

**BEFORE THE BOARD OF DIRECTORS OF THE
MARK TWAIN HEALTH CARE DISTRICT**

RESOLUTION 2018 -02

CALL FOR JUNE 5, 2018 BALLOT MEASURE ELECTION AND CONSOLIDATION

The Board of Directors of the Mark Twain Health Care District does hereby resolve as follows:

RESOLVED, that pursuant to the authority contained in Section 32121(p) of the Health & Safety Code of the State of California, the Board of Directors of the Mark Twain Health Care District does hereby call for an election of the voters of the District to be held June 5, 2018, to approve a measure, by a majority of the voters voting on the measure, proposing (1) early termination of the current lease of Mark Twain Medical Center and its campus and operations (the "Medical Center"), (2) a new long-term lease of the Medical Center to the current tenant, the non-profit Mark Twain Medical Center Corporation (the "Corporation"), (3) revisions to the articles and bylaws of the Corporation regarding its management and operations, and (4) agreements for transfer of most of the District's interest in the Corporation to Dignity Health and future allocation of assets of the Corporation (which together will transfer more than 50 percent of the District's assets and thus require an election pursuant to Section 32121(p)), all pursuant to the terms approved by the Board by its Resolution 2018 - 01 adopted this same date and attached hereto as Exhibit A, and does hereby determine and fix the date of the election as of June 5, 2018, which date being the first Tuesday after the first Monday in June, 2018. "Full text" is not required to appear in the Sample Ballot Pamphlet.

The ballot measure shall read and appear on the ballot as follows:

Measure _____

Shall the Mark Twain Health Care District sign a new lease with the nonprofit Mark Twain Medical Center Corporation and take other actions assuring 10-30 years of hospital operation with substantial investments by Dignity Health in the Mark Twain Medical Center and community services, continuing hospital care, emergency care, and other services at the Medical Center, and supporting medical services provided by the District, per terms approved by Resolution 2018-1 adopted January 24, 2018.

YES _____ **NO** _____

BE IT FURTHER RESOLVED, that the consideration received by the District in exchange for the new 10-year lease with 20 years of renewal options and for future allocation of Corporation assets, consists of those considerations set forth in the Board's **Resolution 2018 - 01** and the two term sheets attached thereto, all incorporated herein and attached hereto as Exhibit A.

BE IT FURTHER RESOLVED, that the requirements of Section 32121(p)(1) of the Health & Safety Code are satisfied in that the District will receive fair, reasonable and adequate consideration for its facilities and assets, based on the report dated **January _____, 2018** by VMG Health, an independent consultant with expertise in methods of appraisal and valuation of such facilities and assets and in accordance with applicable governmental and industry standards for appraisal and valuation.

BE IT FURTHER RESOLVED, that pursuant to Section 1002 of the California Elections Code, and Section 32121(p) of the Health & Safety Code, this Board does hereby notify the Calaveras County Board of Supervisors, and the Calaveras County Elections Office, that this Board chooses to hold such election on the first Tuesday after the first Monday in **June, 2018**, and requests consolidation with any election that may be held on the same day, in the same territory or in territory that is in part the same.

BE IT FURTHER RESOLVED, that pursuant to Elections Code section 10002 and 10400, the Board of Directors of the Mark Twain Health Care District hereby requests the Board of Supervisors of the County of Calaveras to authorize the Calaveras County Elections Official to render all services otherwise required to be performed by the Secretary of the District for the election to be held on June 5, 2018. Said services include, but are not limited to:

- Publication of Notices calling the election
- Publication of Notices calling for ballot arguments
- Provision of voter lists
- Preparation and printing of ballots
- Conducting polling place election
- Counting of ballots
- Certification of election
- All aspects of election not specified above that may be agreed upon by the County Clerk or County Registrar of Voters and the Secretary of the District

BE IT FURTHER RESOLVED, that the Executive Director or President of the Board or his/her designee(s) are hereby authorized to execute any other document and to perform all acts necessary to place the measure on the ballot, and to comply with requirements of law and election officials.

BE IT FURTHER RESOLVED, that the Board of Supervisors is hereby authorized and directed to canvass the returns of the election and to certify the results of the election to the District as required by law.

BE IT FURTHER RESOLVED, that the Mark Twain Health Care District shall reimburse the County of Calaveras for all proportional costs and expenses incurred by the County in conducting said election upon presentation of a bill to the District.

BE IT FURTHER RESOLVED, that the District Secretary is hereby authorized and directed to file a copy of this Resolution with the Board of Supervisors and the County Clerk upon its adoption by the Board of Directors of the Mark Twain Health Care District.

PASSED AND ADOPTED on January ____, 2018, by the following votes:

AYES: _____

NOES: _____

ABSENT: _____

ABSTAIN: _____

_____, Secretary,
Board of Directors of the
Mark Twain Health Care District

_____, President,
Board of Directors of the
Mark Twain Health Care District

CERTIFICATE OF SECRETARY

**Mark Twain Health Care District,
a California Special District**

The undersigned, _____, being the Secretary of Mark Twain Health Care District (the "District"), hereby certifies for and on behalf of the District that the foregoing and attached Resolution is a true and correct copy of this Resolution of the District, as adopted by the Board of Directors at a properly noticed meeting at which a quorum was present, and that the same is in full force and effect.

DATED January ____, 2018.

_____, Secretary, Board of Directors

EXHIBIT A

Resolution 2018 -01 Approving New Arrangements (with Term Sheets)