



RESOLUTION No. _____
OF THE BOARD OF SUPERVISORS OF THE COUNTY OF EL DORADO

**RESOLUTION OF THE BOARD OF SUPERVISORS OF THE
COUNTY OF EL DORADO APPROVING THE EXECUTION AND DELIVERY OF A
MASTER LEASE AND SUBLEASE AGREEMENT BY THE ABAG FINANCE
AUTHORITY FOR NONPROFIT CORPORATIONS AND CERTAIN OTHER
MATTERS RELATING THERETO**

WHEREAS, California Shock Trauma Air Rescue, Inc., dba CALSTAR, a California nonprofit public benefit corporation (the “Corporation”), has requested that the ABAG Finance Authority for Nonprofit Corporations (the “Authority”) approve the issuance of the Authority’s debt obligations (the “Obligations”) under a Master Lease and Sublease Agreement (the “Master Lease Agreement”) authorized and executed by and among the Authority as lessee, the Corporation as sub-lessee and Banc of America Public Capital Corp, as lessor, for the purpose of financing certain assets, including helicopters to be used in connection with the Corporation’s operations, to be owned by the Corporation, some or all of which may be based or used within the County of El Dorado (the “County”), and to pay all issuance costs associated therewith, in an aggregate amount not exceeding \$20,000,000 (the “Project”); and

WHEREAS, pursuant to Section 147(f) of the Internal Revenue Code of 1986, as amended (the “Code”), the issuance of the Obligations must be approved by the County because some or all of the Project may be located within the jurisdiction of the County; and

WHEREAS, the Board of Supervisors of the County (the “Board”) is the elected legislative body of the County and is the applicable elected representative required to approve the execution and delivery of the Obligations pursuant to Section 147(f) of the Code; and

WHEREAS, the Authority has requested that the Board approve the execution and delivery of the Obligations by the Authority in order to satisfy the public approval requirement of Section 147(f) of the Code; and

WHEREAS, pursuant to Section 147(f) of the Code, the Board has, following notice duly given, held a public hearing regarding the Obligations, and now desires to approve the issuance of the Obligations by the Authority;

NOW, THEREFORE, BE IT RESOLVED, by the Board of Supervisors of the County of El Dorado as follows:

Section 1. The Board hereby approves the issuance of the Obligations by the Authority. It is the purpose and intent of the Board that this resolution constitute approval of the issuance of the Obligations by the Authority for the purposes of Section 147(f) of the Code by the applicable elected representative of the governmental unit having jurisdiction over the area in which some or all of the Project may be located, in accordance with said Section 147(f).

Section 2. The officers of the County are hereby authorized and directed, jointly and severally, to do any and all things and to execute and deliver any and all documents which they deem necessary or advisable in order to carry out, give effect to and comply with the terms and intent of this resolution and the financing transaction approved hereby.

Section 3. This resolution shall take effect immediately upon its adoption.

PASSED AND ADOPTED by the Board of Supervisors of the County of El Dorado at a regular meeting of said Board, held on the 8th day of January, 2008, by the following vote of said Board:

Ayes:

ATTEST

Noes:

Cindy Keck

Absent:

Clerk of the Board of Supervisors

By _____
Deputy Clerk

, Chairman
Board of Supervisors

I CERTIFY THAT:

THE FOREGOING INSTRUMENT IS A CORRECT COPY OF THE ORIGINAL ON FILE IN THIS OFFICE

Date _____

ATTEST: Cindy Keck, Clerk of the Board of Supervisors
of the County of El Dorado, State of California.

By _____