

**BOARD OF DIRECTORS
OF THE
WASHINGTON TOWNSHIP HEALTH CARE DISTRICT**

RESOLUTION NO. 1213

**RESOLUTION ORDERING AN ELECTION TO AUTHORIZE THE
ISSUANCE OF GENERAL OBLIGATION BONDS IN AN AMOUNT NOT TO EXCEED
\$425,000,000, SETTING FORTH THE SPECIFICATIONS
THEREOF, REQUESTING CONSOLIDATION WITH OTHER ELECTIONS
OCCURRING ON NOVEMBER 3, 2020, AND AUTHORIZING CERTAIN ACTIONS AND
ACCOUNTABILITY MEASURES WITH RESPECT THERETO.**

WHEREAS, the Board of Directors (the "Board") of the Washington Township Health Care District (the "District"), in the County of Alameda, California (the "County"), is generally authorized to order elections within the District and to designate the specifications thereof;

WHEREAS, pursuant to California Health and Safety Code Sections 32000 *et seq.* (the "Local Health Care District Law"), the Board is specifically authorized to order elections for the purpose of submitting to the electors the question of whether general obligation bonds of the District (the "Bonds") shall be issued and sold for the purpose of raising money for the purposes hereinafter set forth;

WHEREAS, the Board considers special assessments to be inadvisable for the purposes set forth herein;

WHEREAS, the Board deems it necessary and advisable to submit a bond proposition to the electors which, if approved by two-thirds of the votes cast, would permit the District to issue and sell its Bonds;

WHEREAS, it is desirable that the election to determine whether the Bonds shall be issued and sold be consolidated with such other election or elections as may be held on the same day in the same territory or in territory that is in part the same;

WHEREAS, this measure mandates fiscal accountability, including the establishment of a Citizens' Oversight Committee, to insure funds are spent as promised;

WHEREAS, the Election Code requires at Section 9400 *et seq.*, that a tax rate statement be contained in all official publications and ballot pamphlets prepared, sponsored or published by the District which relate to the proposition;

WHEREAS, this Board desires to authorize the filing of a ballot argument in favor of the proposition to be submitted to the voters at the election; and

WHEREAS, this Board desires to obtain the services of Nixon Peabody LLP to act as bond counsel to assist with the Election (as defined herein);

NOW, THEREFORE, IT IS HEREBY FOUND, DETERMINED AND ORDERED, as follows;

Section 1. The Board hereby orders an election and submits to the electors of the District the question of whether general obligation bonds of the District shall be issued and sold in one or more series from time to time. Pursuant to Health and Safety Code Section 32301, a special election shall be

held within the boundaries of the Washington Township Health Care District on November 3, 2020 (the "Election"), for the purpose of submitting to the registered voters of the District the following proposition (the "Proposition"):

"To complete the construction necessary to make Washington Hospital earthquake safe and ensure the hospital remains open and accessible to provide life-saving care during a major disaster, to provide modern operating rooms, intensive care for infants and modern patient facilities, shall community-owned Washington Township Health Care District authorize \$425,000,000 in bonds at legal rates, generating approximately \$21,000,000 annually at an average rate of 1 cent per \$100 of assessed valuation while bonds are outstanding, with all money staying local?"

Bonds _____ Yes

Bonds _____ No

The Bonds proposed to be issued and sold shall bear interest at a rate or rates per annum not exceeding the statutory maximum, presently 12% per annum, payable at the time or times permitted by law, and the term of the Bonds shall not exceed 30 years from the date of issuance of the Bonds or the date of issuance of any series thereof. The aggregate principal amount of Bonds proposed to be issued under the Proposition shall not exceed \$425,000,000.

The District's Chief Executive Officer or its Chief Financial Officer (or the designee of either of them) are each hereby authorized and directed to make any changes to the text of the Proposition or its abbreviated form as required to comply with the intent of this Resolution, the requirements of election officials and requirements of law.

Section 2. Pursuant to Section 1 of Article XIII A of the Constitution of the State of California and Health and Safety Code Section 32302, the Proposition shall become effective only if two-thirds of the votes cast on the Proposition are in favor thereof.

Section 3. Pursuant to Government Code Section 53410, the Board hereby provides the requisite accountability measures. The bond proceeds shall apply only to the single purpose identified in the Proposition. The District shall create an account into which the bond proceeds shall be deposited. The Board hereby directs the District's Chief Financial Officer to file with the Board an annual report as required by Government Code Section 53411 no later than the first January 1st following the first issuance of the Bonds and at least once a year thereafter. If two-thirds or more of the voters of the District voting on the Proposition approve the Proposition, the Board shall establish and appoint members to an independent Citizens' Oversight Committee to ensure that all funds are spent only as authorized hereby.

Section 4. This Resolution shall stand as the order to the Registrar of Voters to call the Election within the boundaries of the District on November 3, 2020. The Registrar of Voters is hereby requested, pursuant to Section 32301 of the Health and Safety Code, to take all steps to call and hold the Election in accordance with law and these specifications. This order of election and the foregoing specifications of the election order are made pursuant to the Local Health Care District Law. Pursuant to the Elections Code, the Board of Supervisors of the County is required to permit the Registrar of Voters of the County to render all services specified by Section 10418 of the Elections Code relating to the election for which services the District agrees to reimburse the County.

Section 5. The Board of Supervisors of the County is requested to order consolidation of the Election with such other elections as may be held on the same day in the same territory or in territory that is in part the same.

Section 6. The Clerk of the Board is hereby directed to deliver, no later than August 7, 2020 (which date is at least 88 days prior to the date set for the Election), one certified copy of this Resolution and order to the Registrar of Voters of the County and one certified copy to the Clerk of the Board of Supervisors of the County.

Section 7. The Chief Executive Officer of the District is hereby authorized to prepare or cause to be prepared a tax rate statement (the "Tax Rate Statement") conforming to the requirements of Elections Code Section 9401 and to file the Tax Rate Statement with the Registrar of Voters of the County. The Tax Rate Statement shall be in substantially the form attached hereto as Exhibit A.

Section 8. The Registrar of Voters of the County is hereby requested to include the Tax Rate Statement in all official publications pertaining to the Proposition, pursuant to the terms of Elections Code Section 9402.

Section 9. The Registrar of Voters of the County is hereby requested to transmit a copy of the Proposition to the County Counsel with a request that the County Counsel prepare an impartial analysis thereof.

Section 10. One or more members of the Board are hereby authorized, but not directed, to prepare and file with the Registrar of Voters of the County a ballot argument in favor of the Proposition pursuant to the requirements of Elections Code Section 9501.

Section 11. The Secretary of the Board is hereby directed to submit a copy of the ballot argument, if the same is filed pursuant to Section 10 above, to the Registrar of Voters of the County on or before the deadline date fixed by the Registrar of Voters of the County.

Section 12. The Board has determined to appoint Nixon Peabody LLP to act as bond counsel to assist with the Election and the purposes of this resolution.

Section 13. The Board presently intends and reasonably expects to have tax-exempt obligations (the "Obligations") issued on its behalf no later than 18 months of (i) the date of the expenditure of moneys, if any, made with respect to the projects outlined in the Proposition (the "Projects") or (ii) the date upon which the Project for which expenditures are to be reimbursed is placed in service or abandoned, whichever is later (but in no event more than 3 years after the date the original expenditure of such moneys is paid), and to allocate an amount of the proceeds thereof not to exceed \$300,000,000 to reimbursable expenditures in connection with the Projects, as may be qualified under the provisions of Section 1.150-2 of the Treasury Regulations of the Internal Revenue Service (the "Reimbursable Expenditures"). All of the Reimbursable Expenditures covered by this Section were paid not earlier than 60 days prior to the date of this Resolution or constitute preliminary expenditures within the meaning of Section 1.150-2 of the Treasury Regulations. The Board intends to allocate within 30 days after the date of issue of the Obligations, the proceeds therefrom to reimburse the District for the Reimbursable Expenditures. With respect to the proceeds of the Obligations allocated to reimburse the District for prior expenditures, the Board hereby covenants not to employ an abusive device under Treasury Regulation Section 1.148-10, including using within one year of the reimbursement allocation, the funds corresponding to the proceeds of the Obligations in a manner that results in the creation of

replacement proceeds, as defined in Treasury Regulation Section 1.148-1, of the Obligations or another issue of tax-exempt obligations.

The above provisions are made solely for the purpose of establishing compliance with the requirements of said Section 1.150-2 of the Treasury Regulations. This provision does not bind the District or the Board to make any expenditure, incur any indebtedness, or proceed with the financing, acquisition or construction of the Projects.

Section 14. This Resolution shall take effect from and after its date of adoption.

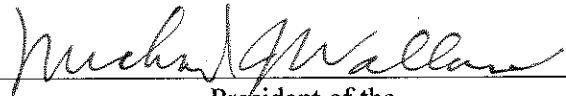
PASSED AND ADOPTED by the Board of the Washington Township Health Care District at a regular meeting thereof, at which a quorum of its members participated and were acting throughout, conducted electronically at Fremont, California on July 20, 2020, through a system freely accessible to the public, by the following roll-call vote:

AYES: Wallace, Nicholson, Yee, Eapen, and Stewart


NOES: _____

ABSTAIN: _____

ABSENT: _____



President of the
Board of Directors of the
Washington Township Health Care District



Secretary of the Board of Directors of the
Washington Township Health Care District

CLERK'S CERTIFICATE

I, Bernard Stewart, Secretary of the Board of Directors of the Washington Township Health Care District, County of Alameda, California, hereby certify as follows:

The attached is a full, true and correct copy of a resolution adopted at a regular meeting of the Board of Directors of the District at which a quorum of its members participated and were acting throughout, conducted electronically at Fremont, California on July 20, 2020, through a system freely accessible to the public, by the following roll-call vote:

AYES: Wallace, Nicholson, Yee, Eapen, Stewart

NOES: _____

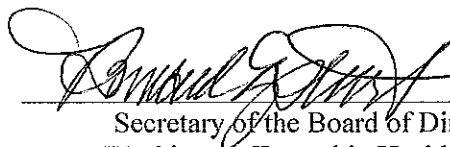
ABSTAIN: _____

ABSENT: _____

An agenda of the meeting was posted at least 72 hours before the meeting conducted electronically at Fremont, California through a system freely accessible to members of the public, and a brief description of the resolution appeared on the agenda.

The resolution has not been amended, modified or rescinded since the date of its adoption, and the same is now in full force and effect

Dated: July 20, 2020



Secretary of the Board of Directors of the
Washington Township Health Care District