

**BYLAWS
of
WCCHD FINANCING CORPORATION II**

**ARTICLE I
NAME, ORGANIZATION AND PURPOSE, PRINCIPAL OFFICE**

Section 1.01. Name. The name of this corporation is WCCHD Financing Corporation II (hereinafter referred to as the "Corporation").

Section 1.02. Organization, Purpose and Use of Funds. The Corporation is a nonprofit public benefit corporation organized under the Nonprofit Public Benefit Corporation Law (commencing at section 5110 of the California Corporations Code) (the "Law") to provide financial assistance to the West Contra Costa Healthcare District (the "District"), by financing, refinancing, acquiring, constructing, improving, leasing and selling buildings, building improvements, equipment, and any other real or personal property (collectively, the "Facilities"), for the use, benefit and enjoyment of the public served by the District and any other purpose incidental thereto. The activities of the Corporation shall be limited to the activities described in its articles of incorporation ("Articles of Incorporation"), as amended from time-to-time. No gains, profits or dividends shall be distributed to any of the Directors or officers of the Corporation; and no part of the net earnings, if any, of the Corporation, either during its existence or upon its dissolution, shall ever inure to the benefit of any Director or any member, private shareholder, individual, person, firm or corporation excepting only the District.

Section 1.03. Principal Office. The principal office of the Corporation is hereby fixed and located at the offices of the District, Attention: Clerk of the Board of Supervisors for Contra Costa County, 651 Pine Street – 1st Floor, Martinez, CA 94553. The Board of Directors is hereby granted full power and authority to change said principal office from one location to another. Any such change shall be noted by the Secretary opposite this section, but shall not be considered an amendment to these Bylaws.

**ARTICLE II
NO MEMBERS**

Section 2.01. No Members. Pursuant to section 5310 of the Law, the bylaws of a nonprofit corporation may provide that the corporation shall have no members. The Corporation shall have no members.

**ARTICLE III
DIRECTORS**

Section 3.01. Powers. Subject to the limitations of the Articles of Incorporation, as may be amended from time-to-time, these bylaws ("Bylaws") and the Law, and subject to the duties of Directors as prescribed by the Bylaws, all powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation

shall be controlled by, the Board of Directors. No Director shall be responsible for any error in judgment or for anything that he or she may do or refrain from doing in good faith. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Directors shall have the following powers, to wit:

First: To select and remove all the other officers, agents and employees of the Corporation, prescribe such powers and duties for them as may not be inconsistent with law or the Articles of Incorporation or Bylaws, fix their compensation and require from them security for faithful service;

Second: To conduct, manage and control the affairs and business of the Corporation and to make such rules and regulations therefor not inconsistent with law or the Articles of Incorporation, as may be amended from time-to-time, or Bylaws, as they may deem best; and

Third: To borrow money and incur indebtedness for the purposes of the Corporation, and to cause to be executed and delivered therefor, in the name of the Corporation, promissory notes, bonds, certificates of participation, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities therefor.

Section 3.02. Number of Directors. The authorized number of Directors shall be the same as the number of members of the Board of Directors of the District (currently five (5)) until changed by amendment of these Bylaws.

Section 3.03. Selection and Term of Office. The Board of Directors shall be constituted of the same persons serving as members of the Board of Directors of the District, and no person shall be eligible to serve as a Director except a person serving as a member of the Board of Directors of the District. The Chairperson of the Board of Directors of the Corporation shall be the Chairperson of the Board of Directors of the District. The Vice Chairperson of the Board of Directors of the Corporation shall be the Vice Chairperson of the Board of Directors of the District.

Section 3.04. Vacancies. Subject to the provisions of section 5226 of the Law, any Director may resign effective upon giving written notice to the President (defined in Section 4.01, below), the Secretary or the Chairperson or Vice-Chairperson of the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. A vacancy or vacancies in the Board of Directors shall be deemed to exist in case of the death, resignation or removal of any Director, or if the authorized number of Directors is increased. Vacancies in the Board shall be filled in the same manner as the Director whose office is vacant was selected. Each Director so selected shall hold office until the expiration of the term of the replaced Director and until a successor has been selected and has accepted the office.

Section 3.05. Organization and Annual Meetings. The Board of Directors shall hold an annual meeting for the purpose of organization, selection of officers, as needed, and the

transaction of other business. Annual meetings of the Board shall be held at the same time as the annual reorganization meeting of the Board of Supervisors in January of each year.

Section 3.06. Regular Meetings. The Corporation’s regular meeting schedule shall be the same as the District meeting schedule and will be held at the principal offices of the District.

Section 3.07. Special Meetings; Notice. Special and emergency meetings of the Board of Directors for any purpose may be called by the President or by a majority of the Directors, and shall be called, noticed, and held in compliance with the provisions of the Brown Act.

Section 3.08. Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

Section 3.09. Quorum. A majority of the Directors then in office shall be necessary to constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors unless a greater number is required by Law or by the Articles of Incorporation, as may be amended from time-to-time.

Section 3.10. Fees and Compensation. Directors shall receive no compensation or expenses for their services as Directors.

Section 3.11. Conduct of Meetings. The Chairperson or, in his or her absence, the Vice Chairperson of the Board of Directors, shall preside.

Section 3.12. Meetings and Actions of Committees. Meetings and actions of committees of the Board of Directors shall be governed by, held, and taken under the provisions of these bylaws concerning meetings, other Board of Directors’ actions, and the Brown Act. Minutes of each meeting shall be kept and shall be filed with the corporate records. The Board of Directors may adopt rules for the governance of any committee as long as the rules are consistent with these bylaws. If the Board of Directors has not adopted rules, the committee may do so.

ARTICLE IV OFFICERS

Section 4.01. Officers. The officers of the Corporation shall be a President, a Treasurer and a Secretary. The Corporation may also have, at the discretion of the Board of Directors, one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be appointed by the Board of Directors. One person may hold two or more offices, provided, that a person serving as the Chairperson, Vice Chairperson or President may not simultaneously serve as the Treasurer or Secretary.

Section 4.02. Selection. The acting officers of the District shall be the respective officers of the Corporation.

Section 4.03. Removal and Resignation. Any officer may resign, or may be removed, with or without cause, by the Board of Directors at any time. Vacancies caused by death, resignation or removal of any officer may be filled by appointment by the Board of Directors, or by the President until such appointment by the Board of Directors.

Section 4.04. President. The President shall be the chief executive officer of the Corporation and, subject to the control of the Board of Directors, shall have general supervision, direction and control of the affairs of the Corporation. The President shall be the Executive Director of the District.

Section 4.05. Secretary. The Secretary shall keep at the principal office of the Corporation a book of minutes of all meetings of Directors, with the time and place of holding, how called or authorized, the notice thereof given and the names of those present at Directors' meetings. The Secretary of the Corporation shall be the Secretary of the District.

Section 4.06. Treasurer. The Treasurer shall be the chief financial officer and shall keep and maintain adequate and correct books of account showing the receipts and disbursements of the Corporation, and an account of its cash and other assets, if any. Such books of account shall at all reasonable times be open to inspection by any Director. The Treasurer shall deposit all moneys of the Corporation with such depositories as are designated by the Board of Directors, and shall disburse the funds of the Corporation as may be ordered by the Board of Directors, and shall render to the President or the Board of Directors, upon request, statements of the financial condition of the Corporation. The Treasurer of the Corporation shall be the Treasurer of the District.

Section 4.07. Subordinate Officers. Subordinate officers shall perform such duties as shall be prescribed from time to time by the Board of Directors or the President.

ARTICLE V MISCELLANEOUS

Section 5.01. Execution of Documents. The Board of Directors may authorize any officer or officers as agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances; and unless so authorized by the Board of Directors, no officer, agent or other person shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

Section 5.02. Inspection of Bylaws. The Corporation shall keep in its principal office the original or a copy of these Bylaws, as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by the Directors at all reasonable times during office hours.

Section 5.03. Annual Report. The annual report referred to in section 632 1 (a) of the Law is expressly dispensed with in accordance with section 632 1 (c) of the Law.

Section 5.04. Fiscal Year. The fiscal year of the Corporation shall begin July 1 of each year and end June 30 of the following year, except the first fiscal year, which shall run from the date of incorporation to June 30, 2004.

Section 5.05. Dissolution. Upon the dissolution, liquidation or winding up of the Corporation, or upon abandonment or the impossibility of performance by the Corporation of its specific organizational purposes set forth in Article II of the Articles of Incorporation, as may be amended from time-to-time, the assets of the Corporation remaining after payment of all or provision for all debts or liabilities of the Corporation and after compliance with Chapters 15, 16 and 17 of the Law shall be distributed to the District for public purposes.

Section 5.06. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the Law of the State of California shall govern the construction of these Bylaws. If any section, subsection, sentence, clause or phrase of these Bylaws, or the application thereof, is contrary to the Law of the State of California, the provisions of that law shall prevail. Without limiting the generality of the foregoing the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes a corporation as well as a natural person.

Section 5.07. Modification of Bylaws. New Bylaws may be adopted or these Bylaws may be amended or repealed by the vote of the Board of Directors. No amendment to these Bylaws shall be effective until approved by the Board of Directors.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

1. That I am the Secretary of WCCHD FINANCING CORPORATION II, a California nonprofit public benefit corporation.
2. That the foregoing Bylaws, consisting of five articles, constitute the Bylaws of the Corporation as duly approved and adopted by vote of the board of directors of the Corporation, at a meeting on March 19, 2019.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of the corporation this 19th day of March 2019.

Secretary
WCCHD Financing Corporation II