

**RESOLUTION OF THE PACIFIC COMMUNITIES HEALTH DISTRICT
AUTHORIZING PURCHASE OF CERTAIN PROPERTY LOCATED AT
705 SW COAST HWY., NEWPORT, OREGON 97365**

The Board of Directors (the "Governing Body") of the Pacific Communities Health District (the "Health District") finds:

A. The Health District is a municipal corporation organized and existing as a health district pursuant to the provisions of Chapter 440, Oregon Revised Statutes, and pursuant to ORS 440.360 has the power to make any contract or agreement and to purchase and lease real property for the development of business structures and arrangements for health care delivery systems, and to perform all such acts as in the judgment of the Board are necessary or appropriate to accomplish the purposes of ORS 440.315 to ORS 440.410, including but not limited to the provision and promotion of healthcare.

The Board hereby determines that it is necessary and appropriate to purchase the property located at 705 SW Coast Highway in Newport, Oregon, 97365, in order to adequately and efficiently provide and promote health care and services as provided in 440.320 and ORS 440.360.

B. The Health District has determined that it is necessary and appropriate to carry out the purchase of the property located at 705 SW Coast Hwy., Newport, Oregon 97365, from its current owner, C3J, L.P., a California limited partnership, on the following terms, which the Governing Body finds reasonable and appropriate:

- (1) Sale Price \$970,000.
- (2) The Health District will pay 10% of the purchase price at closing with the balance paid to C3J, L.P. (C3J) in equal monthly installments over 120 months.
- (3) Annual interest rate of 5%.
- (4) Closing to occur on or after November 14, 2019, effective as of November 14, 2019.
- (5) The Health District and C3J will each pay one-half of the escrow fees.
- (6) C3J will pay the premium for the title insurance policy and cause Western Title to issue its standard form Owner's ALTA Title Insurance Policy in the amount of the purchase price.
- (7) The Health District will pay the fee for recording the conveyance documents.

(8) Taxes if any shall be prorated as of the date of closing.

(9) C3J will execute, acknowledge and deliver to the Health District a Statutory Warranty Deed conveying the property to the Health District subject only to certain permitted exceptions.

(10) Payments to C3J of the outstanding balance of the purchase price will be secured by the Health District's trust deed and promissory note.

(11) The Health District agrees to the terms for the conditions of title at closing as set forth in paragraph 24.6 of Lease between C3J and Samaritan Pacific Health Services, Inc.

(12) Such other terms and provisions as the Chairperson of the Health District may, in consultation with legal counsel, determine to be necessary, appropriate or convenient to the completion of the transaction.

NOW, THEREFORE, BE IT RESOLVED by the Governing Body of the Health District as follows:

1. Findings of Fact. The Governing Body hereby approves and adopts the findings of fact as set forth above.

2. Purchase of Property. The Governing Body of the Health District authorizes and agrees to the purchase of the property located at 705 SW Coast Hwy., Newport, Oregon 97365 under the terms set forth above and authorizes its officers to approve, make, execute and deliver a note and deed of trust in form satisfactory to District legal counsel securing the obligation to pay the balance of the purchase price, escrow instructions for the closing of the transaction and to review and approve the form of deed by which the property will be acquired and the closing statement prepared by the escrow agent and any and all other documents necessary or convenient to the completion of the transaction.

DATED this 18th day of November 2019.

Pacific Communities Health District

By Ralph Burt
Chairperson

ATTEST:

[Signature]
Secretary