of the Revenue Obligations by the Authority for the purposes of Section 147(f) of the Code by an applicable elected representative of the governmental unit having jurisdiction over the area in which the Project is located, in accordance with said Section 147(f). This resolution shall also constitute the approval of the issuance of the Revenue Obligations by the Authority within the meaning of the Act.

Section 3. The issuance of the Revenue Obligations 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 Revenue Obligations.

Section 4. The adoption of this Resolution shall not obligate the County or any department thereof to (i) provide any financing 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 with respect to the Project; (iii) make any contribution or advance any funds whatsoever to the Authority or the Borrower; 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. This resolution shall take effect immediately upon its adoption.

APPROVED AS TO FORM AND LEGALITY
CLAUDIA SILVA, COUNTY COUNSEL

By: WALTER DE LORRELL III, SENIOR DEPUTY