

**RESOLUTION NO. 909 OF THE BOARD OF DIRECTORS OF
TULARE LOCAL HEALTHCARE DISTRICT**

RESOLVED, by the Board of Directors (the “Board”) of the Tulare Local Healthcare District (the “District”), as follows:

WHEREAS, on April 1, 2022 (the “Transition Date”), in accordance with the terms and conditions of that certain Transition Agreement, Evolutions Fitness & Wellness Center (“Evolutions”) did transition from Evo Management Company, LLC, a California limited liability company (“EMC”), to the District.

WHEREAS, prior to the Transition Date, EMC did assume operational control of Evolutions on or about November 22, 2017 under the terms of that certain Lease Agreement (the “Lease”).

WHEREAS, on July 17, 2018, at a Special Meeting of the District, the Board, acting in accordance with the authority provided it under the Lease, voted unanimously to approve terms of financing proposed by EMC for the upgrade and replacement of certain aging recreational equipment located within Evolutions (as upgraded or replaced, the “Equipment”).

WHEREAS, on October 16, 2018, in accordance with said proposed financing terms, EMC as maker and Tulare Industrial Site Development Foundation, a California corporation (the “Foundation”) as holder, did execute that certain Promissory Note Secured By Security Agreement, bearing the face value of \$275,000.00 and setting forth a minimum monthly payment obligation of \$5,444.90 and a payoff date of November 1, 2023 (the “Foundation Note”).

WHEREAS, on December 16, 2020, by and through Resolution 899, the Board, after finding that the Equipment would be owned by the District following the Transition Date, subject to and encumbered by the repayment obligation set for in the Foundation Note, voted to assume repayment of the Foundation Note on EMC’s behalf prior to the Transition Date.

WHEREAS, having completed the above-referenced transition, the Board has determined it to be in the best interest of the District to seek alternate financing for the Equipment on more favorable terms.

WHEREAS, the CEO of the District has, in due course, negotiated new financing terms with the Greater Tulare Chamber Trust dated December 30, 1964, as amended (“GTCT”) for the principal amount of \$138,161.55 (the “GTCT Financing”), which amount represents full payment of the Foundation Note.

WHEREAS, the terms of the GTCT Financing are set forth in that certain Promissory Note (Secured), wherein the District shall be the “Maker” and GTCT shall be the “Holder” (the “GTCT Note”), and Security Agreement, attached hereto, securing the District payment obligations under said Note, wherein the District shall be the “Debtor” and GTCT shall be the “Secured Party” (the “GTCT Security Agreement”, and with the GTCT Note, the “GTCT Financing Documents”).

NOW, THEREFORE, BE IT RESOLVED, the Board hereby finds, determines, does and orders the following:

RESOLVED, the Recitals set forth above are true and correct and are incorporated into this Resolution by this reference;

RESOLVED, after due consideration of all of the relevant facts before it and upon examination of GTCT Financing Documents, the Board does approve the repayment of the Foundation Note and, for that purpose, the District's undertaking of the GTCT Financing on the terms set forth in the GTCT Financing Documents;

RESOLVED, that the CEO of the District be authorized, directed, and empowered in the name of the District to take all additional actions and sign such documents as necessary to fulfil the purpose of this Resolution; and

RESOLVED, if any section, subsection, sentence, clause, phrase, or portion of this Resolution is for any reason held to be invalid or unenforceable by a court of competent jurisdiction, the remaining portions of this Resolution shall nonetheless remain in full force and effect. The Board hereby declares that it would have adopted each section, subsection, sentence, clause, phrase, or portion of this Resolution, irrespective of the fact that any one or more sections, subsections, sentences, clauses, phrases, or portions of this Resolution be declared invalid or unenforceable.

THE FOREGOING RESOLUTION WAS ADOPTED upon motion of Director _____ and seconded by Director _____ at a meeting held on April 27, 2022, by the following vote:

AYES: _____ By: _____

NOES: _____ By: _____

ABSTAIN: _____ By: _____

ABSENT: _____ By: _____

President, Board of Directors
Tulare Local Healthcare District

IN WITNESS WHEREOF, I have hereto set my name as Secretary of the District, this 27th day of April, 2022.

Secretary, Board of Directors
Tulare Local Healthcare District