

**RESOLUTION NO. 16-02**

**A RESOLUTION AUTHORIZING SALE OF THE GENERAL OBLIGATION BONDS APPROVED BY THE VOTERS OF PACIFIC COMMUNITIES HEALTH DISTRICT ON MAY 19, 2015, AND RELATED MATTERS**

WHEREAS, on May 19, 2015, the voters of Pacific Communities Health District, Lincoln County, Oregon (the "District") approved Measure 21-163 authorizing the issuance of not exceeding \$57,000,000 of general obligation bonds (the "Bonds"); and,

WHEREAS, Measure 21-163 stated that the Bonds would finance the projects described in that measure (collectively, the "Projects") and costs related to the Bonds, and that each series of the Bonds would mature over no more than 21 years; and

WHEREAS, the District now desires to sell those bonds.

NOW, THEREFORE, THE BOARD OF DIRECTORS OF THE PACIFIC COMMUNITIES HEALTH DISTRICT DOES HEREBY RESOLVE, ORDER AND DETERMINE AS FOLLOWS:

Section 1. Authorization. The District hereby authorizes the sale and issuance of the Bonds in accordance with Measure 21-163 and this resolution.

Section 2. Security for Bonds. The Bonds shall be general obligations of the District. Pursuant to ORS 287A.315 the District hereby pledges its full faith and credit and taxing power to pay the Bonds. The District covenants for the benefit of the owners of the Bonds that the District will levy annually, as provided by law, in addition to its other ad valorem property taxes and outside the limitations of Sections 11 and 11b of Article XI of the Oregon Constitution, a direct ad valorem tax upon all of the taxable property within the District in sufficient amount, after considering discounts taken and delinquencies that may occur in the payment of such taxes, to pay the Bonds promptly as they mature.

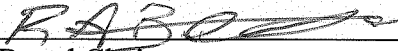
Section 3. TEFRA Approval. Pursuant to the provisions of Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code"), the Bonds may not be issued as tax-exempt bonds until the Board of Directors, as the elected legislative body of the District, which is the unit of government issuing the Bonds and the unit of government having jurisdiction over the area in which the Projects are located, approves the issuance of the Bonds. This approval may only be given after the District holds a public hearing, for which reasonable public notice has been given, in order that the residents of the District may have a reasonable opportunity to be heard by the District relating to the issuance of the Bonds. On this date a public hearing was held by the Board after publication of notice of the hearing in the *Newport News-Times* on March 4, 2016. The issuance of the Bonds is hereby approved for purposes of Section 147(f) of the Code.

Section 4. Delegation. Board Chair, currently Ralph Breitenstein, and Board Director-at-Large, currently Fred Postlewait (each of whom is referred to in this resolution as an "Authorized Representative") are each hereby authorized, on behalf of the District and without further action by the District Board, to:

- (1) Sell and issue all or any portion of the Bonds in one or more series which may be sold at different times.
- (2) Participate in the preparation of, authorize the distribution of, and deem final the preliminary and final official statements and any other disclosure documents for each series of the Bonds.
- (3) Establish the final principal amounts, maturity schedules, interest rates, sale prices, redemption terms, payment terms and dates, record dates and other terms for each series of the Bonds.
- (4) Solicit competitive bids for the purchase of each series of the Bonds and award the sale to the bidders offering the most favorable terms to the District, select one or more underwriters to purchase each series of the Bonds and negotiate the terms of the sales of those Bonds with those underwriters, or place any series of Bonds directly with a commercial bank or other lender.
- (5) Undertake to provide continuing disclosure for each series of the Bonds in accordance with Rule 15c2-12 of the United States Securities and Exchange Commission.
- (6) Enter into agreements with Samaritan Health Services and take other action to ensure compliance by Samaritan Health Services of bond covenants and to facilitate issuance of the Bonds.
- (7) Apply for ratings for each series of the Bonds, determine whether to purchase municipal bond insurance or other forms of credit enhancements for each series of the Bonds, and enter into related agreements.
- (8) Prepare, execute and deliver one or more bond declarations, bond purchase agreements, or other evidence of indebtedness for each series of the Bonds. These documents shall specify the terms under which each series of the Bonds are issued, the administrative provisions that apply to each series of the Bonds and the form of each series of the Bonds. These documents may also contain covenants for the benefit of the owners of each series of the Bonds and any credit providers of the Bonds.
- (9) Appoint service providers and any other professionals whose services are desirable for each series of the Bonds and enter into agreements with those service providers and professionals.

- (10) Determine whether each series of Bonds will bear interest that is excludable from gross income under the Code, or is includable in gross income under the Code. If a series bears interest that is excludable from gross income under the Code, the Authorized Representative may enter into covenants to maintain the excludability of interest on that series of the Bonds from gross income.
- (11) Designate any Bonds as a qualified tax-exempt obligations pursuant to Section 265(b)(3) of the Code, if applicable.
- (12) Issue the Bonds in accordance with this resolution, execute any documents and take any other action in connection with the Bonds that the Authorized Representative finds will be advantageous to the District.

ADOPTED this 21<sup>st</sup> of March, 2016, by the Pacific Communities Health District Board of Directors.

  
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Board Chair

ATTEST:

  
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Board Member