



AGENDA

SPECIAL MEETING OF THE BOARD OF DIRECTORS

Tuesday, December 29, 2020

10:00 AM

IN AN EFFORT TO PREVENT THE SPREAD OF COVID-19 (CORONAVIRUS), AND IN ACCORDANCE WITH THE GOVERNOR'S EXECUTIVE ORDER N-29-20, THERE WILL BE NO PUBLIC LOCATION FOR ATTENDING THIS BOARD MEETING IN PERSON. MEMBERS OF THE PUBLIC MAY JOIN THE MEETING BY FOLLOWING THE INSTRUCTIONS BELOW:

Meeting Information

Meeting link: <https://sangorgoniomemorialhospital-ajd.my.webex.com/sangorgoniomemorialhospital-ajd.my/j.php?MTID=mbc746ce3dd5aa484041dafeb1dc172a5>

Meeting number: 126 350 3332

Password: 1234

More ways to join

Join by video system

Dial [1263503332@webex.com](tel:1263503332@webex.com)

You can also dial 173.243.2.68 and enter your meeting number.

Join by phone

+1-510-338-9438 USA Toll

Access code: 126 350 3332

Password: 1234

Emergency phone number if WebEx tech difficulties

951-846-2846

code: 3376#

THE TELEPHONES OF ALL MEMBERS OF THE PUBLIC LISTENING IN ON THIS MEETING MUST BE "MUTED".

In compliance with the Americans with Disabilities Act, if you need special assistance to participate in this meeting, please contact the Administration Office at (951) 769-2160. **Notification 48 hours prior to the meeting** will enable the Healthcare District to make reasonable arrangements to ensure accessibility to this meeting. [28 CFR 35.02-35.104 ADA Title II].

TAB

I. Call to Order

D. Tankersley, Chair

II. Public Comment

Members of the public who wish to comment on any item on the agenda may speak during public comment or submit comments by emailing publiccomment@sgmh.org on or before 8:00 AM on Tuesday, December 29, 2020, which will become part of the board meeting record.

A five-minute limitation shall apply to each member of the public who wishes to address the Healthcare District Board of Directors on any matter under the subject jurisdiction of the Board. A thirty-minute time limit is placed on this section. No member of the public shall be permitted to “share” his/her five minutes with any other member of the public. (Usually, any items received under this heading are referred to staff for future study, research, completion and/or future Board Action.) (PLEASE STATE YOUR NAME AND ADDRESS FOR THE RECORD.)

On behalf of the Healthcare District Board of Directors, we want you to know that the Board acknowledges the comments or concerns that you direct to this Board. While the Board may wish to occasionally respond immediately to questions or comments if appropriate, they often will instruct the Hospital CEO, or other Hospital Executive personnel, to do further research and report back to the Board prior to responding to any issues raised. If you have specific questions, you will receive a response either at the meeting or shortly thereafter. The Board wants to ensure that it is fully informed before responding, and so if your questions are not addressed during the meeting, this does not indicate a lack of interest on the Board’s part; a response will be forthcoming.

NOTE: ALL MEMBERS OF THE SAN GORGONIO MEMORIAL HOSPITAL BOARD OF DIRECTORS ARE INVITED PARTICIPANTS AND MAY ADDRESS THE SAN GORGONIO MEMORIAL HEALTHCARE DISTRICT BOARD OF DIRECTORS AT ANY TIME DURING THIS MEETING.

NEW BUSINESS

- III. * **Proposed Action – Adopt Resolution No. 2020-09 regarding approving the form and authorizing the execution and delivery of an Indenture of Trust and a Bond Purchase Agreement in Connection with the issuance, sale and delivery of San Gorgonio Memorial Healthcare District Revenue Bonds, Series 2021 and approving certain other actions** G. Hicks A
(Documents referenced in the Resolution are available for review upon request)
▪ **ROLL CALL**

- IV. * **Proposed Action – Adopt Resolution No. 2020-10 regarding approving the form and authorizing the execution and delivery of a Line of Credit Agreement with First Foundation Public Finance Trust, a Delaware Statutory Trust and a wholly-owned subsidiary of First Foundation Bank, and approving other actions** G. Hicks B
(The document referenced in the Resolution is available for review upon request)
▪ **ROLL CALL**

- V. **ADJOURN** D. Tankersley

***Action Required**

In accordance with The Brown Act, *Section 54957.5*, all public records relating to an agenda item on this agenda are available for public inspection at the time the document is distributed to all, or a majority of all, members of the Board. Such records shall be available at the Healthcare District Administration office located at 600 N. Highland Springs Avenue, Banning, CA 92220 during regular business hours, Monday through Friday, 8:00 am - 4:30 pm.

San Gorgonio Memorial Healthcare District
Board of Directors Regular Meeting
December 29, 2020

Certification of Posting

I certify that on December 23, 2020 I posted a copy of the foregoing agenda near the regular meeting place of the Board of Directors of San Gorgonio Memorial Healthcare District, and on the San Gorgonio Memorial Hospital website, said time being at least 72 hours in advance of the regular meeting of the Board of Directors
(*Government Code Section 54954.2*).

Executed at Banning, California on December 23, 2020



Ariel Whitley, Executive Assistant

TAB A

SAN GORGONIO MEMORIAL HEALTHCARE DISTRICT

RESOLUTION NO. 2020-09

RESOLUTION APPROVING THE FORM AND AUTHORIZING THE EXECUTION AND DELIVERY OF AN INDENTURE OF TRUST AND A BOND PURCHASE AGREEMENT IN CONNECTION WITH THE ISSUANCE, SALE AND DELIVERY OF SAN GORGONIO MEMORIAL HEALTHCARE DISTRICT REVENUE BONDS, SERIES 2021, AND APPROVING CERTAIN OTHER ACTIONS

RESOLVED, by the Board of Directors (the "Board") of San Gorgonio Memorial Healthcare District (the "District"), as follows:

WHEREAS, due to prevailing interest rates in the municipal bond market and for other reasons, the District has determined to finance the acquisition and installation of a new energy efficiency system to be provided by Siemens Industry, Inc.; (the "Project");

WHEREAS, to finance the Project, the District has determined to issue its San Gorgonio Memorial Healthcare District (Riverside County, California) Revenue Bonds, Series 2021 (the "Bonds"), pursuant to an indenture (the "Indenture"), by and between the District and U.S. Bank National Association, as trustee;

WHEREAS, the District has determined to take all necessary action to accomplish the issuance, sale and delivery of the Bonds; and

WHEREAS, pursuant to section 5852.1 of the Government Code, which became effective on January 1, 2018 by the enactment of Senate Bill 450, certain information relating to the Bonds is set forth in Appendix A attached to this Resolution, and such information is hereby disclosed and made public;

NOW, THEREFORE, it is hereby ORDERED and DETERMINED, as follows:

Section 1. The issuance of Bonds to finance the Project is hereby authorized and approved.

Section 2. The Indenture, in the form presented to this meeting, is hereby approved. The Chair of the Board, the Vice Chair of the Board, the Chief Executive Officer of the District, the Chief Financial Officer of the District or their designees, are hereby authorized and directed, for and in the name of the District, to execute and deliver the Indenture, with such changes, additions and deletions therein as the officer executing the same may approve, such approval to be conclusively evidenced by the execution and delivery of the Indenture. The date, maturity dates, interest rates, interest payment dates, denominations, forms, registration privileges, place or places of payment, terms of redemption and other terms of the Bonds shall be as provided in the Indenture as finally executed.

Section 3. A bond purchase agreement by and between the District and First Foundation Public Finance Trust, a Delaware statutory trust and a wholly-owned subsidiary of First Foundation Bank, or an affiliate, as purchaser (the "Purchaser"), for the purchase of the Bonds, in

the form presented to this meeting (the "Bond Purchase Agreement"), is hereby approved. The Chair of the Board, the Vice Chair of the Board, the Chief Executive Officer of the District, the Chief Financial Officer of the District or their designees, are hereby authorized and directed for and in the name of the District, to execute and deliver the Bond Purchase Agreement, with such changes, additions and deletions therein as the officer executing the same may approve, such approval to be conclusively evidenced by the execution and delivery of the Bond Purchase Agreement, so long as the principal amount of the Bonds does not exceed \$2,350,000, the final maturity date of the Bonds is not later than April 1, 2042, and the interest rate for the Bonds is not greater than 3.100%.

Section 4. The Bonds shall be executed by the manual or facsimile signature of the Chair of the Board, the Vice Chair of the Board, the Chief Executive Officer of the District, or the Chief Financial Officer of the District, and attested by the manual or facsimile signature of the Secretary or Assistant Secretary of the Board, in the form set forth in and otherwise in accordance with the Indenture.

Section 5. The Bonds, when so executed, shall be delivered to the Trustee for authentication by the Trustee. The Trustee is hereby requested and directed to authenticate the Bonds by executing the Trustee's Certificate of Authentication appearing thereon, and to deliver the Bonds, when duly executed and authenticated, to the order of the Purchaser in accordance with written instructions of the District. Said instructions shall provide for the delivery of the Bonds to the order of the Purchaser upon payment of the purchase price thereof.

Section 6. The Chair of the Board, the Vice Chair of the Board, the Secretary of the Board, the Assistant Secretary of the Board, the Chief Executive Officer of the District, the Chief Financial Officer of the District or their designees is hereby authorized and directed, for and in the name of the District, to execute and deliver any other document as may be deemed necessary or appropriate to issue the Bonds, such approval to be conclusively evidenced by the execution and delivery of such documents.

Section 7. The Secretary or the Assistant Secretary of the Board is hereby authorized and directed to attest the signature of the Chair of the Board, the Vice Chair of the Board, the Chief Executive Officer of the District, the Chief Financial Officer of the District, or the designee thereof, as may be required in connection with the execution and delivery of the Indenture, the Bond Purchase Agreement and the Bonds in accordance with this resolution.

Section 8. This resolution shall take effect immediately upon its passage.

* * * * *

PASSED AND ADOPTED this 29th day of December, 2020, by the following vote:

AYES:

NOES:

ABSENT:

ABSTAINING:

By _____
Chair, Board of Directors
San Gorgonio Memorial Healthcare District

I hereby certify that the foregoing resolution was duly adopted at a meeting of the Board of Directors of the San Gorgonio Memorial Healthcare District held on the 29th day of December, 2020.

By _____
Secretary, Board of Directors
San Gorgonio Memorial Healthcare District

APPENDIX A

GOVERNMENT CODE SECTION 5852.1 DISCLOSURE

The following information consists of estimates that have been provided by the District's financial advisor which has been represented to have been provided in good faith:

- (A) True Interest Cost of the Bonds: 3.000%
- (B) Finance Charges (Costs of Issuance): \$80,000
- (C) Net Proceeds to be Received for the Bonds: \$2,250,000
(net of finance charges)
- (D) Total Payment Amount through Maturity: \$3,085,844

The foregoing estimates constitute good faith estimates only.

The principal amount of the Bonds, the true interest cost of the Bonds, the finance charges thereof, the amount of proceeds received therefrom and total payment amount with respect thereto may differ from such good faith estimates due to (a) the actual date of the sale of the Bonds being different than the date assumed for purposes of such estimates, (b) the actual principal amount of Bonds sold being different from the estimated amount used for purposes of such estimates, (c) the actual amortization of the Bonds being different than the amortization assumed for purposes of such estimates, (d) the actual market interest rates at the time of sale of the Bonds being different than those estimated for purposes of such estimates, (e) other market conditions, or (f) alterations in the District's financing plan, or a combination of such factors. The actual date of sale of the Bonds and the actual principal amount of Bonds sold will be determined by the District based on the timing of the need for proceeds of the Bonds and other factors. The actual interest rates with respect to the Bonds will depend on market interest rates at the time of sale thereof. The actual amortization of the Bonds will also depend, in part, on market interest rates at the time of sale thereof. Market interest rates are affected by economic and other factors beyond the control of the District.

TAB B

SAN GORGONIO MEMORIAL HEALTHCARE DISTRICT

RESOLUTION NO. 2020-10

RESOLUTION APPROVING THE FORM AND AUTHORIZING THE EXECUTION AND DELIVERY OF A LINE OF CREDIT AGREEMENT WITH FIRST FOUNDATION PUBLIC FINANCE TRUST, A DELAWARE STATUTORY TRUST AND A WHOLLY-OWNED SUBSIDIARY OF FIRST FOUNDATION BANK, AND APPROVING CERTAIN OTHER ACTIONS

RESOLVED, by the Board of Directors (the "Board") of the San Gorgonio Memorial Healthcare District (the "District"), as follows:

WHEREAS, the District has determined to issue its San Gorgonio Memorial Healthcare District (Riverside County, California) Revenue Bonds, Series 2021, in the aggregate principal amount of up to \$2,350,000 (the "2021 Bonds") pursuant to an Indenture of Trust, dated as of January 1, 2021 (as amended and supplemented, the "Indenture"), by and between the District and U.S. Bank National Association, as trustee;

WHEREAS, pursuant to the Bond Purchase Agreement dated December 29, 2020 (the "Bond Purchase Agreement"), between the District and First Foundation Public Finance Trust, a Delaware statutory trust and a wholly-owned subsidiary of First Foundation Bank, including its successors and permitted assigns (the "Bank"), the Bank will purchase the 2021 Bonds;

WHEREAS, in connection with the purchase of the 2021 Bonds, the District has also requested that the Bank provide a certain taxable credit facility to the District, consisting of a revolving line of credit facility in the aggregate principal amount of up to twelve million dollars (\$12,000,000) (the "Credit Facility"), for the purpose of providing capital to the District for working capital purposes of the District, such Credit Facility to be secured from gross revenues of the District on a parity with the 2021 Bonds; and

WHEREAS, the Bank is willing to provide the requested Credit Facility to the District on the terms and conditions set forth therein.

NOW, THEREFORE, it is hereby ORDERED and DETERMINED, as follows:

Section 1. The agreement setting forth the terms and conditions of the Credit Facility (the "Agreement"), in the form presented to this meeting, is hereby approved. The Chair of the Board, the Vice Chair of the Board, the Chief Executive Officer of the District, the Chief Financial Officer of the District or their designees, are hereby authorized and directed, for and in the name of the District, to execute and deliver the Agreement, with such changes, additions and deletions therein as the officer executing the same may approve, such approval to be conclusively evidenced by the execution and delivery of the Agreement.

Section 2. The Chair of the Board, the Vice Chair of the Board, the Secretary of the Board, the Assistant Secretary of the Board, the Chief Executive Officer of the District, the Chief Financial Officer of the District or their designees are hereby authorized and directed, for and in the name of the District, to execute and deliver any other documents as may be deemed necessary or appropriate to approve the Credit Facility and the Agreement, such approval to be conclusively evidenced by the execution and delivery of such documents.

Section 3. The Secretary or the Assistant Secretary of the Board is hereby authorized and directed to attest the signature of the Chair of the Board, the Vice Chair of the Board, the Chief Executive Officer of the District, the Chief Financial Officer of the District, or the designee thereof, as may be required in connection with the execution and delivery of the Credit Facility, the Agreement and such other documents referenced above in accordance with this resolution.

Section 4. This resolution shall take effect immediately upon its passage.

* * * * *

PASSED AND ADOPTED this 29th day of December, 2020, by the following vote:

AYES:

NOES:

ABSENT:

ABSTAINING:

By _____
Chair, Board of Directors
San Gorgonio Memorial Healthcare District

I hereby certify that the foregoing resolution was duly adopted at a meeting of the Board of Directors of the San Gorgonio Memorial Healthcare District held on the 29th day of December, 2020.

By _____
Secretary, Board of Directors
San Gorgonio Memorial Healthcare District