



AGENDA
February 17, 2022

Materials that are part of the agenda packet may be found at the office of the Recording Secretary of the Board located at 612 Main Street, Soledad, California

Agenda

SOLEDAD COMMUNITY HEALTH CARE DISTRICT
Special Meeting of the Board of Directors
February 17, 2022 @ 3:00 p.m.

I. Call to Order

II. Roll Call

Graig Stephens
Maggie Campa
Rosemary Guidotti
Anne Trebino
Patty K. Cruz

III. Pledge of Allegiance

IV. Mission Statement

Reading of the District's Mission Statement
Mission Statement – To be read by a District Board Member

V. President's Welcome

Introductions and Welcome – Graig Stephens

VI. Public Comment

Members of the public are welcome to participate in the meetings of the Board. When the Board President recognizes a member of the public for oral comment, such comment shall be three (3) minutes or less, at the discretion of the Board President. Comments of the public will be accepted during the Public Comment portion of the agenda only. No action will be taken by the Board on matters not on the agenda.

VII. Resolution 2022-01 and Resolution 2022-01 –

- A. Resolution 2022-01 Authorizing SCHCD to incur indebtedness and to execute documents in connection with a term loan from 1st Capital Bank.

BOARD ACTION: _____

- B. Resolution 2022-02 Authorizing SCHCD to incur indebtedness and to execute documents in connection with a revolving line of credit from 1st Capital Bank.

BOARD ACTION: _____

VIII. Appointment of District Officers for 2022 –

BOARD ACTION: _____

IX. Updating Bank Signature Cards for District Accounts -

BOARD ACTION: _____

X. Closed Session – Graig Stephens

- A. Closed Session Public Employee Performance Evaluation
(Government Code §54957) Title: (CEO)

BOARD ACTION: _____

XI. Adjournment to the next meeting

Regular District Board Meeting – Thursday, March 31, 2022 at 4:00 P.M.

This board meeting will be a teleconference meeting due to the COVID-19 crisis and anyone wishing to participate should contact Sophie for instructions on how to participate.

Note: Requests for a disability related modification or accommodation, including auxiliary aids or services, in order to attend or participate in a meeting should be made to the District Recording Secretary during regular business hours at 831-678-2462. Notification received 47 hours before the meeting will enable the District to make reasonable accommodations. Open session meeting materials provided to the Board of Directors after the agenda packets are distributed are available at the office of the Recording Secretary located at 612 Main Street, Soledad, California.



OUR MISSION

To anticipate and provide services to meet the health care needs of the people we serve.

OUR VISION

To provide comprehensive community based health care to meet your family's needs now and in the future.

OUR CORE VALUES

Caring

Concerned

Responsive

Respectful

Collaborative

Honesty

Community – Owned
Sustainable

**Soledad Community
Health Care District
612 Main Street, Soledad, CA 93960
(831) 678-2462 | Fax: (831) 678-1539**

RESOLUTION 2022-01

**AUTHORIZING SOLEDAD COMMUNITY HEALTH CARE DISTRICT
TO INCUR INDEBTEDNESS AND TO EXECUTE DOCUMENTS
IN CONNECTION WITH A TERM LOAN
FROM 1ST CAPITAL BANK**

WHEREAS, Soledad Community Health Care District is a political subdivision of the State of California (the “**District**”).

WHEREAS, the District owns and operates Soledad Medical Clinic, Eden Valley Care Center, and the Women’s Health Care Center.

WHEREAS, to enable the District to continue to offer quality health care to members of the public, the District has a need for capital outlay funding.

WHEREAS, 1st Capital Bank (the “**Lender**”) has agreed to provide the District with a term loan in a principal amount of Three Million Nine Hundred Thousand Dollars (\$3,900,000) (the “**Term Loan**”), subject to the execution of definitive documentation.

WHEREAS, the Lender and the District will execute a number of written agreements and related documents to enter into the Term Loan in order to assist business operations.

WHEREAS, the Term Loan is secured by a pledge of the District’s real property (the “**Collateral**”), which is created under the terms of a real property deed of trust with the Lender and perfected by means of recording the deed of trust in the County in which the District resides.

WHEREAS, the Lender and the District will execute a number of written agreements and related documents to document the Term Loan (collectively, the “**Loan Documents**”).

WHEREAS, the District desires to borrow money from the Lender, and the Lender desires to make the Term Loan to the District, consistent with the terms set forth below:

Principal Amount	Three Million Nine Hundred Thousand Dollars (\$3,900,000)
Term	Ten (10) years Amortized over twenty-five (25) years
Collateral	All of the District’s real property

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Purpose	Capital Outlay
Interest Rate	Years One through Seven: Fixed rate at 4.50% Years Eight through Ten: Variable rate based on the Wall Street Journal (WSJ) Prime Rate + 0.75%, with a floor of 4.50%
Prepayment Penalty	7/6/5/3/2/1 (described below) If the District pays off the Term Loan in Year One, it has a 7% prepayment penalty; in Year Two, a 6% prepayment penalty; in Year Three, a 5% prepayment penalty; in Year Four, a 3% prepayment penalty; in Year Five, a 2% prepayment penalty; and in Year Five, a 1% prepayment penalty.

WHEREAS, it is in the best interests of the healthcare needs of the communities served by the District for the District to enter into the Term Loan with the Lender and, specifically, to execute and enter into the Loan Documents.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of Soledad Community Health Care District, as follows:

1. That all actions and findings of the Board of Directors described above are hereby severally ratified, confirmed, approved and adopted in all respects.
2. That the material terms and provisions of the Loan Documents described above and in the Credit Intent letter are hereby approved in all respects.
3. That the execution of the Loan Documents consistent with the terms of above and in the Credit Intent letter by the District's Chief Executive Officer is hereby authorized and approved.
4. That the Chief Executive Officer and any person or persons designated and authorized to act by the Chief Executive Officer are hereby authorized and directed to secure the Term Loan through definitive and final Loan Documents, and to take such other steps and perform such acts, all as in their respective individual judgments may be necessary, appropriate or desirable on behalf of and in the name of the District, to close the Term Loan consistent with and to effectuate the intent of this Resolution.

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PASSED AND ADOPTED on this 17th day of February 2022, by the Board of Directors.

AYES:

NO:

ABSTAIN:

Graig Stephens, President, Board of Directors

**Soledad Community
Health Care District
612 Main Street, Soledad, CA 93960
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RESOLUTION 2022-02

**AUTHORIZING SOLEDAD COMMUNITY HEALTH CARE DISTRICT
TO INCUR INDEBTEDNESS AND TO EXECUTE DOCUMENTS
IN CONNECTION WITH A REVOLVING LINE OF CREDIT
FROM 1ST CAPITAL BANK**

WHEREAS, Soledad Community Health Care District is a political subdivision of the State of California (the “**District**”).

WHEREAS, the District owns and operates Soledad Medical Clinic, Eden Valley Care Center, and the Women’s Health Care Center.

WHEREAS, to enable the District to continue to offer quality health care to members of the public, the District has a need for capital outlay funding.

WHEREAS, 1st Capital Bank (the “**Lender**”) has agreed to provide the District with a revolving line of credit in a principal amount not to exceed Two Hundred Fifty Thousand Dollars (\$250,000) (the “**Revolving Line of Credit**”), subject to the execution of definitive documentation.

WHEREAS, the Lender and the District will execute a number of written agreements and related documents to renew for one year, in order to assist business operations, the Revolving Line of Credit.

WHEREAS, the Revolving Line of Credit is secured by a pledge of receivables and other enumerated assets of the District (the “**Collateral**”) which is created under the terms of a security agreement with the Lender and perfected by means of the filing of a UCC-1 and the Lender shall be directly assigned, or otherwise granted equitable control over, the cash proceeds of the Collateral.

WHEREAS, the Lender and the District will execute a number of written agreements and related documents to document the Revolving Line of Credit (collectively, the “**Loan Documents**”).

WHEREAS, the District desires to borrow money from the Lender, and the Lender desires to make the Revolving Line of Credit to the District.

WHEREAS, it is in the best interests of the healthcare needs of the communities served by the District for the District to enter into the Revolving Line of Credit with the Lender and, specifically, to execute and enter into the Loan Documents.

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NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of Soledad Community Health Care District, as follows:

1. That all actions and findings of the Board of Directors described above are hereby severally ratified, confirmed, approved and adopted in all respects.
2. That the material terms and provisions of the Loan Documents described above are hereby approved in all respects.
3. That the execution of the Loan Documents consistent with the terms above by the District's Chief Executive Officer is hereby authorized and approved.
4. That the Chief Executive Officer and any person or persons designated and authorized to act by the Chief Executive Officer are hereby authorized and directed to secure the Revolving Line of Credit through definitive and final Loan Documents, and to take such other steps and perform such acts, all as in their respective individual judgments may be necessary, appropriate or desirable on behalf of and in the name of the District, to close the Revolving Line of Credit consistent with and to effectuate the intent of this Resolution.

PASSED AND ADOPTED on this 17th day of February 2022, by the Board of Directors.

AYES:

NO:

ABSTAIN:

Graig Stephens, President, Board of Directors

**Soledad Community Health Care District
Board of Directors**

2022

Graig Stephens, President

Maggie Campa, Vice President

Rosemary Guidotti, Secretary

Anne Trebino, Treasurer

Patty K. Cruz, Board Member