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**Special Meeting of the Board of Directors
Wednesday August 8, 2018
8:00 am
Mark Twain Medical Center Classroom 5
768 Mountain Ranch Rd,
San Andreas, CA**

Agenda

Mark Twain Health Care District Mission Statement

“Through community collaboration, we serve as the stewards of a community health system that ensures our residents have the dignity of access to care that provides high quality, professional and compassionate health care”.

1. **Call to order:**
2. **Roll Call:**
3. **Approval of Agenda:** Action
4. **Public Comment on matters not listed on the Agenda:**

The purpose of this section of the agenda is to allow comments and input from the public on matters within the jurisdiction of the Mark Twain Health Care District not listed on the Agenda. (The public may also comment on any item listed on the Agenda prior to Board action on such item.) **Limit of 3 minutes per speaker.** The Board appreciates your comments however it will not discuss and cannot act on items not on the agenda.

This Institution is an Equal Opportunity Provider and Employer

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5. **New Business:**.....Dr. Smart

A. Resolutions No. 2018 – 11, 2018 – 12 and 2018 – 13

- **Resolution No. 2018 - 11:** Action by Roll Call Vote
 - **Resolution:** USDA Form RD 1942-47 for the \$6,782,000 Series A Certificates of Participation Loan
- **Resolution No. 2018 - 12:** Action by Roll Call Vote
 - **Resolution:** USDA Form RD 1942-47 for the \$678,000 Series B Certificates of Participation Loan:
- **Resolution No. 2018 - 13:** Action by Roll Call Vote
 - **Resolution:** Establishing \$600,000 Board Designated Fund, an annual \$41,500 Debt Service Reserve Fund.

B. Rescind Resolution 2018 – 07 (Board Approved on April 25, 2018): Action

6. **Board Comment and Request for Future Agenda Items:**

A. Announcements of Interest to the Board or the Public:

7. **Next Meeting:**

A. August 22, 2018

8. **Adjournment:** Action:

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USDA

Form RD 1942-47

(Rev. 12-97)

LOAN RESOLUTION

(Public Bodies)

FORM APPROVED

OMB NO. 0575-0015

A RESOLUTION OF THE _____
OF THE _____
AUTHORIZING AND PROVIDING FOR THE INCURRENCE OF INDEBTEDNESS FOR THE PURPOSE OF PROVIDING
A PORTION OF THE COST OF ACQUIRING, CONSTRUCTING, ENLARGING, IMPROVING, AND/OR EXTENDING ITS

FACILITY TO SERVE AN AREA LAWFULLY WITHIN ITS JURISDICTION TO SERVE.

WHEREAS, it is necessary for the _____
(Public Body)
(herein after called Association) to raise a portion of the cost of such undertaking by issuance of its bonds in the principal amount of

_____ ; and
pursuant to the provisions of _____

WHEREAS, the Association intends to obtain assistance from the Rural Housing Service, Rural Business - Cooperative Service, Rural
Utilities Service, or their successor Agencies with the United States Department of Agriculture, (herein called the Government) acting
under the provisions of the Consolidated Farm and Rural Development Act (7 U.S.C. 1921 et seq.) in the planning, financing, and
supervision of such undertaking and the purchasing of bonds lawfully issued, in the event that no other acceptable purchaser for such
bonds is found by the Association:

NOW THEREFORE in consideration of the premises the Association hereby resolves:

- 1. To have prepared on its behalf and to adopt an ordinance or resolution for the issuance of its bonds containing such items
and in such forms as are required by State statutes and as are agreeable and acceptable to the Government.
2. To refinance the unpaid balance, in whole or in part, of its bonds upon the request of the Government if at any time it shall
appear to the Government that the Association is able to refinance its bonds by obtaining a loan for such purposes from
responsible cooperative or private sources at reasonable rates and terms for loans for similar purposes and periods of time as
required by section 333(c) of said Consolidated Farm and Rural Development Act (7 U. S. C. 1983 (c)).
3. To provide for, execute, and comply with Form RD 400-4, "Assurance Agreement," and Form RD 400-1, "Equal Opportunity
Agreement," including an "Equal Opportunity Clause," which clause is to be incorporated in, or attached as a rider to, each
construction contract and subcontract involving in excess of \$ 10,000.
4. To indemnify the Government for any payments made or losses suffered by the Government on behalf of the Association.
Such indemnification shall be payable from the same source of funds pledged to pay the bonds or any other legal permissible
source.
5. That upon default in the payments of any principal and accrued interest on the bonds or in the performance of any covenant or
agreement contained herein or in the instruments incident to making or insuring the loan, the Government at its option may (a)
declare the entire principal amount then outstanding and accrued interest immediately due and payable, (b) for the account of the
Association (payable from the source of funds pledged to pay the bonds or any other legally permissible source), incur and pay
reasonable expenses for repair, maintenance, and operation of the facility and such other reasonable expenses as may be necessary
to cure the cause of default, and/or (c) take possession of the facility, repair, maintain, and operate or rent it. Default under the
provisions of this resolution or any instrument incident to the making or insuring of the loan may be construed by the Government
to constitute default under any other instrument held by the Government and executed or assumed by the Association, and default
under any such instrument may be construed by the Government to constitute default hereunder.
6. Not to sell, transfer, lease, or otherwise encumber the facility or any portion thereof, or interest therein, or permit others to
do so without the prior written consent of the Government.
7. Not to defease the bonds, or to borrow money, enter into any contract or agreement, or otherwise incur any liabilities for
any purpose in connection with the facility (exclusive of normal maintenance) without the prior written consent of the
Government if such undertaking would involve the source of funds pledged to pay the bonds.
8. To place the proceeds of the bonds on deposit in an account and in a manner approved by the Government. Funds may be
deposited in institutions insured by the State or Federal Government or invested in readily marketable securities backed by
the full faith and credit of the United States. Any income from these accounts will be considered as revenues of the system.
9. To comply with all applicable State and Federal laws and regulations and to continually operate and maintain the facility in
good condition.
10. To provide for the receipt of adequate revenues to meet the requirements of debt service, operation and maintenance, and the
establishment of adequate reserves. Revenue accumulated over and above that needed to pay operating and maintenance, debt
service and reserves may only be retained or used to make prepayments on the loan. Revenue cannot be used to pay any
expenses which are not directly incurred for the facility financed by the Government. No free service or use of the facility will
be permitted.

11. To acquire and maintain such insurance and fidelity bond coverage as may be required by the Government.
12. To establish and maintain such books and records relating to the operation of the facility and its financial affairs and to provide for required audit thereof as required by the Government, to provide the Government a copy of each such audit without its request, and to forward to the Government such additional information and reports as it may from time to time require.
13. To provide the Government at all reasonable times access to all books and records relating to the facility and access to the property of the system so that the Government may ascertain that the Association is complying with the provisions hereof and of the instruments incident to the making or insuring of the loan.
14. That if the Government requires that a reserve account be established and maintained, disbursements from that account may be used when necessary for payments due on the bond if sufficient funds are not otherwise available. With the prior written approval of the Government, funds may be withdrawn for:
 - (a) Paying the cost of repairing or replacing any damage to the facility caused by catastrophe.
 - (b) Repairing or replacing short-lived assets.
 - (c) Making extensions or improvements to the facility.

Any time funds are disbursed from the reserve account, additional deposits will be required until the reserve account has reached the required funded level.
15. To provide adequate service to all persons within the service area who can feasibly and legally be served and to obtain the Government's concurrence prior to refusing new or adequate services to such persons. Upon failure to provide services which are feasible and legal, such person shall have a direct right of action against the Association or public body.
16. To comply with the measures identified in the Government's environmental impact analysis for this facility for the purpose of avoiding or reducing the adverse environmental impacts of the facility's construction or operation.

17. To accept a grant in an amount not to exceed \$ _____

under the terms offered by the Government; that the _____

and _____ of the Association are hereby authorized and empowered to take all action necessary or appropriate in the execution of all written instruments as may be required in regard to or as evidence of such grant; and to operate the facility under the terms offered in said grant agreement(s).

The provisions hereof and the provisions of all instruments incident to the making or the insuring of the loan, unless otherwise specifically provided by the terms of such instrument, shall be binding upon the Association as long as the bonds are held or insured by the Government or assignee. The provisions of sections 6 through 17 hereof may be provided for in more specific detail in the bond resolution or ordinance; to the extent that the provisions contained in such bond resolution or ordinance should be found to be inconsistent with the provisions hereof, these provisions shall be construed as controlling between the Association and the Government or assignee

The vote was: Yeas _____ Nays _____ Absent _____ .

IN WITNESS WHEREOF, the _____ of the

_____ has duly adopted this resolution and caused it
 to be executed by the officers below in duplicate on this _____ day of _____, _____.

(SEAL)

By _____

Attest:

Title _____

Title

CERTIFICATION TO BE EXECUTED AT LOAN CLOSING

I, the undersigned, as _____ of the _____

hereby certify that the _____ of such Association is composed of _____ members, of whom _____, constituting a quorum, were present at a meeting thereof duly called and held on the _____ day of _____, _____; and that the foregoing resolution was adopted at such meeting by the vote shown above. I further certify that as of _____, the date of closing of the loan from the Government, said resolution remains in effect and has not been rescinded or amended in any way.

Dated, this _____ day of _____, _____.

 Title _____