

RESOLUTION NO. 15-07

RESOLUTION OF THE HI-DESERT MEMORIAL HEALTH CARE DISTRICT BOARD OF DIRECTORS AUTHORIZING SPECIFIED OFFICERS TO EXECUTE LEASE WITH HDMC HOLDINGS, L.L.C. AND OTHER DOCUMENTS FOR CLOSING UNDER THE EXECUTED PURCHASE AGREEMENT WITH HDMC HOLDINGS, L.L.C.

WHEREAS, the Hi-Desert Memorial Health Care District ("District") has previously approved and authorized, and the District has entered into the Purchase Agreement dated March 25, 2015 ("Purchase Agreement"), by and between District and HDMC Holdings, L.L.C. ("New Operator"); and

WHEREAS, the District has also previously approved and authorized the execution of a thirty-year long-term lease ("Lease") as provided in the Purchase Agreement; and

WHEREAS, a majority of the voters voting on the ballot measure (District Measure Y) have approved the Purchase Agreement and related transfer; and

WHEREAS, the District has previously authorized the Chief Executive Officer of the District, in consultation with the Camden Group and legal counsel, to finalize the Purchase Agreement and Lease in accordance with the terms of the authorizing Resolution (Resolution No. 15-02) and execute the same.

The Board of Directors of the Hi-Desert Memorial Health Care District does hereby resolve as follows:

RESOLVED, the Board of Directors of the Hi-Desert Memorial Health Care District does hereby authorize the execution of the Lease and such other agreements and documents and perform such other actions as set forth in or contemplated by the Purchase Agreement or the Lease or as necessary to consummate the transactions contemplated in the Purchase Agreement or the Lease ("Closing Documents").

BE IT FURTHER RESOLVED, that any of the President, Vice President or Secretary of the Board of Directors of the District, in consultation with the Camden Group and legal counsel, is hereby authorized to finalize the Lease and other Closing Documents in accordance with the actions previously taken by this Board and this Resolution and execute the same.

PASSED AND ADOPTED this 9th day of July, 2015, by the following votes:

AYES: 5-Directors Cooper, Avels, Sullivan, Doyle and Hoffman

NOES: 0

ABSENT: 0

Patricia Cooper
Patricia Cooper, President

ATTEST:
[Signature]
Secretary to the Board