

RESOLUTION NO. 2013-114

A RESOLUTION APPROVING THE ORGANIZATION OF VILLA VIEW COMMUNITY HOSPITAL, INCORPORATED, AND MEMBERS OF ITS GOVERNING BODY, AND ITS PROPOSAL TO FINANCE ACQUISITION, REMODELING AND EXPANSION OF A HOSPITAL BY ISSUANCE OF TAX-EXEMPT OBLIGATIONS AND ACCEPTING A HOSPITAL FACILITY.

WHEREAS, Villa View Community Hospital, Incorporated, a California nonprofit corporation, hereinafter referred to as the "Corporation," has been organized, the specific and primary purposes of which include the promotion of the common good, community welfare and general welfare of the City of San Diego through the acquisition and betterment of a hospital facility located within the City of San Diego, to be donated to the City of San Diego in accordance with the Articles of Incorporation of the Corporation and paragraph 4 of this resolution; and

WHEREAS, the Corporation has developed a plan to acquire the existing hospital facility located within the City and owned by Villa View Hospital, Inc., a California profit corporation, and construct an addition thereto which would enlarge the capacity of the facility from 52 beds to 99 beds; and

WHEREAS, the Corporation proposes to finance the acquisition of the existing facility, and its expansion, by the issuance of its tax-exempt First Mortgage Hospital Bonds in the amount of \$3,650,000 and its Subordinated Hospital Revenue Notes all pursuant to a ruling obtained from the Internal Revenue Service; and

WHEREAS, the City has now received from the Corporation draft copies of the following documents, the forms of which are on file in the office of the City Clerk as Document

No. 744129 :

1. Indenture of Mortgage and Deed of Trust;
2. Agreement to Issue Notes;
3. Articles of Incorporation of the Corporation and Amendments;
4. Bylaws of the Corporation;
5. Corporation Grant Deed;
6. Bill of Sale;
7. Indemnity Agreement from the Corporation to the City;
8. Legal Opinion of Gray, Cary, Ames & Frye;
9. Legal Opinion of Glenn, Wright, Jacobs & Schell;
10. Legal Opinion of Dorsey, Marquart, Windhorst, West & Halladay; and
11. Memorandum of Option Agreement; and

WHEREAS, the law firm of Glenn, Wright, Jacobs & Schell has reviewed the submitted draft documents and rendered its report and opinion as to the effect of such documents relative to the issuance of the bonds, notes and operation of the hospital facility; NOW, THEREFORE,

BE IT RESOLVED, by the Council of The City of San Diego, as follows:

1. It is hereby found, determined and declared that the proposal of the Corporation for the acquisition and expansion of the hospital facility within the City of San Diego, and financing such construction, including incidental

REVISED  
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costs, by the issuance of Bonds and Notes bearing interest normally exempt from federal income taxes, will be in the interest of the residents of San Diego and will not impose any obligation or burden upon the City prior to the vesting of title to the facility in the City.

2. The organization and purposes of the Corporation specified in its Articles of Incorporation, as modified by Amendments thereto, and Bylaws as set forth in the forms on file with the City Clerk as Document No. 744129 are hereby approved.

3. The following named persons are hereby approved as Directors of the Corporation:

David J. Jacobs  
G. Craig Reynolds  
Thomas P. Cannon  
D. C. Snyder  
Kenneth R. Easler

4. This Council, on behalf of the City of San Diego, hereby accepts from the Corporation the transfer of the hospital facility as defined in the forms of the above-referenced documents, which are on file in the office of the City Clerk as Document No. 744129, when all of the First Mortgage Hospital Bonds and said Subordinated Hospital Revenue Notes referred to in said documents have been paid, and hereby agrees that title thereto will vest in the City of San Diego upon such payment and after delivery to the City of San Diego of the Grant Deed and the Bill of Sale

on the hospital facility, and hereby accepts the option to purchase the hospital facility before that date upon certain events and conditions specified in said Indenture.

5. The City Manager is hereby authorized, on behalf of the City, to accept the Agreement of Indemnification from the Corporation.

6. The City hereby approves the issuance of the Bonds and Notes of the Corporation as provided in the form of Indenture of Mortgage and Deed of Trust and in the Agreement to Issue Notes relating to said Bonds and Notes in the form of such documents on file in the office of the City Clerk as Document No. 744129.

7. This resolution shall become effective upon issuance of a final written report by the law firm of Glenn, Wright, Jacobs & Schell that the documents as executed contain no material change from the forms of documents referred to herein which are on file in the office of the City Clerk as Document No. 744129, and determination by the City Attorney by written endorsement thereon that such written report complies in all respects with this paragraph 7.

APPROVED: JOHN W. WITT, City Attorney

By Peter D. Bulens  
Peter D. Bulens, Deputy

PDB:lc  
7/11/73

JUL 17 1973

Passed and adopted by the Council of The City of San Diego on .....  
by the following vote:

Councilmen	Yeas	Nays	Excused	Absent
Gil Johnson	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Maureen F. O'Connor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Henry L. Landt	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Leon L. Williams	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Floyd L. Morrow	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Bob Martinet	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Allen Hitch	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Jim Bates	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Mayor Pete Wilson	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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(Seal)

AUTHENTICATED BY:

PETE WILSON  
Mayor of The City of San Diego, California.

EDWARD NIELSEN  
City Clerk of The City of San Diego, California.

By *Mary Anne Meuse*, Deputy.

Office of the City Clerk, San Diego, California

Resolution Number 208434 Adopted JUL 17 1973