

and attorneys' fees and disbursements. Any such attorneys' fees and other expenses incurred by either party in enforcing a judgment in its favor under this Assignment shall be recoverable separately from and in addition to any other amount included in such judgment, and such attorneys' fees obligation is intended to be severable from the other provisions of this Assignment and to survive and not be merged into any such judgment.

4. This Assignment shall be binding on and inure to the benefit of the parties hereto, their heirs, executors, administrators, successors in interest and assigns.

5. This Assignment shall be governed by and construed and in accordance with the laws of the State of California.

For purposes of this Assignment, the "Effective Date" shall be the date of the Closing (as defined in the Purchase Agreement).

IN WITNESS WHEREOF, Assignor and Assignee have executed this Assignment the day and year first above written.

ASSIGNEE: RGH SAN PABLO, LLC,
a California limited liability company

By: _____

Name: _____

Its: _____

Dated: _____

ASSIGNOR: WEST CONTRA COSTA HEALTHCARE
DISTRICT, a political subdivision of the State of
California

By: _____

Name: _____

Its: _____

Dated: _____

EXHIBIT A TO GENERAL ASSIGNMENT: LEGAL DESCRIPTION

REAL PROPERTY IN THE CITY OF SAN PABLO, CONTRA COSTA COUNTY, CALIFORNIA, BEING PORTIONS OF PARCEL A AS DESCRIBED IN THE QUITCLAIM DEED TO WEST CONTRA COSTA HEALTH CARE DISTRICT, A POLITICAL SUBDIVISION OF THE STATE OF CALIFORNIA, RECORDED AUGUST 5, 2005, DOCUMENT 2005-0293541, CONTRA COSTA COUNTY RECORDS, DESCRIBED AS FOLLOWS:

ALL OF PARCEL A (2005-0293541) EXCEPTING THEREFROM THE FOLLOWING:

ALL THE PROPERTY CONVEYED TO THE CITY OF SAN PABLO BY GRANT DEED RECORDED MARCH 13, 2015, DOCUMENT 2015-0045660, CONTRA COSTA COUNTY RECORDS, DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT ON THE NORTHEASTERLY LINE OF SAID PARCEL (2005-0293541), DISTANT THEREON SOUTH 47° 56' 00" EAST, 33.08 FEET FROM THE SOUTHERLY CORNER OF THE PARCEL DESCRIBED IN THE DEED TO THE WEST CONTRA COSTA HEALTH CARE DISTRICT, RECORDED AUGUST 16, 1995, SERIES 95-134333, CONTRA COSTA COUNTY RECORDS; THENCE FROM SAID POINT OF BEGINNING ALONG THE EXTERIOR BOUNDARY OF SAID PARCEL (2005-0293541), THE FOLLOWING EIGHT (8) COURSES:

1. SOUTH 47° 56' 00" EAST, 81.90 FEET,
2. ALONG A TANGENT CURVE TO THE RIGHT HAVING A RADIUS OF 125.00 FEET, CONCAVE WESTERLY, THROUGH A CENTRAL ANGLE OF 90° 00' 40", AN ARC DISTANCE OF 196.37 FEET,
3. SOUTH 42° 04' 40" WEST, 324.16 FEET,
4. NORTH 80° 26' 00" WEST, 36.30 FEET,
5. NORTH 73° 11' 00" WEST, 102.30 FEET,
6. NORTH 39° 11' 00" WEST, 64.02 FEET,
7. NORTH 82° 41' 00" WEST, 36.30 FEET AND
8. SOUTH 80° 49' 00" WEST, 29.02 FEET;

THENCE LEAVING SAID EXTERIOR BOUNDARY, NORTH 40° 30' 32" EAST, 306.73 FEET;

THENCE NORTH 75° 03' 38" EAST, 26.83 FEET;

THENCE NORTH 43° 43' 25" EAST, 16.39 FEET;

THENCE NORTH 86° 13' 19" EAST, 18.36 FEET;

THENCE NORTH 55° 59' 21" EAST, 50.78 FEET;

THENCE NORTH 42° 04' 00" EAST, 62.32 FEET;

THENCE 21° 21' 06" EAST, 11.82 FEET;

THENCE NORTH 42° 04' 00" EAST, 64.56 FEET TO THE POINT OF BEGINNING.

A portion of Assessor's Parcel No. 417-190-019.

**SCHEDULE 1 TO GENERAL ASSIGNMENT
WARRANTIES**

-None-

SCHEDULE 2 TO GENERAL ASSIGNMENT
SERVICE CONTRACTS

-None-

WEST CONTRA COSTA HEALTHCARE DISTRICT

RESOLUTION NO. 2016-#1

**RESOLUTION AUTHORIZING AND DIRECTING EXECUTION OF
AGREEMENT FOR PURCHASE AND SALE OF REAL PROPERTY AND RELATED
DOCUMENTS, AND DIRECTING CERTAIN ACTIONS WITH RESPECT THERETO**

RESOLVED, by the Board of Directors (the "Board") of the West Contra Costa Healthcare District, Contra Costa County, California (the "District"), as follows:

WHEREAS, pursuant to Section 32121 (c) of the California Health and Safety Code, the District has the power to buy and sell interests, including leaseholds and easements, in real property;

WHEREAS, RGH San Pablo, LLC ("RGH") offered to purchase from the District certain real property in San Pablo consisting of Doctors Medical Center ("DMC") at 2000 Vale Road and approximately 8.3 acres on which DMC and its accessory improvements are located;

WHEREAS, the District and RGH negotiated a purchase price of \$13,500,000.00, in accordance with the terms and conditions set forth in that certain Purchase and Sale Agreement attached to this Resolution as Attachment 1 (the "PSA"), and the Board finds based on information provided and arms' length negotiations with RGH that this represents fair value;

WHEREAS, RGH's purchase of the District property permits the District to meet certain financial obligations, in a manner that it would not be able to otherwise meet in a timely fashion;

WHEREAS, members of the Board have reviewed the PSA with the aid of its management;

WHEREAS, the Board has considered whether the proposed transaction requires consideration under the California Environmental Quality Act;

NOW, THEREFORE, the Board of Directors hereby DECLARES and ORDERS, as follows:

1. The Board of Directors of the West Contra Costa Healthcare District hereby approves the proposed transaction generally as described in the PSA and hereby directs and authorizes the District's Chief Executive Officer to finalize and execute the following documents, each of which incorporates the terms and conditions set forth in the PSA, and otherwise contains such terms and conditions that are consistent therewith and are deemed in the Chief Executive Officer's judgment to be reasonable and necessary to effectuate the transaction: the PSA; a recordable grant deed; assignment of leases; and such other documents deemed in the Chief Executive Officer's judgment to be reasonable and necessary to effectuate the transaction.

2. All actions heretofore taken by the officers and agents of the District with respect to the execution, delivery and completion of the transaction approved by this Resolution are hereby approved, confirmed and ratified.

3. The Chief Executive Officer is authorized to take such other steps and do such acts and things, all as in her judgment may be necessary, appropriate or desirable on behalf of and in the name of the District to carry out, observe and perform and enforce the performance by others of, and comply with, the terms and provisions of the proposed transaction, and to consummate the transaction herein contemplated.

4. The Board finds that sale of the District's property is exempt from the need for consideration under Public Resources Code section 21000 et seq., the California Environmental Quality Act ("CEQA"), and under California Code of Regulations Title 14, Chapter 3 (the "CEQA Guidelines"), (a) pursuant to CEQA Guidelines section 15301 ("Existing Facilities – minor alteration") as they involve proposed continued use of an existing building that will not have a significant effect on the environment, (b) pursuant to CEQA Guidelines section 15312 ("Surplus Government Property Sales"), (c) pursuant to the general "common sense" exemption in CEQA Guidelines section 15061(b)(3) where no physical alterations to the properties are intended and it can be concluded with certainty that there is no risk of mere change in ownership causing significant environmental impacts, and (d) the transactions do not qualify as a "project" under CEQA Guidelines section 15378 because they do not have the potential to result in a direct physical change in the environment or a reasonably foreseeable indirect physical change in the environment, and each grounds for exemption independently is sufficient to support this finding. The Board further finds that to the extent RGH's future use of DMC and the property may require discretionary approvals by the City of San Pablo and/or other public agencies, those agencies will be required to comply with CEQA before granting such approvals and allowing such uses, and it would be premature and overly speculative for the District to undertake CEQA review before approving and consummating this transaction.

5. The Board authorizes and directs the Chief Executive Officer to file a notice of exemption pursuant to CEQA Guidelines section 15062 with the County Clerk of Contra Costa County, reflecting this Resolution and the exempt status of this Resolution.

6. This Resolution shall take effect upon its adoption by this Board.

PASSED AND ADOPTED this 11th day of January, 2016,
by the following vote:

AYES:

NOES:

ABSTAIN:

ABSENT:

Eric Zell, Chair of the Board of Directors
West Contra Costa Healthcare District

Nancy Casazza, Secretary of the Board of Directors
West Contra Costa Healthcare District

Secretary's Certification

I, the undersigned Secretary of the West Contra Costa Healthcare District, hereby certify that the foregoing is a full, true and correct copy of a resolution duly adopted by the Board of Directors of the District at a meeting thereof held on the 11th day of January, 2016.

Nancy Casazza, Secretary of the Board of Directors
West Contra Costa Healthcare District