

**RESOLUTION NO. 853 OF THE BOARD OF DIRECTORS OF TULARE LOCAL
HEALTHCARE DISTRICT**

WHEREAS, the Board of Directors (the "Board") of the Tulare Local Healthcare District dba Tulare Regional Medical Center (the "District") filed for Chapter 9 Bankruptcy protection on or about September 30, 2017; and

WHEREAS, the Board had previously voted to approve to enter into a Consulting Agreement with WIPFLI/HFS Consulting for it to act as the Board's Crisis Manager and to provide it with advice and counsel during the bankruptcy; and

WHEREAS, the District, on October 26, 2017, the District provided notice to the California Department of Public Health ("CDPH") of its intention to temporarily and voluntarily suspend its license and all operations effective on October 27, 2017 at midnight; and

WHEREAS, the District was informed on November 8, 2017 by CDPH that it has approved the District's temporary suspension of its license; and

WHEREAS, it will be necessary for the District to be in discussions and communications with CDPH in connection with reopening the Hospital.

NOW, THEREFORE, BE IT RESOLVED THAT, the District hereby appoints and authorizes Larry Blitz of WIPFLI/HFS Consulting and/or WIPFLI/HFS Consulting to act as the District's agent in discussions with CDPH.

FURTHER RESOLVED, that the District appoints Sandy Haskins of WIPFLI/HFS Consulting to act as the Chief Administrative Officer in the Chapter 9 Bankruptcy proceedings and shall have the power and authority to act as the District's agent in those proceedings.

IN WITNESS WHEREOF, I have hereto set my name as Secretary of the District, this 10 day of November, 2017



Senovia Gutierrez, Secretary

**RESOLUTION NO. 854 OF THE BOARD OF DIRECTORS OF TULARE LOCAL
HEALTHCARE DISTRICT**

WHEREAS, the Board of Directors (the “Board”) of the Tulare Local Healthcare District dba Tulare Regional Medical Center (the “District”) entered into an integrated Contract involving four sub agreements consisting of Management Services Agreement, Interim Joint Operating Agreement, Joint Operating Agreement and Option (“Contract”) on May 29, 2014 with Healthcare Conglomerate Associates, LLC (“HCCA”); and

WHEREAS, under the Management Services Agreement, HCCA was given certain agency authority to act on behalf of, and to bind, the District; and

WHEREAS, under the Management Services Agreement, HCCA was given a Power of Attorney to act on behalf or and bind the District; and

WHEREAS, on October 18, 2017, the District, filed a Motion in the Chapter 9 bankruptcy seeking to reject its contracts with HCCA, including but not limited to the Management Services Agreement; and

WHEREAS, the Bankruptcy Court entered an order on October 25, 2017, granting the Motion with an effective date of the earlier of either November 27, 2017 or approval by the California Department of Public Health of the District’s administrative plan; and

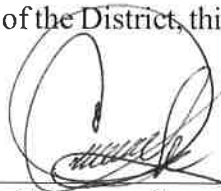
WHEREAS, the District and Board has determined that it is necessary and appropriate, and in the best interests of the District and the Board, that HCCA no longer act on behalf of the District and Board in any respect.

NOW, THEREFORE, BE IT RESOLVED THAT, any and all agency authority HCCA had to act on behalf of, or otherwise bind, the District or its Board of Directors, whether under contract or agency principles, is hereby revoked permanently.

FURTHER RESOLVED, that the revocation of HCCA’s authority includes but is not limited to accessing and/or otherwise withdrawing money from any of the District’s bank accounts, entering into contracts on behalf of the District, negotiating with third parties on behalf of the District and otherwise communicating to third parties on behalf of the District.

FURTHER RESOLVED, that any and all Powers of Attorney granted to HCCA by and/or on behalf of the District and Board is hereby revoked.

IN WITNESS WHEREOF, I have hereto set my name as Secretary of the District, this 10 day of November, 2017



Senovia Gutierrez, Secretary

**RESOLUTION NO. 855 OF THE BOARD OF DIRECTORS OF TULARE LOCAL
HEALTHCARE DISTRICT**

WHEREAS, the Board of Directors (the "Board") of the Tulare Local Healthcare District dba Tulare Regional Medical Center (the "District") entered into an integrated Contract involving four sub agreements consisting of an Interim Joint Operating Agreement, Management Services Agreement, Interim Joint Operating Agreement, Joint Operating Agreement and Option ("Contract") on May 29, 2014 with Healthcare Conglomerate Associates, LLC ("HCCA"); and

WHEREAS, under the Management Services Agreement ("MSA"), HCCA had the contractual right to appoint certain individuals into managerial positions, including the position of Chief Executive Officer for the District; and

WHEREAS, the Board had previously voted to approve to enter into a Consulting Agreement with WIPFLI/HFS Consulting for it to act as the Board's Crisis Manager and to provide it with advice and counsel during the bankruptcy; and

WHEREAS, on October 18, 2017, the District, filed a Motion in the Chapter 9 bankruptcy seeking to reject its contracts with HCCA, including but not limited to the MSA; and

WHEREAS, the Bankruptcy Court entered an order on October 25, 2017, granting the Motion with an effective date of the earlier of either November 27, 2017 or approval by the California Department of Public Health of the District's administrative plan; and

WHEREAS, the District will be filing an Application with the Court to enter the order of rejection immediately on November 9, 2017 because the California Department of Public Health has indicated its approval of the temporary suspension plan submitted by the District and has further indicated that it does not object to immediate rejection of the MSA and related contracts; and

WHEREAS, upon entry of that Order, unless earlier directed, the District will send a Notice of Termination to HCCA of all contracts, including the MSA.

NOW, THEREFORE, BE IT RESOLVED THAT, upon the date of the Notice of Termination, Larry Blitz of WIPFLI/HFS Consulting shall be appointed as the District's Interim Chief Executive Officer and Daniel Heckathorne of WIPFLI/HFS Consulting shall be appointed as the District's Interim Chief Financial Officer.

FURTHER RESOLVED, that upon the date of the Notice of Termination, Mr. Blitz and Mr. Heckathorne shall be authorized to act as the District's agents as authorized in the District's Bylaws.

IN WITNESS WHEREOF, I have hereto set my name as Secretary of the District, this 10 day of November, 2017



Senovia Gutierrez, Secretary