

**NORTHERN INYO COUNTY LOCAL HOSPITAL DISTRICT
BOARD RESOLUTION 13-01**

***RESOLUTION TO APPROVE MASTER LEASE AGREEMENT AND
TO AUTHORIZE THE EXECUTION OF DOCUMENTS RELATED THERETO***

WHEREAS, Northern Inyo County Local Hospital District (the "Issuer") is a validly existing political subdivision of the State of California (the "State"), existing as such under and by virtue of the constitution, statutes and laws of the State;

WHEREAS, the Board of the Issuer (the "Governing Body") has the power under the laws of the State to lease or purchase personal property for use by the Issuer; and the Governing Body has determined, and hereby determines, that it is in the best interests of the Issuer to enter into an Master Lease Agreement (the "Lease") with GE Capital Public Finance, Inc. ("Lessor") for the purpose of financing the acquisition of the equipment (the "Equipment") described in Exhibit A to the Lease, and that the use of such Equipment is essential to the Issuer's proper, efficient and economic operation;

WHEREAS, the Governing Body has taken the necessary and appropriate steps under applicable law, including, without limitation, any public bidding requirements, to arrange for the acquisition of the Equipment under the Lease;

WHEREAS, the Lease terminates, and the Issuer's obligations thereunder are extinguished, if the Governing Body fails to appropriate money for the ensuing fiscal year for the payment of the amounts due in such fiscal year;

WHEREAS, there has been presented to the Governing Body the form of the Lease, including Exhibit A thereto, which the Issuer proposes to approve, enter into and deliver, as applicable, to effectuate the proposed financing of the Equipment; and it appears that the Lease and its Exhibit A are in appropriate form and are appropriate instruments for the purposes intended.

NOW, THEREFORE, BE IT RESOLVED BY THE GOVERNING BODY AS FOLLOWS:

Section 1. That all actions of the Issuer in effectuating the Lease are hereby approved, ratified and authorized pursuant to and in accordance with the transactions contemplated by the Lease.

Section 2. The Governing Body hereby approves the acquisition by the Issuer of the Equipment described in Exhibit A to the Lease, such acquisition to be financed by Lessor pursuant to and in accordance with the terms of the Lease, which will be a valid, legal and binding obligation of the Issuer enforceable in accordance with its terms. The form and content of the Lease are in all respects authorized, approved and confirmed and the Board Chairman of the Issuer, or his designee is authorized, empowered and directed to execute and deliver the Lease for and on behalf of the Issuer in substantially the form attached hereto, but with such changes, modifications, additions or deletions therein as shall to him seem necessary, desirable or appropriate.

Section 3. **[TO BE INSERTED IF APPLICABLE]** Pursuant to Section 265(b)(3)(B)(i) of the Internal Revenue Code of 1986 (the "Code"), the Issuer hereby specifically designates the Lease as a "qualified tax-exempt obligation" for purposes of Section 265(b)(3) of the Code and the Issuer represents it will not designate more than ten million dollars (\$10,000,000) of obligations issued by the Issuer in the calendar year in which the Lease and Exhibit A thereto are executed and delivered as such "qualified tax-exempt obligations." The aggregate face amount of all tax-exempt obligations issued or to be issued by the Issuer and all subordinate entities thereof during calendar year 2013 is not reasonably anticipated to exceed ten million dollars (\$10,000,000).

BE IT FURTHER RESOLVED THAT this Resolution take effect from and after its passage.

Approved this 20th day of March, 2013.

NORTHERN INYO COUNTY LOCAL HOSPITAL DISTRICT



John Ungersma, M.D., District Board President