

**RESOLUTION AUTHORIZING THE FILING OF THIS NOTICE AND STATEMENT  
OF THE CHAIR OF THE BOARD**

Sect. 999.5(d)(8)

*The written notice of any proposed agreement or transaction set forth in section 999.5(a)(1) shall include a resolution of the board of directors of the applicant authorizing the filing of the written notice and a statement by the chair of the board that the contents of the written notice are true, accurate and complete.*

A copy of the Resolution of the Applicant's Board of Directors authorizing the filing of this notice to the Attorney General, immediately followed by a signed statement of the Applicant's Chair that the contents of this written notice are true, accurate and complete are attached immediately below.

**RESOLUTION OF THE BOARD OF DIRECTORS  
OF  
CENTRAL CALIFORNIA FOUNDATION FOR HEALTH**

WHEREAS, this Board has authorized and directed the officers of this Corporation to assess the strategic position of and opportunities available to this Corporation, and to explore and otherwise consider potential affiliations of this Corporation with one or more nonprofit health systems, with a view to helping assure the long-term availability of high quality, local hospital care to the community now served by this Corporation;

WHEREAS, the officers of this Corporation have engaged in such a process, including the retention of consultants, legal counsel and others;

WHEREAS, pursuant to such process, the officers of this Corporation have, with the assistance of such consultants and others, considered affiliation alternatives and have decided that it is in the best interests of this Corporation to affiliate with Adventist Health System West, a California nonprofit public benefit corporation ("AH"), and have caused this Corporation to enter into a nonbinding letter of intent with AH (the "LOI") to facilitate: (i) negotiation of the terms and conditions of such potential affiliation; and (ii) a due diligence review;

WHEREAS, the LOI contemplates: (i) that AH would become the sole corporate member of this Corporation, with the power to appoint all future members of this Board (it being further contemplated that the members of the AH board would simultaneously serve as the future members of this Board); (ii) that AH would also appoint a "local" board having a defined scope of authority relative to the operation of this Corporation's acute care hospital, subject to the overall direction and supervision of this Board; and (iii) that AH would make certain commitments regarding the future operation of this Corporation's acute care hospital, including maintenance of existing service lines and bed count for a period of not less than 10 years, and the development of an obstetrics unit;

WHEREAS, pursuant to the LOI, the officers of this Corporation have engaged in the negotiation of a definitive agreement that would provide for the affiliation of this Corporation with AH (the "Affiliation Agreement");

WHEREAS, such negotiations have resulted in the preparation of a draft Affiliation Agreement, a form of which has been presented to this Board;

WHEREAS, the officers of this Corporation have reviewed the principal terms and conditions of the draft Affiliation Agreement with this Board, and the members of this Board have had an opportunity to discuss and comment on the same;

NOW, THEREFORE, be it RESOLVED:

1. That the proposed affiliation, under and pursuant to the principal terms and conditions of the draft Affiliation Agreement, with such changes thereto that the officers of this

Corporation determined to be in the best interests of this Corporation, be, and the same hereby is, approved in all respects;

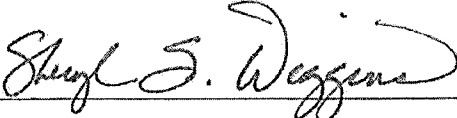
2. That the Chief Executive Officer of this Corporation, and/or his designee, be, and he hereby is, authorized, empowered and directed to execute and deliver the Affiliation Agreement in the name and on behalf of this Corporation, in the form presented to this Board, but with such changes thereto that he determines to be in the best interests of this Corporation;

3. That the officers of this Corporation, acting individually or jointly, be, and they hereby are, authorized, empowered and directed to do and perform all such other acts and things, including the execution and delivery, in the name and on behalf of this Corporation, of such additional and further agreements, certificates, applications, instruments and other documents, that such officers determine, individually or jointly, to be in the best interests of this Corporation and necessary and/or proper for providing for and causing the affiliation of this Corporation with AH under and pursuant to the Affiliation Agreement; such other acts and things to include the preparation and submission of a notice to, and a request for the consent of, the California Attorney General to the proposed affiliation under the Affiliation Agreement pursuant to Section 5914 of the California Corporations Code; and

4. That all acts and things done or performed by the officers of this Corporation in furtherance of the proposed affiliation prior to the date hereof are hereby ratified, confirmed and approved.

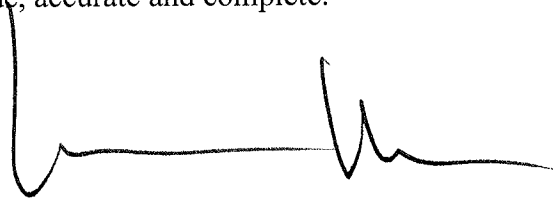
IN WITNESS WHEREOF, the undersigned, being the duly appointed and acting Secretary of Central California Foundation for Health, a California nonprofit public benefit corporation, hereby certifies that the foregoing resolution of the Board of Directors of the corporation was duly adopted by the Board of Directors of the corporation at a duly convened meeting of the Board on December 10, 2018, and that the same has not been withdrawn, rescinded or modified and remains in full force and effect as of the date set forth below.

DATED: December 10, 2018

  
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**STATEMENT OF THE CHAIRMAN OF THE BOARD  
OF  
CENTRAL CALIFORNIA FOUNDATION FOR HEALTH**

The undersigned, being the duly appointed and acting Chairman of the Board of Central California Foundation for Health hereby states that he has reviewed the notice to the California Attorney General pursuant to California Corporations Code Section 5920 and California Code of Regulations, title 11, Section 999.5 *et seq.*, to which this Statement is attached, and he hereby states that such notice is true, accurate and complete.

A handwritten signature in black ink, appearing to read 'William L. Noble', is written over a horizontal line.

William L. Noble, Chairman